Zee Learn Limited
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Worli, Mumbai - 400 018.
CIN : L80301MH2010PLC198405

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www.zeelearn.com

Date: September 9, 2021

To,

BSE Limited
Corporate Relationship Department,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400 001

BSE Scrip Code: 533287

The National Stock Exchange of India Limited
Exchange Plaza,
Block G, C-1, Bandra-Kurla Complex,
Bandra (East),
Mumbai-400 051

NSE SYMBOL: ZEELEARN

Sub: Update in Annual Report for Financial Year 2020-21 pursuant to Regulation 30 and 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations")

This is with reference to our letter dated September 7, 2021, pursuant to Regulation 30 and 34 of the Listing Regulations, wherein we submitted Annual report of the Company for the financial year 2020-21 with the Stock Exchanges.

We hereby bring to your kind attention that we wish to rectify the clerical and formatting error in the non-statutory report and Management Discussion Analysis section of the Annual Report of 2020-21 of the Company. We would like to confirm that no other changes were made in the Annual report apart from the above.

Accordingly, we are hereby submitting the rectified Annual Report of the Company for the financial year 2020-21.

We request you to kindly take the aforesaid information on your records.

Thanking you.

Yours faithfully,
For ZEE LEARN LIMITED

Zee Learn Limited Mumbai Zee Learn Limited

ANIL GUPTA
COMPANY SECRETARY

EDUCATION MEETS TECHNOLOGY

India's Most

DIVERSIFIED

EDUCATION COMPANY

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CEO's MESSAGE

Dear Esteemed Shareholders,

It gives me great honour to present to you the 11th Annual Report of your company. The year 2020-21 was a challenging year for the while world with Zee Learn no different owing to the COVID-19 pandemic. Through this annual report I would like to share with you the performance of Zee Learn and our handling of the pandemic.

Covid-19 spread led to school closures affecting education for children unequally, as not all children had the tools and means to access learning during the pandemic. For millions of students, school closures will not be a temporary interference with their education, but the abrupt end of it. Did organizations and establishments too face the brunt of the pandemic? In a simple articulation, yes, and Zee Learn was no different. Despite being one of the largest networks of educational institutions with a student headcount of over 230,000, we had to halt our classes just as abruptly owing to strict lockdown imposed.

Needless to state, this put stress in our education system and on our admission season as key months were lost as everything was shut. Our team of professional educators, and trainers, quickly drew up a plan to adapt to the new normal, and switched to online classes swiftly. This led to a recommencement of the classes albeit online across our network of 2000+ centres – including Kidzee, Mount Litera Zee School, Mount Litera School International, ZIMA, ZICA, MT Educare, and other institutes. Despite this unprecedented roadblock, our consolidated annual revenue for FY'21 hit Rs. 313.45 cr. with an EBIDTA of Rs. 43.10 cr.

This was followed up with a robust approach this year, wherein our centres conducted training programs for teachers – so that they could adapt to the new normal of online classes, we built suitable content to continue to impart quality education to all our student community. Our teachers ensured that every student got exactly the same level of education and knowledge at their respective homes and especially to kids in the pre-primary schools. Our teachers went

> Zee Learn is well on its way to building the tools, platforms, insights and expertise that connect consumer with a distinct experience, which delivers transformative omnichannel digital services, for truly personalized experiences, and leverage aforementioned plans to benefit from the ever evolving sectoral dynamics.

that extra mile to nurture to and handhold the students who could not come to school for the whole year, which further resulted in excellent academic results when respective examinations were conducted.

Looking ahead, the team at Zee Learn has drawn a path that will move towards a hybrid approach of teaching which is a mix of physical and digital teaching. We continue to believe that for school going children the best way of imparting education continues to be the brick and mortar model as and when the school reopen however, with a hybrid approach we are confident of delivery high quality teaching and content to our students. Our plan to do so entails developing new products that will still reach milestones defined, and ensure our core philosophy of innovation is also fulfilled embracing digital content.

Educational Quality in school education is among the top priorities at Zee Learn as it focuses on the development of 21st century learners. Zee Learn took an initiative to make provisions for various training programmes for teachers and principals to enhance their understanding of curriculum and delivery modules to have effective classroom transactions

Our Preschool operations under the brand names of Kidzee, and Ankurum continue to have 2000+ operational Pre K centres. Mount Litera Zee School is one of the fastest growing chain of K12 schools with around 130+ operational schools in its network.

It is estimated that India's education system will combine training methods that involve online learning and games, and is expected to grow 38% in the next 2-4 years. This is pushing us towards adopting transformative approaches in education, with an augmented Gross Enrolment Ratio (GER) of 50%. Which will in turn reduce state-wise, gender-based and social disparity in GER to 5%.

Zee Learn is well on its way to building the tools, platforms, insights and expertise that connect consumer with a distinct experience, which delivers transformative omnichannel digital services, for truly personalized experiences, and leverage aforementioned plans to benefit from the ever evolving sectoral dynamics.

We have the talent, the vision and the conviction. Together, let's use them to continue building a rewarding future.

Before I end, I would like to extend my heartfelt gratitude and sincere thanks for your continued support.

Thank you,

Ritesh Handa
CEO & Executive Director
Zee Learn Limited.

SECTOR OVERVIEW

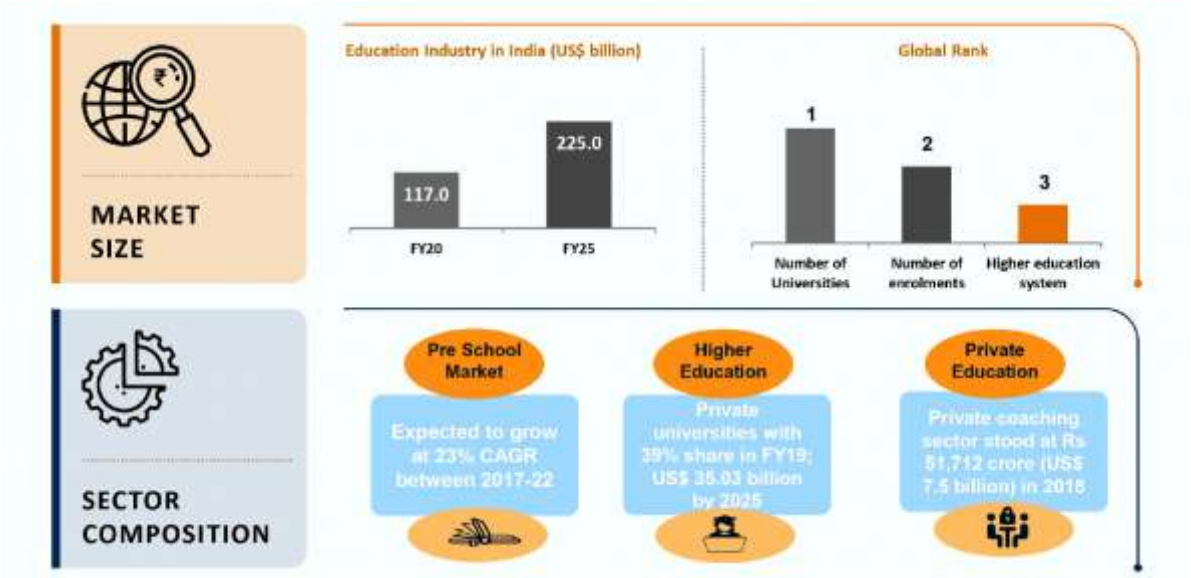
Introduction

Over the last two years despite the unprecedented times, India continued to attract significant investments to strengthen its education sector. Due to the COVID 19 pandemic, all segments of education sector ramped up the digital transformation efforts.

In the financial year 2021-22, a total amount of Rs 93,224 crore has been allocated for the Ministry of Education. This includes Rs 54,874 crore for the Department of School Education and Literacy and Rs 38,350 crore for the Department of Higher Education. The allocation for the year 2021-22 was 6.13 percent less than the previous budget, which was Rs 99,312 crore.

While many of the investments have been in the EdTech sector, the growth of these investments will bring about overall growth in the education sector. With a population of ~1.38 Bn, India is soon expected to eclipse China; and reach the numero uno position, in terms of highest population in a country, by 2025. With a 37.3% population of the country in the age group of 10–30 years and ~26.31% of India's population in the age group of 0-14 years, India's education sector provides numerous opportunities for growth.

The Indian education sector provides numerous opportunities of growth. The Indian education industry was estimated at $117 Bn in FY'20 and is expected to reach $225 Bn by FY'25.



(Source: IBEF).

Market Size

India has a multi-layered education system, with more than 260 Mn students enrolled across 1.6 Mn schools, ~39,000 colleges catering to 27.5 Mn under-graduates and 4 Mn postgraduate students. The Indian education system is primarily divided into: 1) Formal Education and 2) Informal Education.

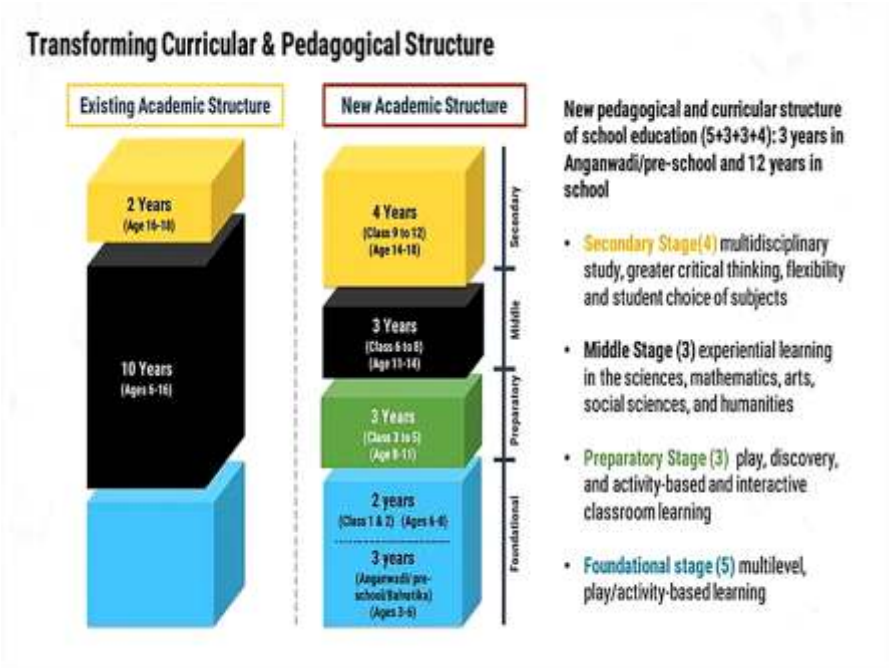
Formal Education includes schools governed by the CBSE, ICSE, State, and International Boards. India has one of the largest higher-education systems in the world. Higher education in India is governed by the UGC, comprising universities, colleges, and courses. Informal Education includes Coaching Institutes, Pre-Schools and Vocational Education.

The Pre-school market is expected to grow at 23% CAGR between 2017- 22. Private universities having 39% share in FY 19 are expected to reach approximately US$35 billion by 2025.

Education sector in India remains to be a strategic priority for the Government. The Government has allowed 100% Foreign Direct Investment (FDI) in the education sector through the automatic route since 2002. From April 2000 to September 2020, Foreign Direct Investment (FDI) equity inflows stood at US$ 3,849.20 million.

In India, the EdTech market is expected to reach ~US$ 3.5 billion by 2022. Indian ed-tech startups have received a total investment of US$ 2.22 billion in 2020, up from US$ 553 million in 2019.

The National Education Policy(NEP) 2020 implementation will bring about a positive transformation in the Education Sector.

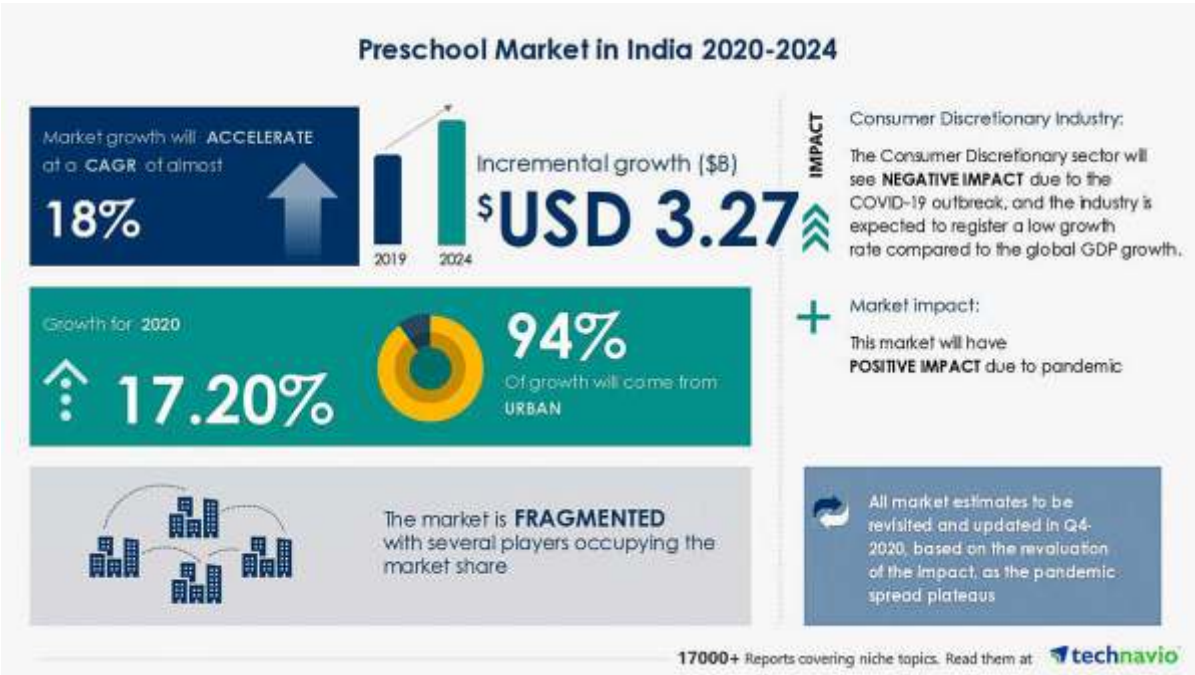


Preschool

The preschool market in India is poised to grow by USD 735.13 million during 2021-2025, progressing at a CAGR of almost 8% during the forecast period.

The Indian pre-school/childcare market reached a value of US$ 3,480 Million in 2020. Looking forward, IMARC Group expects the market to grow at a CAGR of around 12% during 2021-2026. Preschool is a learning establishment that offers early childhood education to children who are between 2-4 years of age. Pre-schools are an essential part of the education system since in the first four years of age, children acquire the basic cognitive, physical, social and emotional capabilities that prepare them for later success in school and life. Pre-schools can operate both publicly and privately and they have been segmented into full day-care and after-school care categories.

The growth of the Indian pre-school/child care market is driven primarily by factors such as rising parent awareness for early childhood education and care, coupled with rising number of nuclear families and working women in the country. Additionally, with expansion in tier 2 and tier 3 cities and escalation of franchise numbers in untapped areas, the number of preschool/child care centres have significantly increased. The government of India has also launched the National Early Childhood Care and Education (ECCE) policy, promoting pre-schooling for children in low-income households of the country



Ref: https://www.imarcgroup.com/indian-pre-school-child-care-market

K-12 Education

The Indian school education system is one of the largest and most complex in the world. According to a report, there are 1.46 million k-12 schools in India out of which 54 percent are owned by state or central government, 21 percent by municipal corporations and the rest 25 percent are privately owned. These K-12 schools are affiliated with State board, CBSE and even CISCE. Statistics for affiliation are as follows: 96% by state board schools, 1% to CBSE, 0.1% to CISCE and 2% is unrecognized out of all K-12 schools in India. The K-12 model is among those revolutions that the Indian education system has broadly accepted and

made it compulsory to adopt for both private and government schools.

The digital transformations have made rapid strides in the K12 segment during the COVID-19 and the digital delivery models have emerged as the integral part of the school systems.

Test Prep & Tutoring Sector

The test preparation markets in a way are in a mature stage, while the online test preparation segment is in a growth stage. As per a report, the growth in the online segment is strongly outpacing growth in the overall test prep segment, with the former growing at a CAGR (Compounded Annual Growth Rate) of 57.4% with the latter growing at 9.1% over 2015-2020. Key factors responsible for growth of the online segment are wider access to internet and smartphones, the lack of quality coaching centers in Tier-2 and Tier-3 regions of the country, robust investment flow in the education technology space and advanced technologies allowing increased reach of learning.

Vocational Education and Skill Development

According to the Economic Survey 2021 India, Vocational courses in schools will be introduced phase-wise for classes 9 to 12 to expose students to skill development avenues, as part of the Centre's flagship skilling scheme Pradhan Mantri Kaushal Vikas Yojana 3.0. The Survey for the financial year ending March said merely 2.4 per cent of India's workforce in the age group of 15-59 years have received formal vocational or technical training, while another 8.9 percent obtained training through informal sources.

With high economic growth rates and an evident shortage of skilled workers, the modernisation of formal vocational education and training (VET) in India increasingly came into focus. Skill development has been on top of the agenda of the Indian government for more than a decade, resulting in state policies and related schemes to upgrade and develop sustainable and systemic interventions for skill development.

Training and Manpower

As per a report from SIA, the most attractive markets for staffing are India and Malaysia, followed by China and Ireland. The Indian staffing market was worth INR 368.7 billion (USD 5.2 billion) in 2020. This is the fourth largest staffing market in Asia, after Japan (USD 66.7 billion), China (USD 16 billion) and Australia (USD 15 billion). In 2019, before the Covid-19 outbreak, temporary staffing accounted for 86% of sales and permanent recruitment 14%,

The Indian staffing industry ended the fiscal year 2020-2021 with 3.6% growth according to data from the Indian Staffing Federation. The growth was largely driven by recovery in the fourth quarter of 2020.

According to the report, women, youth, and high-skilled workers were 'positively impacted' by the flexi-employment market trends post the pandemic.

The Ministry of Labour and Employment, Ministry of Human Resource Development (MHRD), Ministry of Rural Development and Ministry of Urban Development & Poverty Alleviation, along with 14 other ministries, have come up with various schemes on skill development. The Modular Employable Skills (MES) and Skills Development Initiative Scheme (SDIS) adopted by the Directorate General of Employment and Training (DGET), Ministry of Labour and Employment, Government of India, provides a new strategic framework for skill development for early school leavers and existing workers, especially in the un-organised sectors, in close consultation with industry, micro enterprises in the un-organised sector, State Governments, experts and academia. The main objective here is to provide employable skills to school leavers, existing workers, ITI graduates and similar others.

Opportunities and Road ahead

Education was one of the most-affected sectors due to COVID. Education institutes, such as, schools, colleges, universities, and test-preparation centers were the first to shut down to control the rapid rise in COVID cases. However, this led to a sudden surge in the EdTech segment, which saw a steep increase in the number of users.

Digital Transformation in education took an unprecedented force. Organizations in the digital sector made efforts to keep pace with the transformations. India has become the second largest market for E-learning after the US. The sector is expected to reach US$ 1.96 billion by 2021 with around 9.5 million users. In India, the online education market is forecasted to reach ~US$ 11.6 billion by 2026.

A lot of innovations have been tested within the Indian EdTech industry to balance the dynamics of teachers & students from a traditional classroom to a virtual one. Technology is turning teacher-driven education into a more teacher student arrangement. Smart classrooms are making teaching transparent and equivalent for every student in a way close to the genuine classroom-like experience. Zee Learn continues to strengthen its product portfolio and invest in technologies to enhance the learning experience of its diversified educational services.

“Our vision is to become India’s largest and most respected Education Company serving the full life cycle of educational needs through digital / offline modes and with a strong social commitment and Indian roots.”

OUR PRESENCE-CORE
AND SUPPLEMENTARY

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

CORE EDUCATION

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

Under preschools, Kidzee is our preschool network with more than 2000 centres. Ankurum is a preschool offering aimed at providing structured quality education at an affordable cost. Mount Litera World Preschool (MLWPS) is an international standard preschool brand that seeks to create lifelong learners through guided exploration and open expression.

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

SUPPLEMENTARY EDUCATION

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

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

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

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

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

OUR FLAGSHIP BRANDS - LEADING THE WAY

DIGITAL

- Kidzee App
- Kidzee App tablet
- Robomate
- My R+ Book

TEACHER TRANING

- Preschool Teacher Training Programme

VOCATIONAL

- ZIMA
- ZICA
- ZIDA

TRAINING & MANPOWER

- Liberium

SKILLING

- MT UVA

HIGHER EDUCATION

- Himgiri Zee University

TEST PREP / TUTORIAL

- Lakshya Forum For Competition
- Mahesh Tutorials Commerce
- Mahesh Tutorials School Section
- Sri Gayatri Academy
- Mahesh Pu College

K-12

- Mount Litera Zee School
- Mount Litera School International

PRE - K

- Kidzee
- Kidzee Day Care
- Ankurum
- Mount Litera World Preschool

OUR FLAGSHIP BRANDS - LEADING THE WAY

PRE - K

A pioneer in ECCE (Early Childhood Care and Education), Kidzee is a reputed Preschool Network.

- 2000+ preschools
- 750+ cities
- 1 million+ happy kids
- I Care – programme for prevention of child abuse
- Interactive iLLUME, the best research-based pedagogy for Early Childhood Learning
- Over 1,000 women entrepreneurs empowered
- 15,000+ teachers trained

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

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

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

K-12

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

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

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

HIGHER EDUCATION

- Himgiri Zee University (HZU) was established to meet the growing demand for trained human resources in various social, educational, scientific, technical and professional organizations so as to channel human energy towards sustainable economic and social development.
  (HZU avails certain services from Zee Learn)

TEST PREP / TUTORIAL

LAKSHYA FORUM FOR COMPETITIONS

SCIENCE COURSES

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

MAHESH TUTORIALS COMMERCE

COMMERCE COURSES

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

MAHESH TUTORIALS SCHOOL SECTION

SCHOOL COURSES

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

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SRI GAYATRI ACADEMY

- Intermediate College Courses • Science, Commerce • XI XII
- CA Foundation • Engineering Entrance • Medical Entrance

MAHESH PU COLLEGE

Education at its best

- Pre-University Courses • Science • PU 1 & PU 2 • Engineering Entrance
- Medical Entrance

VOCATIONAL

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

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

Zee Institute of Design Art is aimed at industry oriented courses in fashion and interior design

TEACHER TRAINING

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

SKILLING

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

DIGITAL

KIDZEE LEARNING APP

- Age-appropriate content
- Easy access anytime, anywhere
- Mapped to the Kidzee curriculum
- Recommended by Kidzee academicians
- Reinforcement of classroom learning

KIDZEE LEARNING TABLET

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

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

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

Robomate+
Learning Made Simple

ROBOMATE + LEARNING MADE SIMPLE

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

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

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

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

TRANING AND MANPOWER

LIBERIUM

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

ADDRESSING THE FULL STUDENT LIFE CYCLE

PRE SCHOOL (2-6 YRS)

2000+ centres in **750+** cities

KIDZEE
WHERE KIDS LOVE TO LEARN

ankurum
powered by KIDZEE

K-12 (3–16 YRS)

One of the fastest growing K-12 school chain

130+ schools in **110+** cities

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

(Prestigious UGC approved Private state university)
Service contract between

ZEE LEARN & HZU

HIMGIRI ZEE UNIVERSITY
वसुधैव कुटुम्बकम्

TRAINING & MANPOWER (24+YRS)

(Innovative workforce solutions for business requirements of organizations.

LIBERIUM

ZLEARN
PRESCHOOL TEACHER TRAINING PROGRAMME

Mount Litera World Preschool

KIDZEE DayCare

KIDZEE LEARNING TABLET

KIDZEE LEARNING APP

TUTORIAL (8-18 YRS)

(COACHING FOR SCHOOL CHILDREN)

MAHESH TUTORIALS SCHOOL SECTION

TEST PREP. (14-24 YRS)

(TEST PREP. FOR PROFESSIONAL COURSES)

MT EDUCARE'S CPLC Empowering Minds. Building Careers.

Lakshya Forum for Competitions

MAHESH TUTORIALS COMMERCE

VOCATIONAL B TO G (16-24 YRS)

(LEADING PLAYER IN PROVIDING VOCATIONAL TRAINING THROUGH GOVT. ENTITIES)

MAHESH TUTORIALS SCHOOL SECTION

MAHESH PU COLLEGE EDUCATION AT ITS BEST

VOCATIONAL B TO C (16-24 YRS)

(LEADING PLAYER IN PROVIDING VOCATIONAL TRAINING IN MEDIA / JOURNALISM /ANIMATION / GRAPHICS)

ZICA ZEE INSTITUTE OF CREATIVE ART Unleash Your Potential

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

ZIDA ZEE INSTITUTE OF DESIGN ARTS INTERIOR | FASHION DESIGN

FINANCIAL HIGHLIGHTS

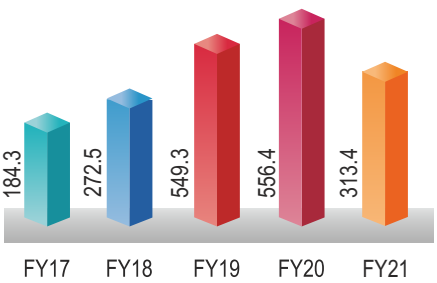
Consolidated Records (FY 17 - FY 21)

(₹ in Lakhs)

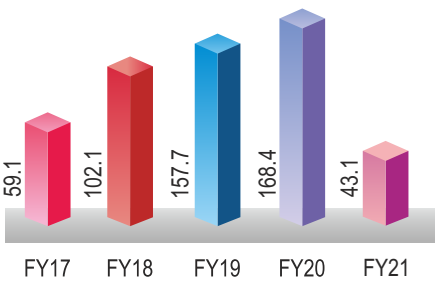
Particulars	FY 21 #	FY 20 #	FY 19 #	FY 18 #	FY 17 #
Results					
Total Revenue	31,344.78	55,638.18	54,925.10	27,254.09	18,427.66
Earnings before Interest, Taxes, Depreciation and Amortisation (EBITDA)	4,309.69	16,839.03	15,770.64	10,208.09	5,913.24
Profit/(Loss) before Tax & before exceptional items	(201.85)	8,678.93	11,451.57	7,555.63	3,240.97
Profit/(Loss) before Tax & after exceptional items	(201.85)	5,564.28	11,451.57	7,555.63	3,240.97
Net Profit/(Loss)	(2,115.04)	2,511.47	8,337.35	4,927.91	3,351.40
Financial Position					
Equity Share Capital	3,260.93	3,260.93	3,260.79	3,258.95	3,226.42
Reserves and Surplus	43,165.62	43,817.19	39,853.77	32,080.16	26,025.23
Net Worth	46,426.55	47,078.12	43,114.56	35,339.11	29,251.65
Non-Current Assets	1,27,003.94	1,36,324.69	1,26,602.20	85,745.13	65,047.96
Stock Information					
Earnings Per Share (In `)	(0.27)	1.34	2.33	1.52	1.04
Margins					
EBITDA Margin	14%	30%	29%	37%	32%
Profit Before Tax Margin	-1%	16%	21%	28%	18%

FY 17 to FY 21

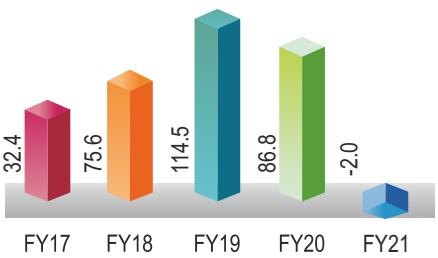
Total Revenue (₹ in Cr)



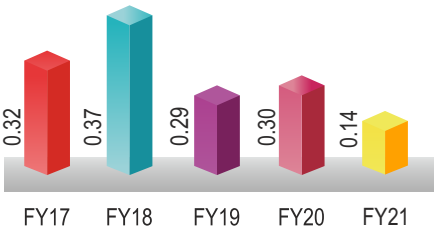
EBITDA (₹ in Cr)



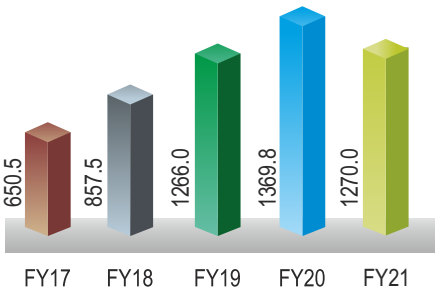
PBT (₹ in Cr)



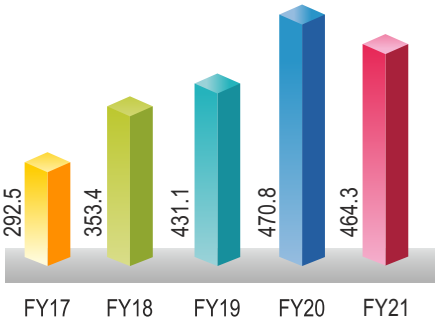
EBIDTA Margin(%)



Non-Current Assests (₹ Cr)



Net Worth (₹ Cr)



GEOGRAPHICAL PRESENCE

State	Kidzee		Mount Litera Zee School		ZICA	ZIMA	ZIDA	ZITA	MT Educare Limited	
	Operational Preschool	Preoperational Preschools	Operational K-12 Schools	Pre - operational K-12	Operating Centres	Operating Centres	Operating Centres	Operating Centres	Tutorial Centres	Test Prep.& Coaching centres
ANDHRA PRADESH	29	6								
ARUNACHAL PRADESH	12	5						1		
ASSAM	66	8			1		1	3		
BIHAR	155	20	13	6	1			7		
CHHATTISGARH	25	1	3	1				2		
DADRA AND NAGAR HAVELI (UT)	1		1							
DAMAN AND DIU (UT)	0									
DELHI	39	1						4		
GOA	16	1	1					2		
GUJARAT	108	11	4		1			5	8	5
HARYANA	60	5	8					2		1
HIMACHAL PRADESH	9	2								
JAMMU AND KASHMIR	39	6	3							
JHARKHAND	44	8	5		1			2		
KARNATAKA	191	19	10		2			11	1	
KERALA	17	1			1			3		
MADHYA PRADESH	119	18	13	4	1			5		
MAHARASHTRA	243	40	12	4	8	1	1	24	80	80
MANIPUR	4	1								
MEGHALAYA	3									
NAGALAND	3									
ODISHA	43	6	4		1		1	3		
PUDUCHERRY / PONDICHERRY	2							1		
PUNJAB	64	8	10		1			2		1
RAJASTHAN	87	5	5		1	1	1	5		
SIKKIM	5									
TAMIL NADU	162	20	12					15		
TELANGANA	89	11	4	1	1			8		
TRIPURA	4									
UTTAR PRADESH	250	27	23	1	3	1	1	12		5
UTTARAKHAND / UTTARANCHAL	25	4	5	1				1		
WEST BENGAL	206	24	7	2	1	1	1	22		
INDIA TOTAL	**2120**	**258**	**143**	**20**	**24**	**4**	**6**	**140**	**89**	**92**
NEPAL	8									
GRAND TOTAL	**2128**	**258**	**143**	**20**	**24**	**4**	**6**	**140**	**89**	**92**

Jammu & Kashmir
Himachal Pradesh
Punjab
Uttarakhand
Haryana
Delhi
Nepal
Sikkim
Arunachal Pradesh
Rajasthan
Uttar Pradesh
Bihar
Assam
Nagaland
Meghalaya
Manipur
Tripura
Gujarat
Madhya Pradesh
Jharkhand
West Bengal
Chhattisgarh
Odisha
Dadra and Diu (ut)
Dadra and Nagar Haveli (ut)
Maharashtra
Telangana
Goa
Andhra Pradesh
Karnataka
Puducherry/ Puducherry
Kerala
Tamil Nadu
KIDZEE
Operational Preschool
Preoperational Preschool
MOUNT LITERA ZEE SCHOOL
Operational K12 School
Preoperational K-12 School
ZICA
ZIMA
ZIDA
ZITA
MT Educare Limited
Tutorial Centres
Test Prep.& Coaching centres

AWARDS & RECOGNITION

Wins the award for Dream Companies to Work for in **Education Sector at the World HRD Congress 2021**

Certified as **Great Place to Work for the period 2019-2020**

Selected as **India's Most Admirable Education Brand 2020** by The Brand Story

Recognized as Dream Companies to work for in **Education sector 2020 by World HRD Congress**

Awarded as the **"Most Desired Brand in Education"** under the Diversified category, 2020

Has been ranked amongst the **top 100 franchise opportunities for the year 2021 in the Franchising World's** annual survey of India's top franchises for 2019

Recognised for its **Diversity & Inclusion Practice by ASSOCHAM at the Diversity & Inclusion Awards 2020**

Awarded for **Innovation in Preschool Pedagogy at the 17th World Education** Summit & Awards 2020

Recognised as the **Company of the Year 2020 by The CEO Story magazine in the COVID Special edition**

Awarded for **Innovation in the Curriculum in Early Childhood Development** at the 17th World Education Summit & Awards 2020

KIDZEE

Won the **National Early Child playschool chain of the year award** at the 10th Annual Indian Education Award 2020, Feb 2020

KIDZEE

Recognised as **Leading Preschool Chain (National)** at the 17th World Education Summit & Awards 2020

Mount Litera Zee School
Great School. Great Future

Zee School awarded **National K12 School Chain** of the year at the Education Innovation Awards 2020

Mount Litera Zee School
Great School. Great Future

Has been ranked amongst the **top 100 franchise opportunities for the year 2021** in the Franchising World's annual survey of India's top franchises for 2019

Mount Litera Zee School
Great School. Great Future

Awarded for Innovation in Special Needs Education at the 17th World Education Summit & Awards 2020

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

Was recognized for its **Employability Enhancing Vocational Training and Skill Development** at the 18th World Education Summit 2021

ZEE INSTITUTE OF CREATIVE ART
ANIMATION | VFX | DESIGN

Was recognized for its **Employability Enhancing Vocational Training and Skill Development** at the 18th World Education Summit 2021

CORPORATE INFORMATION

(As on August 13, 2021)

BOARD OF DIRECTORS

Ms. Nanette D'sa
Independent Woman Director

Mr. Surender Singh
Non Executive Director

Mr. Roshal Lal Kamboj
Independent Director

Mr. Dattatraya Kelkar
Independent Director

Mr. Karunn Kandoi
Independent Director
(appointed w.e.f. 03.03.2021)

Mr. Ritesh Handa
Executive Director
(appointed w.e.f. 07.08.2021)

AUDIT COMMITTEE

Ms. Nanette D'sa
Independent Woman Director
Chairperson

Mr. Roshan Lal Kamboj
Independent Director
Member

Mr. Dattatraya Kelkar
Independent Director
Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Ms. Nanette D'sa
Independent Woman Director
Chairperson

Mr. Roshan Lal Kamboj
Independent Director
Member

Mr. Dattatraya Kelkar
Independent Director
Member

NOMINATION AND REMUNERATION COMMITTEE

Ms. Nanette D'sa
Independent Woman Director
Chairperson

Mr. Roshan Lal Kamboj
Independent Director
Member

Mr. Dattatraya Kelkar
Independent Director
Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Ms. Nanette D'sa
Independent Woman Director
Chairperson

Mr. Roshan Lal Kamboj
Independent Director
Member

Mr. Dattatraya Kelkar
Independent Director
Member

KEY MANAGERIAL PERSONNEL

Mr. Ritesh Handa
Chief Executive Officer
(appointed w.e.f. 14.06.2021)

Mr. Anil Gupta
Company Secretary
(appointed w.e.f. 29.06.2021)

STATUTORY AUDITORS

Ford Rhodes Parks & Co LLP, Chartered Accountants

BANKERS

Yes Bank Limited | Axis Bank Limited | ICICI Bank Limited | Development Credit Bank Limited | Tamilnad Mercantile Bank Limited | State Bank of India

REGISTERED OFFICE / CORPORATE 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

MANAGEMENT DISCUSSION AND ANALYSIS

Economic Overview:

The global economy is expected to expand 5.6% in 2021, the fastest post-recession pace in 80 years, largely on strong rebounds from a few major economies. However, many emerging market and developing economies continue to struggle with the COVID-19 pandemic and its aftermath, the World Bank says in its June 2021 Global Economic Prospects.

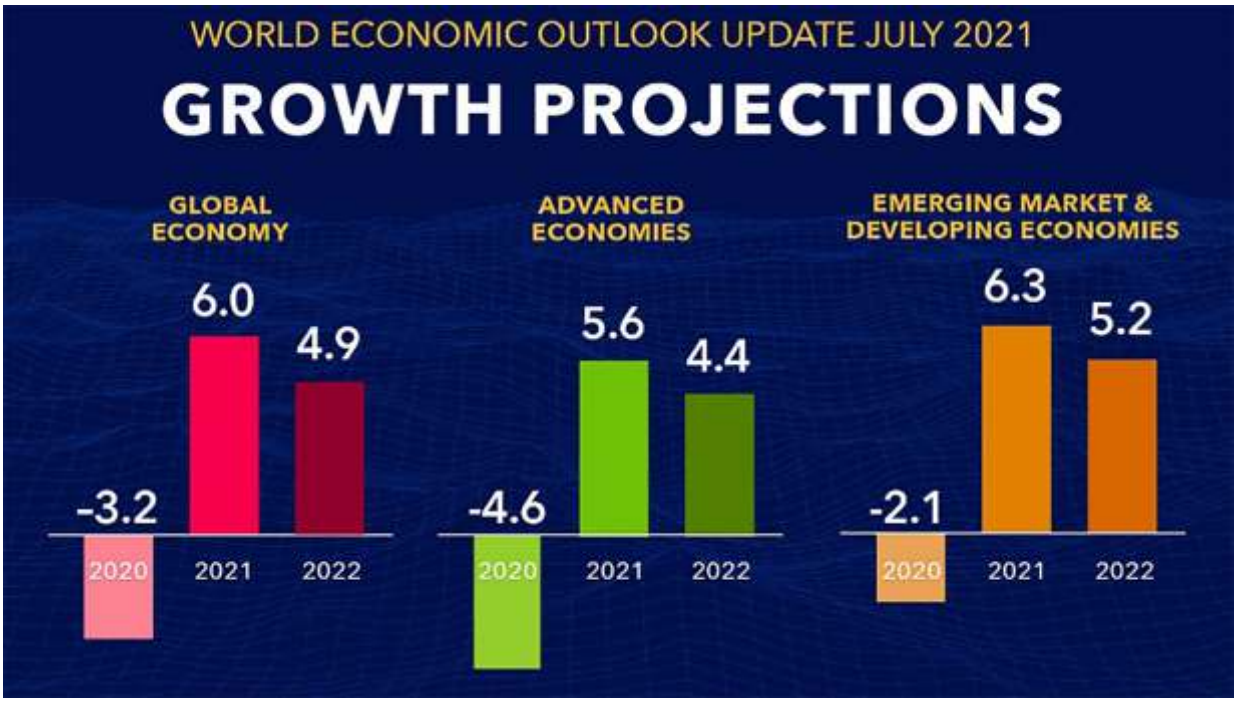
Despite the recovery, global output will be about 2% below pre-pandemic projections by the end of this year. Per capita income losses will not be unwound by 2022 for about two-thirds of emerging market and developing economies. Among low-income economies, where vaccination has lagged, the effects of the pandemic have reversed poverty reduction gains and aggravated insecurity and other long-standing challenges.

Among major economies, U.S. growth is projected to reach 6.8% this year, reflecting large-scale fiscal support and the easing of pandemic restrictions. Growth in other advanced economies is also firming, but to a lesser extent.

Among emerging markets and developing economies, China is anticipated to rebound to 8.5% this year, reflecting the release of pent-up demand.

Emerging market and developing economies as a group are forecast to expand 6% this year, supported by higher demand and elevated commodity prices. However, the recovery in many countries is being held back by a resurgence of COVID-19 cases and lagging vaccination progress, as well as the withdrawal of policy support in some instances. Excluding China, the rebound in this group of countries is anticipated to be a more modest 4.4%. The recovery among emerging market and developing economies is forecast to moderate to 4.7% in 2022. Even so, gains in this group of economies are not sufficient to recoup losses experienced during the 2020 recession, and output in 2022 is expected to be 4.1% below pre-pandemic projections.

India's real GDP to record a 11.0% growth in FY2021-22 and nominal GDP to grow by 15.4%.



Ref: https://www.worldbank.org/en/news/press-release/2021/06/08/world-bank-global-economic-prospects-2021

Indian Economic Review:

Growth in low-income economies this year is anticipated to be the slowest in the past 20 years other than 2020, partly reflecting the very slow pace of vaccination. Low-income economies are forecast to expand by 2.9% in 2021 before picking up to 4.7% in 2022. The group's output level in 2022 is projected to be 4.9% lower than pre-pandemic projections.

- India expected to have a Current Account Surplus of 2% of GDP in FY21, a historic high after 17 years.
- India remained a preferred investment destination in FY 2020-21 with FDI pouring in amidst global asset shifts towards equities and prospects of quicker recovery in emerging economies.
- V-shaped recovery is underway, as demonstrated by a sustained resurgence in high frequency indicators such as power demand, e-way bills, GST collection, steel consumption, etc.
- India became the fastest country to roll-out 10 lakh vaccines in 6 days and also emerged as a leading supplier of the vaccine to neighboring countries and Brazil.
- India adopted a four-pillar strategy of containment, fiscal, financial, and long-term structural reforms.
- India entered the top-50 innovating countries for the first time in 2020 since the inception of the Global Innovation Index in 2007, ranking first in Central and South Asia, and third amongst lower middle-income group economies.

Sector Review-Education:

India holds an important place in the global education industry. India has one of the largest networks of higher education institutions in the world. However, there is still a lot of potential for further development in the education system. With ~26.31% of India's population in the age group of 0-14 years, India's education sector provides numerous opportunities for growth.

Covid 19 impact on Schools:

COVID-19 has had an unprecedented impact on school education. It has affected a large number of children across states, class, caste, gender and region. The shutting down of schools and the shifting of traditional classrooms to digital platforms while has helped managing the disruption but at the same time as increased learning inequality given the digital divide in India.

Studies conducted by UNICEF, Oxfam India Global Schools Forum and ASER Centre show that students and schools have faced several challenges in adapting to online education. The limited preparedness and infrastructure of the system and prolonged closure of schools due to Covid 19 has impacted the operations of private schools.

Covid created an economic crises and parents have faced financial distress. Despite the fact, parents have chosen to continue private education for their children education looking at the quality of education imparted.

Preschool

The preschool market in India is poised to grow by USD 735.13 million during 2021-2025, progressing at a CAGR of almost 8% during the forecast period.

The Indian pre-school/childcare market reached a value of US$ 3,480 Million in 2020 and as per the research reports it is expected to grow at a CAGR of around 12% during 2021-2026.

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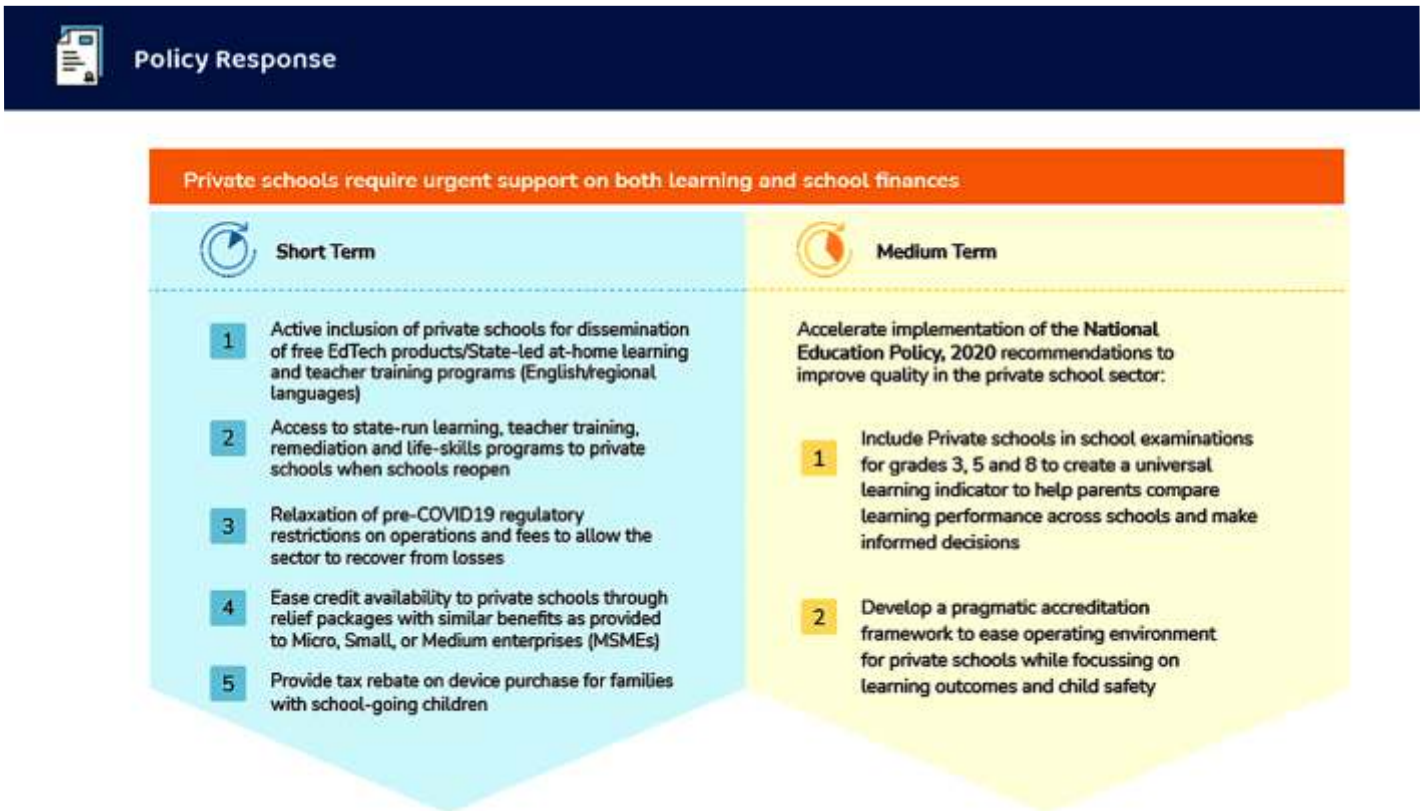


Development of Teacher's Resources. The aim is to create resources that are curriculum aligned for essential concepts, lesson plans and question banks that would support teachers to implement an active student centric pedagogy.

- **Central Teacher Eligibility Test (CTET)**

  Framework focusing on competencies and assessment of both content knowledge and pedagogical content knowledge to enhance teaching competencies.

- **Structured Assessments for Analysing Learning (SAFAL)**

  SAFAL will focus on assessment of Core Competencies and the results will provide diagnostic data and insights to each school for promoting development of students. These Key stage assessments will be done at Grade III, V and VIII levels. The assessments will test achievement of Foundational skills and basic learning outcomes in languages, EVS/Science and Mathematics.

- **Performance, Assessment, Review, and Analysis of Knowledge for Holistic Development (PARAKH)**

  Assessments under PARAKH are expected to be standardised, scientific and research based and with high levels of credibility, reliability, and validity. It will provide technical frameworks and set assessment standards.

- **Vocational and Skills**

  No Silos between Academic and Vocational Subjects and Introduction of new subjects

  a) A Committee consisting of Educationists and Principals from the various parts of the country has been constituted by CBSE to work on the recommendations of NEP regarding 'No Hard Separation' between subjects and its implementation in schools. b) 11 Skill based modules for Grade VI-VIII have been introduced. Data Science has been introduced for the students of Grades VIII-XII. c) CBSE has released handbooks on Artificial Intelligence, Handicrafts, Financial Literacy and Coding.

- **Career Guidance and Counselling**

  CBSE has launched an online portal (cbsecareerguidance.com) Counselling for students of Grades IX-XII in collaboration with UNICEF and it's technical partner. The portal will offer information on careers, college directories, courses, scholarships and competitive entrance exams.

- **Development of National Curriculum Pedagogical Framework for ECCE by NCERT- NIPUN & FLN**

  The Ministry of Education, Govt. of India, has launched the National Initiative for Proficiency in Reading with Understanding and Numeracy (NIPUN Bharat), for ensuring that every child in the country necessarily attains foundational literacy and numeracy by the end of Grade 3, by 2026-27. Massive Open Online Course (MOOC), FLN Toolkit and Assessment Bank have been provided for teachers and various E-Learning are integrated for easy and convenient learning among students.

- **Vidya Pravesh**

  CBSE has introduced guidelines for three-month play-based school preparation module for Grade –I students .The document, a 12 weeks preparation module has been prepared as an interim measure until the universal provisioning of quality ECCE is achieved to ensure that students entering grade I are future ready.

  The year 2020, undoubtedly is a year to remember. The pandemic has changed the way we interact with the world. Returning to the pre-COVID lifestyle seems distant. The pandemic has given all the industries an opportunity to innovate and reengineer their processes to remain competitive and fulfil the customer needs. Education sector pivots the growth of the economy and the sector changes primarily driven by NEP and digital transformation will provide long term value.

Government Initiatives

In April 2021, India along with Bangladesh, Brazil, China, Egypt, Indonesia, Mexico, Nigeria and Pakistan joined the United Nation's E9 initiative. E9 initiative is the first of a three-phased process to co-create an initiative on digital learning and skills, targeting marginalised children and youth, especially girls. The initiative aims to accelerate recovery and advance the Sustainable Development Goal 4 agenda by driving rapid change in education systems.

According to Union Budget 2021-22, the government allocated Rs. 54,873.66 crore (US$ 7.53 billion) for Department of School Education and Literacy, compared with Rs. 59,845 crore (US$ 8.56 billion) in Union Budget 2020-21.

The government allocated an expenditure budget of Rs. 38,350.65 crore (US$ 5.28 billion) for higher education and Rs. 54,873 crore (US$ 7.56 billion) for school education and literacy. The government also allocated Rs. 3,000 crore (US$ 413.12 million) under Rashtriya Uchchatar Shiksha Abhiyan (RUSA).

Under the Union Budget 2021-22, the government has placed major emphasis on strengthening the country's digital infrastructure for education by setting up the National Digital Educational Architecture (NDEAR).

Road Ahead

The pandemic has been an eye-opener for education, as has the readiness of schools to embrace blended learning models. Now with the promise of a new vaccine on the horizon and hopes raised for a return to normality, we look to the road ahead.

In July 2020, the Indian government launched the National Education Policy (NEP) 2020 to replace the old education policy (National Policy on Education (NPE), 1986) and meet the evolving needs of new-age learning skills including digital education. In July 2021, the new policy completed one year and brought significant changes in the Indian education sector.

The government aims to implement NEP 2020 rapidly across states, laying the foundation to establish education complexes, introduce a wider range of subjects in higher education institutions and implement flexible entry-exit schemes in colleges and universities.The government is also planning to make India as a global study destination.

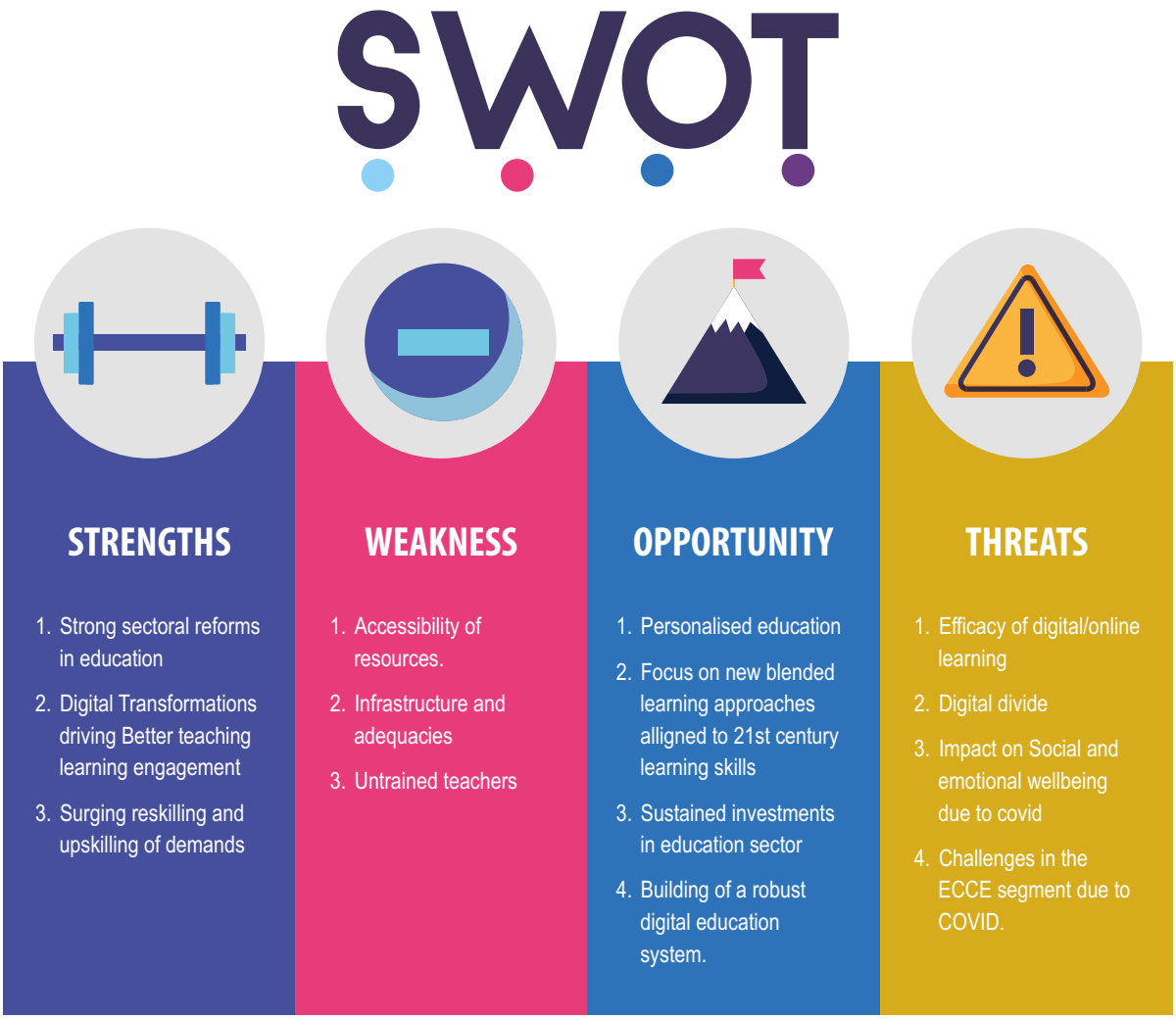
Further, with broad-based changes across the education sector, the NEP is making significant progress at modernizing the country's educational landscape and addressing the evolving needs of the youth, while making them well-equipped with industry-based skills.

Also, the state government's increased emphasis to implement NEP, along with rising participation of private players to offer online programmes in colleges and universities, are expected to contribute to the effective implementation NEP and create further learning opportunities for global students.

(ref: ibef.org)

SWOT Analysis

(Considering covid impact on Education industry)



Business Performance Review

PRE K

Kidzee is a pioneer in Early Childhood Care and Education. With 2000+ preschools in its network and over 750 cities across India and Nepal, Kidzee has touched the lives of more than 1 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 appropriate curriculum, content, illume materials, child kits and other support services like Teacher Training, Counsellor Training, and Education Delivery. In FY 20-21, Kidzee welcomed 157 new valued Franchise Partners and had 2000+ operational and active centers across India. Company offers Kidzee franchise to local education entrepreneurs, especially women, to run and manage Kidzee preschools.

Kidzee's Interactive iLLUME Programs being age appropriate, integrate a cohesive 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), the human right 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 cult and ethos.

During the pandemic Kidzee educators delivered a seamless and engaging learning to the preschool learners. A DIY Learning kit was offered that envelops the alignment of developmental and Academic components in a form of gamification with structured learning outcomes on the concept of Learning through Play. The Kidzee learning app also ensures that children are free from the direct influence of internet, its commercials and an exclusive focus on the developmental domains.

At Kidzee our educators are continuously upgrading our existing products and programmes. Kidzee learning kit includes,

- **IMAGENIE KIT:** which is based on top class augmented reality technology and is focussed on STEM development in children.
- **"Fun & Learn"**. Experiential Learning is a new age methodology which stimulates innovation in children. These thematic based products are exclusively designed on activities & board games which are graded for all four levels. These innovative board games are designed conceptualizing the global concept of "Power of Play".
- **KIDZEE APP:** The Kidzee app supports the entire community of stakeholders at Kidzee. The customer - Parent, The consumer -Child, The facilitator & teacher, the Franchisee, the internal support mechanism of Academic delivery assisted by Information and Technology. The delivery link in the pandemic between the business and the customer. A repository of digitized academic content and curriculum.
- **LITTLE ARTIST BOX :** This helps children to keep themselves occupied during vacations. The Activity box is designed keeping in mind skill development in children such as Fine Motor & Coordination Skills, language & speech skills, critical thinking and enhances their imagination and creative skills.

K12

Mount Litera Zee Schools (MLZS) is India's leading school chain. 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

In FY 21 the Company partnered with 8 new Educational Trust to set up MLZS in various parts of the country and made 2 more Mount Litera Zee Schools operational taking the total count to 130 +.

HIGHER EDUCATION – HZU

In Higher education, we have a service agreement with the leading UGC approved state private university in Dehradun called the Himgiri Zee University (HZU). HZU is built on a 50-acre pristine campus and has a 7 thriving schools of Engineering & Sciences; Management & Law; Agriculture & Forestry; Education & Social work; Mass communication, Journalism and Film Making; Clinical Research & Pharmaceutical Sciences and Vocational studies.

VOCATIONAL EDUCATION

Zee Learn offers industry ready programs through its Vocational Education brands namely Zee Institute of Creative Art (ZICA), Zee Institute of Media Arts **(ZIMA) and Zee Institute of Design Art (ZIDA).**

Zee Institute of Creative Art (ZICA) is India's first full-fledged Classical and Digital Animation Training Academy that offers vocational programs in Animation, Visual Effects, Gaming, Graphics and Web Design.
Zee Institute of Media Arts (ZIMA), a Film Making & Media training institute, offers professional courses in Film Making, Direction, Acting, Screenwriting, Production, Cinematography, Sound Recording, Editing, TV Journalism, Voicing & TV Presentation and other related fields for a successful career.
Zee Institute of Design Art (ZIDA) offers vocational career programs in Fashion Design and Interior Design and creating design professionals.

MANPOWER TRAINING

Liberium, a part of Zee Learn Limited, helps organisations with Human Resource Management, skilling and training. The company that has come up with innovative workforce solutions that effectively connects people potential to business requirements of organizations.

Increasingly businesses need the skilled manpower and flexibility to create effective workforce solutions. Liberium partners with various organizations to temporary or seasonal assignments, contract engagements, or permanent placement, payroll processing, training and other HR service outsourcing solution to meet the needs of business. Liberium was recognised for its efficient services at the Human Resource Vendors Awards 2020.

During the pandemic Liberium collaborated with all its clients and contingent staff to ensure service continuity while maintaining productivity and wellbeing of its associates.

TEST PREP / TUTORIALS

For over two decades, Mahesh Tutorials has been mentoring students for success in academics and in life. The company helps students with Secondary Education & foundation courses for competitive exams. Mahesh Tutorials with its multi-state presence has been offering technology-enabled business processes, digital content delivery and 24 x 7 online support for the courses offered. The courses designed helps aspirants with Technology Aided Teaching techniques, result-oriented methodologies and a personalized guidance approach to bring out the best in them and achieve outstanding results.

FINANCIAL REVIEW - CONSOLIDATED RESULTS

During FY21, the Company signed 162 new Kidzee Pre Schools and 6 Mount Litera Zee K12 Schools, expanding its network to more than 800 cities in India. The Company strengthened its leadership position in the school segment with over 2000 Kidzee Pre-Schools and 130+ Mount Litera Zee K12 Schools. Through network of pre-school centres, K-12 schools and Youth centres, the Company is serving 230,000+ students.

Income

During the year, company achieved total income of ₹ 31,345 Lakhs against ₹ 55,638 Lakhs of FY20.

Expenditure

Total expenditure decreased to ₹ 31,547 Lakhs in FY21 against ₹ 46,959 Lakhs in FY20.

Operational Expenses

Operational expenses decreased to ₹ 5,725 Lakhs of FY21 over ₹ 13,754 Lakhs in FY20.

Employee Benefit Expenses

Employee benefits expenses decreased to ₹ 10,355 Lakhs in FY 21 over ₹ 14,138 Lakhs in FY20 on account of reduction in top management staff.

Other Expenditure

Other expenditure decreased by 21 per cent to ₹ 5,323 Lakhs in FY 21 against ₹ 6,752 Lakhs in FY20 largely on account of reduction in Marketing, advertisement and publicity expenses, travelling and conveyance expenses and legal and professional expenses.

Finance Costs

Finance costs decreased to ₹ 5,149 Lakhs in FY21 over ₹ 5,905 Lakhs in FY20 on account of IND AS adjustment of Lease accounting.

Depreciation and Amortisation Expenses

Depreciation and amortisation expenses decreased to ₹ 4,995 Lakhs in FY21 over ₹ 6,411 Lakhs in FY20 on account of IND AS adjustment of Lease accounting.

EBIDTA

The EBIDTA achieved at ₹ 4,310 Lakhs in FY21 against ₹ 16,839 Lakhs in FY20.
EBIDTA % to Operating Revenue achieved at 17 per cent in FY 21.

SOURCE OF FUNDS

Share Capital

The equity share capital remains same at ₹ 3,260.93 lakhs as on 31 March 2021 against 31 March 2020.

Other Equity

Other equity saw an decrease of ₹ 652 Lakhs from ₹ 43,817 Lakhs as on 31 March 2020 to ₹ 43,166 Lakhs as on 31 March 2021, largely on account of Net Profits/(Loss) earned during the year.

Non-Current Liabilities

Non-Current liabilities saw an decrease of ₹ 6,287 Lakhs from ₹ 54,178 as on 31 March 2020 to ₹ 47,891 Lakhs as on 31 March 2021.

Non – Current Financial Liabilities

Financial Liabilities saw an decrease of ₹ 4,154 Lakhs from ₹ 35,252 Lakhs as on 31 March 2020 to ₹ 31,098 Lakhs as on 31 March 2021 majorly on account INDA AS adjustment of Lease liabilities.

Non – Current Other Liabilities

Other Liabilities saw decrease of ₹ 2,132 Lakhs from ₹ 18,925 Lakhs as on 31 March 2020 to ₹ 16,793 Lakhs as on 31 March 2021 largely on account of discounting of security deposit received at present value as per IND AS adjustments.

Current Liabilities

Current liabilities saw an increase of ₹ 3,010 Lakhs from ₹ 34,763 Lakhs as on 31 March 2020 to ₹ 37,774Lakhs as on 31 March 2021 on account of IND AS adjustments of Lease liabilities.

APPLICATION OF FUNDS

Non-Current Assets

Non-Current Assets saw a net decrease of ₹ 9,456 Lakhs from ₹ 136,325 Lakhs as on 31 March 2020 to ₹ 126,869 Lakhs as on 31 March 2021 on account of IND AS asset adjustments of Right of Use asset and regrouping of loans.

Current Assets

Current assets saw an increase of ₹ 4,307 Lakhs from ₹ 15,925 Lakhs as on 31 March 2020 to ₹ 20,232 Lakhs as on 31 March 2021 largely on account regrouping of loans.

STANDALONE RESULTS

Income

The Company's total income achieved at ₹ 12,032 Lakhs in FY21 over ₹ 21,831 Lakhs of FY20.

Total Expenditure

Total expenditure decreased by 23 per cent to ₹ 9,748 Lakhs in FY21 over ₹ 12,715 Lakhs of FY20 largely on account of operational cost and other expenses.

Operational Expenses

Operational Expenses decreased by 46 per cent to ₹ 1,821 Lakhs in FY21 over ₹ 3,365 Lakhs in FY20 commensurating to decrease in sales.

Employee Benefit Expenses

Employee benefits expenses decreased by 19 per cent to ₹ 2,484 Lakhs in FY21 against ₹ 3,059 Lakhs of FY20 on account of reduction of top management staff.

Other Expenditure

Other expenditure decreased by 30 per cent to ₹ 2,086 Lakhs in FY21 against ₹ 2,967 Lakhs of FY20 largely on account of reduction of freight cost, repairs & maintenance cost, travelling cost and marketing & advertising cost.

Finance Costs

Finance costs increased by 5 per cent to ₹ 2,586 Lakhs in FY21 over ₹ 2,452 Lakhs in FY20 on account of IND AS adjustment of Lease accounting.

Depreciation and Amortisation Expenses

Depreciation and amortisation expenses decreased by 12 per cent to ₹ 772 Lakhs in FY21 over ₹ 872 Lakhs in FY20 on account of IND AS adjustment of Lease accounting.

EBIDTA

EBIDTA achieved at ₹ 2,640 Lakhs in FY21 over ₹ 10,046 lakhs in FY 20.
EBIDTA % to operating revenue achieved at 29 per cent in Fy21.

Profit Before/After Tax

The profit before tax achieved at ₹ 2,284 Lakhs in FY21 over ₹ 9,115 Lakhs of FY20.

PAT % to operating revenue achieved at 18 per cent in Fy1.

SOURCE OF FUNDS

Share Capital

The equity share capital remains same at ₹ 3,260.93 lakhs as on 31 March 2021 against 31 March 2020.

Other Equity

Other equity saw an increase of ₹ 1,867 Lakhs from ₹ 44,492 Lakhs as on 31 March 2020 to ₹ 46,359 Lakhs as on 31 March 2021 largely on account of Net Profits earned during the year.

Non-Current Liabilities

Non-Current liabilities saw a decrease of ₹ 1,819 Lakhs from ₹ 20,842 Lakhs as on 31 March 2020 to ₹ 19,023 Lakhs as on 31 March 2021.
Non – Current Financial Liabilities

Financial Liabilities saw an decrease of ₹ 839 Lakhs from ₹ 13,734 Lakhs as on 31 March 2020 to ₹ 12,895 Lakhs as on 31 March 2021 on account of IND AS adjustment.

Non – Current Other Liabilities

Other Liabilities saw a decrease of ₹ 980 Lakhs from ₹ 7,108 Lakhs as on 31 March 2020 to ₹ 6,128 Lakhs as on 31 March 2021 largely on account of discounting of security deposit received at present value as per IND AS adjustments.

Current Liabilities

Current liabilities saw an increase of ₹ 882 Lakhs from ₹ 15,933 Lakhs as on 31 March 2020 to ₹ 16,815 Lakhs as on 31 March 2021 on account of increase in current maturities of debt repayment.

APPLICATION OF FUNDS

Non-Current Assets

Non-Current Assets saw a net increase of ₹ 1,741 lakhs from ₹ 70,036 Lakhs as on 31 March 2020 to ₹ 71,777 Lakhs as on 31 March 2021 on account increase in loans.

Current Assets

Current assets saw a decrease of ₹ 813 Lakhs from ₹ 14,493 Lakhs as on 31 March 2020 to ₹ 13,680 Lakhs as on 31 March 2021 on account of inventory utilization.

Internal Controls

The company has in place adequate internal control systems, commensurate with its size and nature of operations so as to ensure

smoothness of operations and compliance with applicable legislation. 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. The management information system (MIS) forms an integral part of the company's control mechanism. All operating parameters are monitored and controlled. Any material change in the business outlook is reported to the Board. Material deviations from the annual planning and budgeting, if any, are reported to the board on quarterly basis.

HUMAN RESOURCE

The HR strategy of Zee Learn Limited is aligned with the overall strategy of the company. Zee Learn hires the best fit talent to meet the current and future requirements of the business. We continue to improve our talent acquisition processes to effectively support our business strategy. Zee Learn has built a progressive people environment which fosters a culture of meritocracy with an emphasis on caring for employees. The high calibre talents are identified, developed and rewarded to make them committed and capable of achieving Zee Learn's business goals.

At Zee Learn the employee engagement efforts are inclusive and empowering. We believe that an informed workforce is an empowered workforce. To enable employees, contribute effectively to organization growth, we have in place various channels that create awareness, foster dialogue, and provide opportunities for them to give feedback.

Zee Learn is recognised as the Great Place to Work (19-20) and has been consistently recognised as the Dream Company to Work For by World HRD Congress establishing itself as an Employer of the Choice in the industry. Zee Learn was also recognized by ASSOCHAM for its Diversity and Inclusion practices.

Key Ratios

Ratios where there has been significant changes from FY 20 to FY 21

Consolidated	Ratio	
	FY 21	FY 20
Debtors Turnover Ratio	3.25	8.63
Inventory Turnover	4.04	8.92
Interest Coverage	(0.13)	1.77
Current Ratio	50.12%	41.34%
Debt Equity Ratio	62.96%	58.33%
Operating Profit Margin	16.76%	32.71%

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

Ratios where there has been significant changes from FY 20 to FY 21

Standalone	Ratio	
	FY 21	FY 20
Debtors Turnover Ratio	5.35	9.52
Inventory Turnover	1.28	2.18
Interest Coverage	0.72	3.74
Current Ratio	80.49%	89.93%
Debt Equity Ratio	39.29%	37.37%
Operating Profit Margin	29.24%	51.68%
*Net Profit Margin	18.36%	35.30%

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

*Net Profit consist Net Profit After Tax

The changes has been discussed in detailed in financial analysis

Opportunities

- Positive approach of the Government towards the education sector
- National Education Policy implementation will strengthen standards of education delivery across the country
- Rise in Blended learning and personalized education
- Learning digital ecosystems getting strengthened
- Reskilling and upskilling gaining momentum
- Improvement in cross collaboration across the country resulting in availability of better teaching and learning aids

Risk and concerns

- Concerns around emotional and social learning in children
- School closures would lead to widening equity gaps
- Social distance may lead to some getting 'socially distant, thus impacting effective learning outcomes
- Limited availability of quality teachers
- Concerns around passive learning

Business Outlook

The prolonged period of pandemic has created significant disruption in the education sector. The company made its best possible efforts to ensure there is no learning disruption by deploying various measures. The network retention and partner management remained a key focus area to maintain the brand leadership in the segments. The company implemented various business continuity measure to mitigate business disruption and continues to remain highly focused on the cash-flows and liquidity management to navigate well out of the pandemic phase. The company is focused in building and enhancing its digital assets to provide the best in class teaching learning experiences across its product portfolio.

Directors' Report

To,
The Members,
Zee Learn Limited

The Board of Directors of the Company have great pleasure in presenting the 11th Directors' Report of the Company together with Audited Financial Results for the year ended March 31, 2021. This report states compliance as per the requirements of the Companies' Act, 2013 ("the Act"), the secretarial standards, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other rules and regulations as applicable to the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Companies Act, 2013 ('the Act'), 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, 2021 and the Statement of Profit & Loss for the year ended on that date, have been prepared on a going concern basis following applicable accounting standards and that no material departures have been made from the same;

b) Accounting policies selected were applied consistently and the judgments and estimates related to these financial statements have been made on a prudent and reasonable basis, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2021, 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.

FINANCIAL HIGHLIGHTS

The highlight of the financial performance of the Company for the year ended March 31, 2021 is summarized as follows: **(Rs. In Lakhs)**

Particulars	Standalone		Consolidated	
	Year ended March 31, 2021	Year ended March 31, 2020	Year ended March 31, 2021	Year ended March 31, 2020
Revenue from Operations	9,031.07	19,437.24	25,712.25	51,482.78
Other Income	3,000.55	2,393.32	5,632.53	4,155.40
Total Income	**12,031.62**	**21,830.56**	**31,344.78**	**55,638.18**
Total Expenses	6,390.73	9,391.17	21,402.56	34,643.74
Operating Profit/Loss	**5,640.89**	**12,439.39**	**9,942.22**	**20,994.44**
Less: Finance Cost	2,585.70	2,451.91	5,149.12	5,904.91
Less: Depreciation	771.62	872.08	4,994.95	6,410.60
Profit/Loss before Tax	**2,283.57**	**9,115.40**	**(201.85)**	**8,678.93**
Less : Exceptional items	**-**	**-**	**-**	**3,114.65**
Profit/Loss before Tax	**2,283.57**	**9,115.40**	**(201.85)**	**5,564.28**
Provision for Taxation (Net)	625.07	2,253.48	1,913.19	3,052.81
Profit/Loss after Tax	**1,658.50**	**6,861.92**	**(2,115.04)**	**2,511.47**
Less : Appropriations				
Transferred to Debenture Redemption Reserve	-	203.13	-	203.13
Interim/ Final Equity Dividend	-	326.09	-	326.09
Tax on Interim / Final Equity Dividend	-	67.03	-	67.03
Balance Carried To Balance Sheet	**1,658.50**	**6,265.67**	**(2,115.04)**	**1,915.22**

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.

FINANCIAL PERFORMANCE OVERVIEW

ON STANDALONE BASIS

During the year under review, the Company has earned a Total Income of Rs. 12,031.62 Lakhs as against Rs. 21,830.56 Lakhs in the previous financial year.

The Company has recorded an Operating Profit (EBITDA) of Rs. 5,640.89 Lakhs for the year ended March 31, 2021 as compared to Rs. 12,439.39 Lakhs in the previous financial year.

The Profit After Tax (PAT) for the financial year 2020-21 stood at Rs. 1,658.50 Lakhs as compared to Rs. 6,861.92 Lakhs in the previous financial year.

ON CONSOLIDATED BASIS

During the year under review, the Company has earned a Total Income of Rs. 31,344.78 Lakhs as against Rs. 55,638.18 Lakhs in the previous financial year.

The Company has recorded an Operating Profit (EBITDA) of Rs. 9,942.22 Lakhs for the year ended March 31, 2021 as compared to Rs. 20,994.44 Lakhs in the previous financial year.

The Profit / (Loss) After Tax (PAT) for the financial year 2020-21 stood at (Rs. 2,115.04 Lakhs) as compared to Rs. 2,511.47 Lakhs in the previous financial year.

AUTHORIZED SHARE CAPITAL

The Authorized Share Capital of Company as on March 31, 2021 was Rs. 1,00,00,00,000 /- (Rupees Hundred Crore) divided into 1000000000 shares of Rs. 1/- each.

ISSUED AND PAID UP CAPITAL

The paid up Equity Share Capital as on March 31, 2021 was Rs. 32,60,92,725 /- (Rupees Thirty-Two Crore Sixty Lakhs Ninety-Two Thousand Seven Hundred Twenty Five Only) divided into 326092725 shares of Rs. 1/- each.

During the year under review the Company has not issued any shares or convertible securities with differential voting rights nor has granted any sweat equity shares or warrants. As on March 31, 2021, 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 under Employee Stock Option Scheme.

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 Rs. 10,00,000/- (Rupees Ten Lakhs Only) each, for cash, aggregating upto Rs. 65,00,00,000/- (Rupees Sixty Five Crores Only) in terms of the Information Memorandum circulated on Private Placement basis. The terms of the Debentures have been revised dated July 14, 2020. As per the revised terms 400, 10.02% (revised coupon rates) NCD of Rs. 6.85 lakhs (revised face value) will be redeemable by July 13, 2022 in 6 installments starting from January 13, 2021. The debentures are secured by first pari passu charge on all the fixed and current assets, all the rights, titles and interests to provide security cover of 1.1 times on outstanding amount and DSRA Undertaking by a related party.

GLOBAL DEPOSITORY RECEIPTS

During the Financial year 2013-14, Global Depository Receipts (GDRs) offer of the Company for 56,17,977 GDRs opened for subscription at an issue price of US$ 3.56 per GDR representing 5,61,79,770 fully paid Equity Shares of Re. 1/- each of the Company (each GDR representing 10 Equity Shares). Upon subscription of the GDR, the Company Issued and allotted 5,61,79,770 fully paid Equity Shares of Rs. 19.50 per share underlying Global Depository Receipts ("GDRs") on May 21, 2013. 5,61,79,770 Global Depository Receipts have been listed on the Luxembourg Stock Exchange since May 24, 2013. As at March 31, 2021, no GDRs have remained outstanding as all the GDRs have been converted into the underlying equity shares w.e.f. January 15, 2018 which forms part of the existing paid up share capital of the Company.

EMPLOYEES STOCK OPTION SCHEME

The Company has implemented an ESOP scheme called ZLL ESOP 2010 – AMENDED 2015 Scheme in accordance with the SEBI (Share Based Employees Benefits) Regulations, 2014 for grant of stock options to the 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.

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

During the year under review, 150,000 Stock Options were granted on April 24, 2020. 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 Rs. 1/- each at an exercise price of Rs. 14.10 per share respectively being the closing market price of the equity shares of the Company on the National Stock Exchange of India Limited as on April 23, 2020. Since the options have been granted at the market price, the intrinsic value at grant is Nil and hence there is no charge to the Profit and Loss account. These options will vest in a phased manner over a period of 3 years

beginning 2021, 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 long term incentive to attract and retain senior managerial talent.

SUBSIDIARY/ASSOCIATE/JOINT VENTURES

WHOLLY-OWNED SUBSIDIARIES

The Company has three Wholly-Owned Subsidiaries as on March 31, 2021, which are as follows:

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

SUBSIDIARIES

As on March 31, 2021 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, 2021 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 "Annexure A" to the Board's report. 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, 2021, following Subsidiaries are identified as Material Subsidiaries:

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

DIVIDEND

With a view to conserve financial resources in an environment of heightened uncertainty caused by COVID-19 Pandemic, the Board of Directors of the Company have resolved to retain the financial resources and have not proposed any dividend for the year ended March 31, 2021. The Company has not given any interim dividend during the financial year under review.

TRANSFER TO RESERVES

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

PUBLIC DEPOSITS

The Company has not invited or accepted any deposits within the meaning of Sections 73 and 74 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), from public during the year under review.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

COMPOSITION OF BOARD

The Board of Director of the Company consists of Executive and Non-Executive Directors so as to ensure proper governance and management. The Board of the Company comprises of One (1) Executive Director, One (1) Non-Executive Director and Four (4) Non-Executive Independent Directors, including One (1) Women Director as on March 31, 2021.

APPOINTMENT

Mr. Surender Singh was appointed on the Board of the Company in the category of Non-Executive Director with effect from July 31, 2020

Mr. Vikash Kar was appointed on the Board of the Company under the

Category of Executive Director; Whole-time Director of the Company with ect from August 19, 2020.

Mr. Karunn Kandoi was appointed on the Board of the Company as Additional Director in the category of Non-Executive Independent Director with effect from March 3, 2021.

RESIGNATION

Mr. Ajey Kumar; Managing Director of the Company resigned with effect from August 18, 2020.

Ms. Nandita Agarwal Parker's term expired with effect from January 14, 2021.

CHANGES SUBSEQUENT TO MARCH 31, 2021

Mr. Vikash Kar; Whole-Time Director of the Company resigned with effect from June 14, 2021.

Mr. Ritesh Handa was appointed as an Additional Director on the Board of the Company with effect from August 7, 2021.

The Board of Directors has placed on record their warm appreciation for the rich contribution made by the resigning Directors and the guidance provided by them during their tenure as Directors of the Company.

KEY MANAGERIAL PERSONNEL OF THE COMPANY

The Company consisted of Chief Executive Officer and Chief Financial Officer as on March 31, 2021. There were changes in the Key Managerial Personnel of the Company during the financial year. The details of which are constituted below:

APPOINTMENT

Mr. Rakesh Agarwal was appointed as the Chief Financial Officer of the Company with effect from April 7, 2020.

Mr. Vikash Kar was appointed as the Chief Executive Officer of the Company with effect from April 24, 2020 and as a Whole-time Director with effect from August 19, 2020.

Mr. Prashant Parekh was appointed as the Company Secretary of the Company with effect from July 31, 2020.

RESIGNATION

Mr. Debshankar Mukhopadhyay; Chief Executive Officer of the Company resigned from his position of Key Managerial Personnel with effect from April 23, 2020.

Mr. Bhautesh Shah; Company Secretary of the Company resigned from his position with effect from May 12, 2020.

Mr. Prashant Parekh; Company Secretary resigned from the Company with effect from January 29, 2021.

CHANGES SUBSEQUENT TO MARCH 31, 2021

Mr. Vikash Kar; Chief Executive Officer and Whole-Time Director of the Company resigned with effect from June 14, 2021.

Mr. Ritesh Handa was appointed as the Chief Executive Officer of the Company with effect from June 14, 2021.

Mr. Anil Gupta was appointed as the Company Secretary of the Company with effect from June 29, 2021.

Mr. Rakesh Agarwal; Chief Financial Officer of the Company resigned with effect from July 1, 2021.

Mr. Surender Singh; Non-Executive Director of the Company shall be liable to retire by rotation at the 11th 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.

Mr. Karun Kandoi is appointed on the Board of the Company on the recommendation of the Nomination and Remuneration Committee and the approval of the Board, as an Additional Director pursuant to Section 161 of the Act and therefore he shall hold office till the ensuing Annual General Meeting. He is proposed to be appointed on the Board of the Company as a Director under the category of Non-Executive Independent Director subject to the approval of the Members of the Company at the Annual General Meeting. The Company has received the proposal of appointment of Mr. Karunn Kandoi on the Board by the Member in compliance with Section 160 of the Companies Act 2013. The proposal for the approval of the Members forms part of the Notice and Agenda of the Annual General Meeting of the Company.

Mr. Ritesh Handa is appointed on the Board of the Company on the recommendation of the Nomination and Remuneration Committee and the approval of the Board, as an Additional Director pursuant to Section 161 of the Act and therefore he shall hold office till the ensuing Annual General Meeting. He is proposed to be appointed on the Board of the Company as a Director under the category of Executive Director subject to the approval of the Members of the Company at the Annual General Meeting. The Company has received the proposal of appointment of Mr. Ritesh Handa on the Board by the Member in compliance with Section 160 of the Companies Act 2013. The proposal for the approval of the Members forms part of the Notice and Agenda of the Annual General Meeting of the Company.

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

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

ANNUAL PERFORMANCE EVALUATION

In terms of the provisions of the Companies Act 2013 and the Listing Regulations, in a separate meeting of Independent Directors, performance of Non-Independent Directors, performance of the Board as a whole and performance of the Chairman was evaluated. Based on such report of the meeting of Independent Directors and taking into account the views of Directors the Board had evaluated its performance on various parameters such as Board composition and structure, effectiveness of Board processes, effectiveness of flow of information, contributions from each Directors, etc.

NUMBER OF BOARD MEETINGS

The Board met 9 (nine) times during the financial year 2020-21. The details of the meeting are provided in the Corporate Governance Report, which forms part of this report.

BOARD COMMITTEES

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 annexed to this report.

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, 2021 comprised of Ms. Nanette D'sa; Chairperson, Mr. Roshan Lal Kamboj, Independent Director, 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. In line with this intent, your Company has adopted a unified approach towards CSR at Essel Group level, wherein CSR contributions of eligible Essel group entities are pooled in, to fund high cost long-term projects that help build Human capital and create lasting impact on the society. The 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.

I Care Seminars for creating awareness about prevention of child abuse
The identity of Kidzee is –WRFC – What is Right For Child.

Safety and Security of every child is uncompromising and addressed as a Zero Tolerance component:

The wellbeing of every child is driven strongly through an environment that is constructive, progressive, developmental; crowned with reliable secure mechanism.

The I-Care program at Kidzee ensures that every stakeholder associated with the child is certified to execute responsibilities promoting a 360 degree secure mechanism through the POCSO and POSH workshops.

The Personal Safety Education module for children enables the Kidzee child to be independent, by discerning safe and unsafe situations and skillfully responding to them in an appropriate manner.

AUDITORS

STATUTORY AUDITOR

As per provisions of Section 139 of the Companies Act, 2013 ('the Act'), 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 AGM 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 report given by Ford Rhodes Parks & Co. LLP., Chartered Accountants on the financial statements of the Company for the financial year ended March 31, 2021 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, amended rules, 2014, the cost accounts maintained by the Company in respect of its education services, other than such similar services falling under philanthropy or as part of social spend which do not form part of any business 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 2021-22.

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 have appointed Ms. Mita Sanghavi, Practicing Company Secretary to undertake the Secretarial Audit of the Company for the financial year 2020-21. The report issued by the Secretarial Auditor is annexed as "Annexure D-I" 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 is 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 auditors have placed a qualifications in their Report and the management's reply on the same forms part of this report.

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 2020-21 for all applicable compliances as per SEBI Regulations and Circulars/Guidelines issued thereunder. The Annual Secretarial Compliance Report duly issued by Ms. Mita Sanghavi, Practicing Company Secretary has been submitted to the Stock Exchanges within the prescribed timelines.

The Annual Secretarial Compliance Report contains qualifications and the management's reply on the same forms part of this report.

EXPLANATION TO THE QUALIFICATION IN SECRETARIAL AUDITORS ANNUAL SECRETARIAL COMPLIANCE REPORT ':

Qualification:

1. Non-filing of E-form MGT 14 in connection with Board resolution approving appointment of Key Managerial Personnel(s) in the category of Chief Financial Officer and Chief Executive Officer and E-form MR-1 in connection with Board resolution approving appointment of Whole-time Director & CEO. There have been certain delays in filing e-forms under the Companies Act, 2013.
2. The Company had outstanding unspent Corporate Social Responsibility (CSR) amount as at March 31, 2021 and in compliance with the requirements of Section 135 of the Companies Act, 2013, read with rules thereunder, as amended, the Company shall be required to transfer such amount remaining unspent to any of the funds specified under Section 135 of the Companies Act, 2013, read with rules thereunder on or before September 30, 2021.
3. As at March 31, 2021, Chief Financial Officer (CFO) was nominated as Compliance Officer, instead of Company Secretary. Vacancy in the office of Company Secretary due to resignation w.e.f January 29, 2021, was filled by the Board within prescribed timelines on June 29, 2021.
4. While Company had 6 Directors as at March 31, 2021, as mandated under SEBI Listing Regulation, the Board strength during the period from January 15, 2021 to March 2, 2021 was five (5). Vacancy in the office of Director was filled within prescribed time.
5. Delay in filing of disclosure of information relating to end of term of an Independent Director w.e.f. January 14, 2021.
6. Delay in approval / submission of Audited financial results for the quarter and year ended 31.03.2020, Unaudited financial results for the quarter ended 30.06.2020 and quarter and half-year ended 30.09.2020. Fine levied by the Stock Exchanges for the said violation was paid by the Company.
7. During the Audit period, Designated Persons as per Company's Insider Trading Code had dealt in Equity Shares of the Company during trading window closure period. The Company failed to report such deviation(s) along with action(s), if any, taken, to the Stock Exchanges as required under SEBI (Prohibition of Insider Trading) Regulations, 2015.

Managements Reply:

1. While DIR 12 relating to appointment of Key Managerial Personnel along with Board resolution(s) were filed, filing of MGT-14 in connection with Board resolutions of such appointment was an unintentional error;
2. Explanation in connection unspent CSR is included in the Annual report on CSR annexed to the Directors report;
3. Vacancy in the office of the Company Secretary was filled within prescribed timelines and non-compliance of Listing regulation in the interim was set right;
4. Vacancy in the office of the Director was filled within prescribed timelines and non-compliance of Listing regulation in the interim was set right;
5. While information of changes in Director is material, delay in intimation of the term of an independent director was unintentional.
6. There were delays in submission of financial statements under Listing

regulations, due to delay in finalization of financial statements by a listed subsidiary due to Covid19 pandemic and fines levied by the Stock Exchanges for said violation was paid by the Company;

7. During FY 20-21, the trading window closure period was longer due to delay in approval of financial statements. Failure in reporting of dealings in Company's shares by certain designated persons during the trading window closure period was due to the restriction in movement of personnel during the lockdown situation as per the COVID-19 guidelines issued by the Central Government. However, considering prices of Company's stock, quantum of shares dealt with and non-availability of UPSI with such designated persons, there was no material effect of such deviation considering the basic principles/intent of the code.

BUSINESS RESPONSIBILITY REPORT

Based on the provisions of SEBI LODR the Company comes under top 2000 companies as per market capitalization hence the provision of providing business responsibility statement does not apply to the Company, however the voluntary reporting by the Board forms part of this report.

In terms of Regulations 34 of the Listing Regulations, Business Responsibility Report for FY 2020-21 detailing various initiative taken by the Company on the environmental, social and governance front in prescribed format forms part as a separate section of this Annual Report.

CORPORATE GOVERNANCE REPORT

The Company adheres to the requirements set out by the Securities and Exchange Board of India's Regulations in respect to Corporate Governance practices and have implemented all the stipulations prescribed. The Company has implemented several good corporate governance practices. The Corporate Governance Report, which forms an integral part of this Report, is set out as a separate section in this Annual Report, together with the Certificate from the Statutory Auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in Listing Regulations.

DISCLOSURES

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Particulars of loans, guarantees and investments made by the Company required to be disclosed in the Annual Accounts of the Company are contained in Note No. 40 to the Standalone Financial Statements which forms part of this Annual Report.

TRANSACTIONS WITH RELATED PARTIES

None of the transactions with related parties fall under the scope of Section 188(1) of the Act. The Company has not entered into any material transactions with its related parties and hence disclosure pursuant to Section 134(3)(h) of the Act, read with rule 8(2) of the Companies (Accounts) Rules, 2014, in Form AOC-2 is not required.

RISK MANAGEMENT

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

INTERNAL FINANCIAL CONTROLS

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

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

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

ANNUAL RETURN

Pursuant to Section 92 of the Act read with the applicable Rules, the Annual Return for the year ended March 31, 2021 can be accessed on the Company's website at www.zeelearn.com.

DISCLOSURE UNDER THE SEXUAL HARRASMENT OF WOMEN AT WORK PLACE

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

VIGIL MECHANISM AND WHISTLE BLOWER POLICY

The Company has a Vigil Mechanism/Whistle Blower policy to report genuine concerns, grievances, frauds and mismanagements, if any. The Vigil Mechanism/Whistle Blower policy has been posted on the website of the Company at www.zeelearn.com.

SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND THEDATE OF THE REPORT

Yes Bank has invoked the Corporate Guarantee issued by the Company and its Subsidiary i.e Digital Ventures Private Limited (DVPL) upon defaults in repayment of credit facilities availed by various trusts and call upon the Company and DVPL to make payment of an amount of Rs. 44,962.56 lakhs (including interest and other charges upto July 31, 2021). The Company along with other trust is taking necessary steps including restructuring of these credit facilities and the Company is of the opinion that an amicable resolution will be achieved at the earliest.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION

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

Conservation of Energy:	
(i) Steps taken or impact on conservation of energy	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.
(ii) Steps taken by the Company for utilizing alternate sources of energy	
(iii) Capital investment on energy conservation equipment's	
Technology Absorption:	
(i) The efforts made towards 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.
(ii) The benefits derived like product improvement, cost reduction, product development or import substitution	
(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	
a. The details of technology imported	
b. The year of import	
c. Whether the technology been fully absorbed	
d. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	
(iv) The expenditure incurred on Research and Development	

FOREIGN EXCHANGE EARNING AND OUTGO

During the year under review, there were no Foreign Exchange Earnings and the particulars of Foreign Exchange Outgo is given in Note no. 50 of the Notes to Accounts forming part of the Annual Accounts.

PARTICULARS OF EMPLOYEES

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

DISCLOSURE FOR SPECIFIED TRANSACTIONS

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

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOP referred to in this Report.
3. Neither the Managing Director nor the Whole-time Directors of the Company received any remuneration or commission from any of its subsidiaries.

AFFIRAMTION OF COMPLIANCE OF SECRETARIAL STANDARDS

The Board of Directors of the Company have affirmed to the compliance of Secretarial Standards as issued by the Institute of Company Secretaries of India.

CAUTIONARY STATEMENTS

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

ACKNOWLEDGMENTS

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

For and on behalf of the Board

RITESH HANDA
Director & CEO
DIN: 02725365

NANETTE D'SA
Director
DIN: 05261531

Place: Mumbai
Date: August 13, 2021

ANNEXURE A

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			(Rs. In Lakhs)
1	Name of the subsidiary	Digital Ventures Private Limited	Liberium 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	31,893.61	787.25	(10.72)	7,073.10
6	Total Assets	78,412.02	2,096.17	0.97	37,729.91
7	Total Liabilities (Excluding Share Capital and Reserves & Surplus)	46,017.41	1,308.82	11.59	23,434.00
8	Investments	0	0	0	0.35
9	Turnover (Revenue from Operations)	3,252.03	6,474.51	0	7,517.81
10	Profit/(Loss) before Taxation	(190.41)	141.00	(7.74)	(1,789.64)
11	Provision for taxation	0	54.93	0	1,233.21
12	Profit/(Loss) after Taxation	(190.41)	86.07	(7.74)	(3,022.85)
13	Proposed Dividend	-	-	-	-
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

For and on behalf of the Board

RITESH HANDA
Director & CEO
DIN: 02725365

NANETTE D'SA
Director
DIN: 05261531

ANIL GUPTA
Company Secretary

RAKESH AGARWAL
Chief Financial Officer

ANNEXURE B

CSR ANNEXURE

1. Brief outline on CSR Policy of the Company.

   The Board of Directors of Zee Learn Limited, after taking into account the recommendations of the CSR Committee, has approved the CSR Policy of the Company. As per the CSR policy, Education, Health Care, Women Empowerment, Sports are the focus areas for CSR engagement.

2. Composition of CSR Committee

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

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 Rs)	Amount required to be set- off for the financial year, if any (in Rs)
-	-	-	-

6. Average net profit of the company as per section 135(5): Rs. 81,57,47,381/-

7. (a) Two percent of average net profit of the company as per section 135(5): Rs. 1,63,14,948/-
   (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: Nil
   (d) Total CSR obligation for the financial year (7a+7b- 7c): Rs. 1,63,14,948/-

8. (a) CSR amount spent or unspent for the financial year 2020-21:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.) = 1,63,14,948/-				
	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.
-	-	-	-	-	-

(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 Rs.).	Amount spent in the current financial Year (in Rs.).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.)	Mode of Implementation 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	8		
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 Rs.).	Mode of implementation on-Direct (Yes/No)	Mode of implementation - Through implementing agency.		
				State	District				Name	CSR Registrationnumber
-	-	-	-	-	-	-	-	-	-	-

(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): Nil

(g) Excess amount for set off: Nil

Sr. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	-
(ii)	Total amount spent for the Financial Year	-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	-

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

Sr. No.	Preceding Financial Year.	Amount transferredto UnspentCSR Account under section 135 (6) (in Rs.)	Amount spent inthe reporting Financial Year (in Rs.).	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 Rs.)
				Name of the Fund	Amount (in Rs).	Date of transfer.	
1.	18-19	-	55,36,930 *	-	-	-	-
2.	19-20	-	-	-	-	-	1,63,14,948
3.	20-21	-	-	-	-	-	1,08,84,647
	TOTAL	-	-	-	-	-	2,71,99,595

* The Company has spent Rs. 55,36,930/- during the FY 20-21.

(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 Rs.).	Amount spent on the project in the reporting Financial Year (in Rs).	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	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).

The Company is engaged in Education Support Services, due to the nation-wide lockdown on spread of COVID-19 and subsequently many significant restrictions imposed by government on the general movement and operation of the Education Support Systems, the education sector has suffered a drastic impact leading to a direct impact on the Company.

During the COVID -19 period, the Company has been facing an extreme situation of inadequate cash flows and the result of which the Company was only able to spend CSR expenditure for the year 2018-19 and not been able to spend the CSR Expenditure for further years in any projects, nor the Company has been able to transfer the amount pertaining to unspent CSR amount in compliance with sub section (5) or (6) of Section 135 of the Companies Act, 2013. However, the Company is continuously monitoring current indicators of future economic conditions and expects full recoverability of its projected cash flow which will have sufficient liquidity to pay CSR expenditure in near future.

RITESH HANDA
Director & CEO

NANETTE D'SA
Chairman CSR Committee

ANNEXURE C

MANAGEMENT'S REPLY ON QUALIFICATION MADE BY THE AUDITORS

The Directors wish to state that the Statutory Auditors of the Company has given modified opinion on the Standalone Financial Statements of the Company for the year ended March 31, 2021. The qualification in the Standalone Financial Statement and management response to the aforesaid qualification is given as under:-

	Auditors' Qualification	Management's Reply
a)	The Company has non-current investment in its subsidiary company viz MT Educare Limited (MTEL) with a carrying value at cost of Rs 27,812.22 Lakhs. MTEL on a consolidated basis has a positive net worth as at March 31, 2021. Due to the prevailing unprecedented Covid19 pandemic situation further prolonged by continuous lockdowns and restrictions in movements imposed at regular intervals by State and Central Governments and the uncertainty connected to it, the Company has not been able to carry out a detailed and comprehensive assessment of the asset in accordance with the principles of Indian Accounting standard – 36 "Impairment of Assets" and hence no adjustments have been considered by the Company to the carrying value of this non-current investment as at March 31, 2021. In the absence of sufficient and appropriate audit evidence by way of such detailed and comprehensive assessment due to the current COVID-19 pandemic situation, we are unable to comment upon adjustments, if any, that may be required to the carrying value of this non-current investment on the standalone financial statements.	Due to the prevailing unprecedented Covid19 pandemic situation further prolonged by continuous lockdowns and restrictions in movements imposed at regular intervals by State and Central Government and the uncertainty connected to it, the Company has not been able to carry out a detailed and comprehensive assessment of the asset in accordance with the principles of Indian Accounting standard – 36 "Impairment of Assets" and hence no adjustments have been considered by the Company to the carrying value of this non-current investment as at March 31, 2021.

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, 2021. The qualified opinion of the Statutory Auditors and management reply thereto is as under:-

	Auditors' Qualification	Management's Reply
a)	The consolidated financial statements as at March 31, 2021 include goodwill having carrying value of Rs 31,323.64 lakhs on acquisition of its subsidiary company viz MT Educare Ltd (MTEL). Due to the prevailing unprecedented Covid19 pandemic situation further prolonged by continuous lockdowns and restrictions in movements imposed at regular intervals by State and Central Governments and the uncertainty connected to it, the Group has not been able to carry out a detailed and comprehensive assessment of the asset in accordance with the principles of Indian Accounting standard – 36 "Impairment of Assets" and hence no adjustments have been taken by the Group to the carrying value of goodwill as at March 31, 2021. In the absence of sufficient and appropriate evidence by way of such detailed and comprehensive assessment due to the current Covid19 pandemic situation, we are unable to comment upon adjustments, if any, that may be required to the carrying value of goodwill.	Due to the prevailing unprecedented Covid19 pandemic situation further prolonged by continuous lockdowns and restrictions in movements imposed at regular intervals by State and Central Governments and the uncertainty connected to it, the Company has not been able to carry out a detailed and comprehensive assessment of the asset in accordance with the principles of Indian Accounting standard – 36 "Impairment of Assets" and hence no adjustments have been taken by the Company to the carrying value of goodwill as at March 31, 2021.
b)	In one of the subsidiary company viz. MT Educare Limited (MTEL), the other auditor who audited the consolidated financial statements of the subsidiary reported that the subsidiary has recognized net deferred tax assets of Rs. 6,981..87 lakhs based on the estimate that sufficient taxable profits would be available in future years against which deferred tax asset can be utilized. In the opinion of the other auditor, due to uncertainties arising out of the outbreak of COVID -19 and the existence of unutilized tax losses available, it is highly uncertain that the MTEL and its subsidiaries would achieve sufficient taxable profits in future against which deferred tax asset can be utilized. Accordingly, the other auditor is unable to obtain sufficient appropriate audit evidence to corroborate the Management's assessment of recognition of deferred tax assets as at March 31, 2021. Had the deferred tax asset not been recognized, the net loss for the year ended March 31, 2021 would have been higher by Rs. 6,981.87 lakhs.	The subsidiary company viz. MT Educare Limited (MTEL) is confident about generating sufficient profitability over the next 5 years and management is of the view that the MTEL will generate sufficient taxable profits against which deferred tax asset can be utilized.
c)	The subsidiary company viz MT Educare Limited (MTEL) and its subsidiaries (together referred to as MT Group) did not obtain/ receive balance confirmation from the most of the customers /creditors and other parties including certain advances other than related parties for the balances as on March 31, 2021 due to Covid-19 disruption. Hence, the reconciliation could not be carried out for the year ended March 31, 2021.	The subsidiary company viz MT Educare Limited (MTEL) and its subsidiaries (together referred to as MT Group) had sent necessary request for balance confirmations to most vendors/Parties (Except Government Department/Ministries). The MT Group could not get the necessary balance confirmations due to disruptions caused by Covid-19.The MT Group is confident about the confirmations & reconciliations of the balances with the third Parties.
d)	The subsidiary company viz MT Educare Limited (MTEL) and its subsidiaries (together referred to as MT Group) has loans and other receivables of Rs 4,904.26 lakhs (net of provisions on consolidated basis) outstanding as at March 31, 2021 from other parties having operations in the education sector, which are overdue. The management is of the opinion that COVID-19 pandemic and the subsequent lockdowns have disrupted the operations of parties in education sector and such outstanding's have arisen primarily due to lockdowns and therefore the management considers the same as good and recoverable.	Covid-19 Pandemic & ensuing lockdowns imposed by central/state governments impacted the operations of third parties, however the the subsidiary company viz MT Educare Limited (MTEL) and its subsidiaries (together referred to as MT Group) is confident that simultaneously with recovery from Covid 19, the balances shall be adequately recovered.

ANNEXURE - D - I

FORM NO MR-3

SECRETARIAL AUDIT REPORT

For the financial year ended March 31, 2021

[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

I 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 me a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company, 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 and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID19 pandemic, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2021, 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:

I have examined the books, papers, minute books, forms and returns filed and other records made available to me and maintained by the Company for the financial year ended on March 31, 2021 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;

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

a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

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

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) Regulations, 2014;

f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – 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 and dealing with client;

h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - 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

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

1. Non-filing of E-form MGT 14 in connection with Board resolution approving appointment of Key Managerial Personnel(s) in the category of Chief Financial Officer and Chief Executive Officer and E-form MR-1 in connection with Board resolution approving appointment of Whole-time Director & CEO. There have been delays in filing few e-forms under the Companies Act, 2013.

2. The Company had outstanding unspent Corporate Social Responsibility (CSR) amount as at March 31, 2021 and in compliance with the requirements of Section 135 of the Companies Act, 2013, read with rules thereunder, as amended the Company shall be required to transfer such amount remaining unspent to any of the funds specified under Section 135 of the Companies Act, 2013, read with rules thereunder on or before September 30, 2021.

3. During the Audit period the Company had not complied with the following requirements of SEBI Listing Regulation.

Sr. No	Regulation No.	Deviations
I	6(1)	As at March 31, 2021, Chief Financial Officer (CFO) was nominated as Compliance Officer, instead of Company Secretary. Vacancy in the office of Company Secretary due to resignation w.e.f January 29, 2021, was filled by the Board within prescribed timelines on June 29, 2021.
II	17(1)(c)	While Company had 6 Directors as at March 31, 2021, as mandated under SEBI Listing Regulation, the Board strength during the period from January 15, 2021 to March 2, 2021 was five (5). Vacancy in the office of Director was filled within prescribed time
III	30	Delay in filing of disclosure of information relating to end of term of an Independent Director w.e.f. January 14, 2021
IV	33	Delay in approval / submission of Audited financial results for the quarter and year ended 31.03.2020, Unaudited financial results for the quarter ended 30.06.2020 and quarter and half-year ended 30.09.2020. Fine levied by the Stock Exchanges for the said violation was paid by the Company

4. During the Audit period, Designated Persons as per Company's Insider Trading Code had dealt in Equity Shares of the Company during trading window closure period. The Company failed to report such deviation(s) along with action(s), if any, taken, to the Stock Exchanges as required under SEBI (Prohibition of Insider Trading) Regulations, 2015.

I further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

I 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).

I further report that:

As at March 31, 2021, 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.

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

I 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:

- Special resolution was passed by Shareholders at the 10th Annual General Meeting approving re-pricing of 82,70,157 outstanding Stock Options to Rs. 14.10 per option.
- M/s. Ford Rhodes Parks & Co LLP, Chartered Accountants, was appointed as Statutory Auditor for five (5) consecutive years in place of retiring auditors.
- Outstanding Non-Convertible Debentures (NCDs) of the Company due for redemption on July 8, 2020, which were subsequently acquired by Zee Entertainment Enterprises Limited from UTI AMC Limited. Post such acquisition the terms of such NCDs relating to maturity date, redemption terms, nominal value, ratings etc were revised by the Board based on agreements with the NCD holder.

Limitations

Due to Covid 19 and lock-down situation, I could not visit Company's corporate office for audit purposes and therefore original Minutes books, Statutory register and other documents could not be verified physically. While all possible steps were taken to review and verify the records as made available to us by the Company through electronic medium and requisite confirmations were taken from the Company, wherever required, the audit was done subject to limitation of verification of original documents/registers.

MITA SANGHAVI
Practicing Company Secretary
FCS No.7205 / CP No. 6364
UDIN: F007205C000777843

Date : 13th August, 2021
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

My Secretarial Audit report for financial year ended on March 31, 2021, 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. My responsibility is to express an opinion on these secretarial records based on audit.

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

iii. I 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, I 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. My 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.

MITA SANGHAVI
Practicing Company Secretary
FCS No.7205 / CP No. 6364
UDIN: F007205C000777843

Date : 13th August, 2021
Place : Mumbai

ANNEXURE - D - II

FORM NO MR-3

SECRETARIAL AUDIT REPORT

For the financial year ended March 31, 2021

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

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

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Digital Ventures Private Limited (hereinafter called the Company), a Material Subsidiary of Listed entity Zee Learn Limited, 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 my opinion thereon

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarification given to me and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs warranted due to the spread of the COVID19 pandemic, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2021, 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2021 according to the provisions of:

1. The Companies Act, 2013 and the rules made there under
2. Laws specifically applicable to the industry to which the Company belongs, as identified and compliance whereof as confirmed by the management, that is to say:
   a. Employee Provident Fund and Miscellaneous Provisions Act, 1952
   b. Employees Liability Act, 1938
   c. Equal Remuneration Act, 1976
   d. Maternity Benefits Act, 1961
   e. Minimum Wages Act, 1948
   f. Payment of Bonus Act, 1965
   g. Payment of Gratuity Act 1972
   h. Payment of Wages Act, 1936 and other applicable Laws
   i. The Bombay Shop Establishments Act, 1948
   j. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

I have relied on the representation made by the Company, its officers and Reports of the Statutory Auditor for systems and mechanism framed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company as listed in point 2.

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

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

I further report that

- the Board of Directors of the Company is duly constituted. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance in compliance with the applicable provisions of the Act and Secretarial Standard, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- 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.
- The Company being a Subsidiary of Public Company is required to have a minimum of 3 Directors. However due to resignation of one of the Directors w.e.f. January 21, 2021, the Company had only 2 Directors as at March 31, 2021. Resultant vacancy in the office of Director was filled with appointment of another Director with effect from July 21, 2021.

I further report that during the Audit Period, the Company had no specific major event

MITA SANGHAVI
Practicing Company Secretary
FCS No.7205
CP No. 6364
UDIN: F007205C000778052

Date: 12th August, 2021
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 No- U72900MH2006PTC165215

My Secretarial Audit report for financial year ended on March 31, 2021, 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. My responsibility is to express an opinion on these secretarial records based on audit.

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

iii. I 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, I 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. My 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.

MITA SANGHAVI
Practicing Company Secretary
FCS No.7205
CP No. 6364
UDIN: F007205C000778052

Date : 13th August, 2021
Place : Mumbai

ANNEXURE - D - III

FORM NO MR-3

SECRETARIAL AUDIT REPORT

For the financial year ended March 31, 2021

[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

I 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and sent to me 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 and considering the relaxations granted by the Ministry of Corporate Affairs warranted due to the spread of the COVID19 pandemic, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2021, 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2021 according to the provisions of:

1. The Companies Act, 2013 and the rules made there under
2. Laws specifically applicable to the industry to which the Company belongs, as identified and compliance whereof as confirmed by the management, that is to say:
   a. Employee Provident Fund and Miscellaneous Provisions Act, 1952
   b. Employees Liability Act, 1938
   c. Equal Remuneration Act, 1976
   d. Maternity Benefits Act, 1961
   e. Minimum Wages Act, 1948
   f. Payment of Bonus Act, 1965
   g. Payment of Gratuity Act 1972
   h. Payment of Wages Act, 1936 and other applicable Laws
   i. The Bombay Shop Establishments Act, 1948
   j. Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

I have relied on the representation made by the Company, its officers and Reports of the Statutory Auditor for systems and mechanism framed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company as listed in point 2.

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

During the Audit period under review, based on the said verifications and as per representations and clarifications provided by the management, I confirm that the Company has complied with the provisions of the Act, Rules, Guidelines, Standards etc. as mentioned hereinabove, subject to the following observations:

(I The Company was incorporated as Subsidiary of a Public Limited Company with only two (2) Members and continues to have two (2) Members as on date, though the Company is deemed to be a Public Company as per Section 2(71) of the Companies Act, 2013.

(ii) E-form MGT-14 in connection with Board resolution for approval of Audited Financial Statements and Directors Report for the Financial Year 2019-20 required to be filed as per Section 179 of the Companies Act, 2013 was not filed.

I further report that

- The Board of Directors is duly constituted. Except for meetings held at short notice, adequate notice was given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance in compliance with the applicable

provisions of the Act and Secretarial Standard, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

- 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.

- The Company being a Subsidiary of Public Company is required to have a minimum of three Directors. However due to resignation of one of the Director w.e.f. March 30, 2021, the Company had only two Directors as at March 31, 2021. Resultant vacancy in the office of Director was filled with appointment of another Director with effect from July 22, 2021.

I further report that during the Audit Period, the Company had no specific major event.

Limitations

Due to Covid 19 and lock-down situation, I could not visit Company's office for audit purposes and therefore original Minutes books and other documents could not be verified physically. While all possible steps were taken to review and verify the records as made available to us by the Company through electronic medium and requisite confirmations were taken from the Company, wherever required, the audit was done subject to limitation of verification of original documents/registers.

MITA SANGHAVI
Practicing Company Secretary
FCS No.7205
CP No. 6364
UDIN: F007205C000777953

Date : 13th August, 2021
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

My Secretarial Audit report for financial year ended on March 31, 2021, 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. My responsibility is to express an opinion on these secretarial records based on audit.

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

iii. I 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, I 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. My 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.

MITA SANGHAVI
Practicing Company Secretary
FCS No.7205
CP No. 6364
UDIN: F007205C000777953

Date : 13th August, 2021
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. Remuneration of each Director and Key Managerial Personnel (KMP) along with particulars of increase in remuneration during the financial year, ratio of remuneration of Directors to the median remuneration of employees and comparison of remuneration of each KMP against Company's standalone performance:

Name of Director/ Key Managerial Personnel	Remuneration Total (₹ In Lakhs)	% increase in Remuneration $	Ratio of Director's remuneration to median remuneration
Non- Executive Directors			
Mr. Surender Singh ^	0.66	NA	0.1 : 1
***Independent Director**			
Mr. Roshan Lal Kamboj ^	1.00	NA	0.2 : 1
Mr. Dattatraya Kelkar ^	1.00	NA	0.2 : 1
Ms. Nanette D'sa ^	1.00	NA	0.2 : 1
~ Ms. Nandita Agarwal Parkar ^	0.75	NA	0.1 : 1
& Mr. Karunn Kandoi ^	0.08	NA	0 : 1
Managing Director			
Mr. Ajey Kumar*	64.05	NA	NA
Executive Director			
Mr. Vikash Kumar Kar **	48.19	NA	NA
Key Managerial Personnel			
Mr. Debshankar Mukhopadhyay #	26.14	NA	NA
Mr. Vikash Kumar Kar **	48.18	NA	NA
Mr. Rakesh Agarwal ##	28.98	NA	NA
Mr. Bhautesh Shah @	2.51	NA	NA
Mr. Prashant Parekh @@	5.78	NA	NA

Note:

$ The % increase in remuneration refers to the % increase in remuneration from FY 2019-20. The remuneration of the Non-Executive Directors excludes Sitting Fees. Non-Executive Directors Remuneration represents Commission for FY 2020-21 and % increase is compared with Commission for FY 2019-20 (annualised, if for a part of the year). % increase in Remuneration is not applicable for Managing Director, Executive Director and KMP who were appointed/resigned during the financial years 20-21 and 19-20.

^ Commission paid to Directors in 2020-21 was lesser then commission paid in 2019-2020 in view of business performance on the backdrop of pandemic.

~ Mr. Nandita Agarwal Parkar term ended on Jan 14, 2021

& Mr. Karunn Kandoi was appointed w.e.f Mar 03, 2021.

* Ajey Kumar resigned as Managing Director w.e.f. August 18, 2020. The Managing Director was working in the capacity of Professional Director.

Mr. Debshankar Mukhopadhyay resigned as Chief Executive Officer w.e.f. April 23, 2020.

** Mr. Vikash Kumar Kar was appointed as Chief Executive Officer w.e.f. April 24, 2020. Additionally, he was appointed as WTD & Executive Director w.e.f August 19, 2020. He has resigned as Chief Executive Officer and Executive Director w.e.f. June 14, 2021.

Mr. Rakesh Agarwal was appointed as Chief Financial Officer w.e.f. April 07, 2020. He left the Company w.e.f. July 06, 2021.

@ Mr. Bhautesh Shah ceased to be the Company Secretary and KMP w.e.f. May 12, 2020.

@@ Mr. Prashant Parekh was appointed as Company Secretary w.e.f. July 31, 2020. He ceased to be the Company Secretary and KMP w.e.f. January 29, 2021.

Sr. No.	Requirments	Disclosure
1	The Percentage increase in median remuneration of employees in Financial Year	Nil
2	Number of permanent employees on the rolls of the Company	253 (as on March 31, 2021)
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. Given the pandemic, it was decided not to do any increments for FY 20-21. Accordingly, there has been no increase in salaries of employees and managerial personnel in the last financial year.
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

B. Particulars of Employees whose remuneration exceeded Rs. 1.02 crore per annum or Rs. 8.5 lakhs per month during FY 2020-21

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

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

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

Sr. No.	Employee Name	Age	Designation	Qualification	Total Exp	Remunerations	Last Employment Name
1.	Ajey Kumar *	49	Managing Director	B.E, M.B.A	26	64,04,923	Essel Corporate Resources LLP

* Ajey Kumar resigned as Managing Director w.e.f. August 18, 2020. The Managing Director was working in the capacity of Professional Director.

3. Details of remuneration# of top ten Employees for the year 2020-21

Sr. No	Employee Name	Age	Designation	Qualification	Total Exp	Remuneration	Last Employment Name
1	# Vikash Kumar Kar	42	Chief Executive Officer	B.Sc, MBA	20	48,18,927	MSCI Services Private Limited
2.	* Debshankar Mukhopadhyay	52	Chief Executive Officer	B.Com, PGDBM	24	26,14,036	Manipal Global Education Service
3.	** Raju Babu Sinha	53	Chief Operating Officer	MCA	28	32,29,348	Independent Education Consultant
4	## Rakesh Agarwal	46	Chief Financial Officer	CA, ICWA	21	28,97,731	Sujan ContiTech AVS Private Limited
5.	Vivek Bhanot	47	Business Head - SAT	B.Sc, MBA	25	24,29,724	Millennium Education Management Pvt. Ltd.
6.	Santosh Gupta	44	Head - Information Technology	M.Com, MCA	23	23,93,052	Capgemini India Pvt Ltd
7.	^ Sandeep Sundara Shetty	48	Head Vocational Business	B.Sc	26	24,17,400	APG Learning
8.	^^Brijesh Jadia	48	Head - Supply Chain & Commercial	B.E, MBA	24	32,03,541	Ingersoll Rand International (India) Ltd
9.	$ Avinash Kundalia	48	National Franchise Development Manager - Kidzee	B.Com, MBA	27	88,086	Brainbees Solution Pvt Ltd
10.	Kingston Michael Dsouza	56	National Academic Manager Kidzee	MA, B. Phil & B.Ed	30	19,84,704	Mount Mary High School

Note:

Mr. Vikash Kumar Kar (Chief Executive Officer) has resigned w.e.f. June 14, 2021.

* Mr. Debshankar Mukhopadhyay (Chief Executive Officer) left the Company w.e.f. July 22, 2020.

** Mr. Raju Babu Sinha (Chief Operating Officer) left the Company w.e.f. July 15, 2021.

Mr. Rakesh Agarwal (Chief Financial Officer) left the Company w.e.f. July 06, 2021.

^ Mr. Sandeep Shetty (Head Vocational Business) has resigned w.e.f. June 22, 2021.

^^ Mr. Brijesh Jadia (Head Supply Chain & Commercial) left the Company w.e.f. August 13, 2021.

$ Mr. Avinash Kundalia (National Frachise Development Manager - Kidzee) left the Company w.e.f. July 31, 2021.

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, personal allowance, car with or without chauffeur, telephone for office as well as personal use, reimbursement of medical expenses, children education allowance, medical insurance, life insurance, meal and gift vouchers, personal accident insurance, communication and IT equipment, leave travel allowance, club membership, stock options, statutory and non-statutory allowances such as education allowances, white goods and information technology goods allowance, helper allowance, professional development allowance, personal allowances, books and periodical allowance, entertainment allowance, business travel allowances, subscription allowances, provident fund, superannuation, national pension scheme, gratuity, leave encashment and any other 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 and Remuneration Committee will from time to time consider proposals concerning the appointment and remuneration of the Key Managerial Personnel and ensure that the proposed remuneration is in line with industry standards in comparable companies. Such proposals then shall be submitted to the Board for approval. The remuneration of the members of the Executive Management may consist of the following components:

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

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

Report on Corporate Governance

COMPANY'S GOVERNANCE PHILOSOPHY

Corporate Governance is about our commitment to human values in business which translates into ethical corporate conduct. Corporate Governance is an integral element of Company's value system, management ethos, and business practices. 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 impact the activities, processes and policies of an organization, portray a positive vision to investors and enhance 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.

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

POLICIES

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

Whistle Blower & Vigil Mechanism Policy

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

Code of Conduct

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

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

Declaration

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

I, Vikash Kumar Kar, 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, 2021

Vikash Kumar Kar
Chief Executive Officer
Place: Mumbai
Date: June 01, 2021

Related Party Transaction Policy

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

Policies & Code as per SEBI Insider Trading Regulations

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

Mr. Prashant Parekh, Company Secretary of the Company was the Compliance Officer for the purposes of Insider Trading Code till January 29, 2021, thereafter Mr. Rakesh Agarwal, Chief Financial Officer of the Company was appointed as Chief Investor Relations Officer for the purpose of Fair Disclosure policy till June 29, 2021. Mr. Anil Gupta was appointed as the Company Secretary and Compliance Officer w.e.f June 29, 2021.

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

Familiarization Program for Independent Directors

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

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

BOARD OF DIRECTORS

Composition & Category of Directors

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

Category of Directors	No. of Directors	% to total No. of Directors
Executive Director	1	16.67
Non-Executive Independent Directors	4	66.67
Other Non-Executive Director	1	16.67
Total	**6**	**100.00**

During the financial year under review, 9 (Nine) meetings of the Board were held April 07, 2020, April 24, 2020, July 16, 2020, July 31, 2020, August 19, 2020, October 07, 2020, December 03, 2020, December 18, 2020 and February 09, 2021.

Particulars of Directors, their attendance at the Annual General Meeting and Board Meetings held during the financial year 2020-21 and also their other directorships/ memberships held in Indian Public Companies (excluding Foreign Companies and Section 8 Companies of Companies Act, 2013) and Membership/Chairmanship of Audit Committee and Stakeholder Relationship Committee of other Public Companies as at March 31, 2021 are as under:

Name of Director	Attendance at		No. of Directorship in Public Companies		No. of Committee positions held in public Companies	
	Board Meeting (Total 9 Meetings)	10th AGM held on December 31, 2020	Member	Chairman	Member	Chairman
Managing Director						
* Mr. Ajey Kumar	4	NA	NA	NA	NA	NA
Executive Director						
** Mr. Vikash Kumar Kar	4	Yes	-	-	-	-
Non- Executive Non Independent Director						
***Mr. Surender Singh	5	Yes	3	1	3	1
Non- Executive Independent Director						
**** Ms. Nandita Agarwal Parker	3	Yes	-	-	-	-
*****Mr. Karunn Kandoi	2	NA	2	-	2	-
Mr. Roshan Lal Kamboj	9	Yes	3	-	2	3
Mr. Dattatraya Kelkar	7	Yes	2	-	2	1
Ms. Nanette D'sa	9	Yes	3	-	3	1

* resigned w.e.f. August 18, 2020
** ceased to be Whole time Director & CEO w.e.f. June 14, 2021
*** appointed w.e.f. July 31, 2020
**** term ended w.e.f. 14th January, 2021
***** appointed w.e.f. March 03, 2021

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

Details of other Directorships of Directors in the Listed entities as at March 31, 2021 are as under:

Sr. No.	Name of the Director	Directorship in other Listed Companies	Category of Directorship
1	* Mr. Vikash Kumar Kar	-	-
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 Ltd	Independent Director

* resigned as Whole Time Director & CEO w.e.f. closing hours on June 14, 2021

Compliance with Directorship limits

None of the Directors of the Company are 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.

Compliance with Committee positions

Disclosures have been made by the Directors regarding their Chairmanships/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 our Company are member of more than ten Committees and Chairperson of more than five Committees, across all Indian public limited companies in which he/ she is a Director.

Inter-se relationship between Directors

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

Shares and Convertible Instruments held by Non-Executive Directors

As on March 31, 2021, the Company does not have any convertible instruments and none of Non-Executive Directors hold any shares of the Company as on March 31, 2021.

Declaration from Independent Directors

All the Independent Directors on the Board of the Company have confirmed that they meet the criteria of independence as mentioned in amended Regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Act and they are aware of any circumstance or situation, which exists 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 Board of the Company has carried out an assessment of declarations and confirmations submitted by the Independent Directors of the Company and after undertaking due assessment of the veracity of the same, is of the opinion that the Independent Directors of the Company fulfil the conditions specified in the Listing Regulations and the Act and are independent of the management.

Board Procedures

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

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

BOARD COMMITTEES

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

	Audit Committe	Nomination & Remuneration Committee	Stakeholders Relationship Committee	Corporate Social Responsibility Committee
No. of Meetings held	**7**	**4**	**1**	**1**
Directors attendance				
*Ms. Nandita Agarwal Parker	NA	NA	-	NA
Mr. Roshan Lal Kamboj	7	4	-	1
Mr. Dattatraya Kelkar	5	4	1	1
Ms. Nanette D'sa	7	4	1	1

Note: N.A. denotes the director is not a Member of such Committee.

* Ms. Nandita Agarwal Parker's term expired w.e.f. January 14, 2021

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 March 30, 2021 to review the performance of Chairman and Non-Independent Directors, evaluate performance of the Board of Directors and its Committees and review flow of information between the management and the Board.

The parameters for evaluation of performance of the Board & Board Committees includes 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.

Skills, Expertise and Competencies of Directors

Pursuant to Regulation 34(3) read with Schedule V of the Listing Regulations, the Board has identified the key skills, expertise and competencies required in the context of the Company's business for its effective functioning which are currently available with the Board.

The identified skills/expertise/competencies as identified in the context of the Company's business are leadership qualities, industry knowledge and experience, understanding of relevant laws, rules, regulations and policies, strategic thinking, corporate governance, financial expertise, Human Resource and Talent, risk management and mergers and acquisitions.

The Directors of the Company comprises of qualified individuals who collectively possess the above skills, competencies and experience across diverse fields that enable them to make effective contributions to the Board and its Committees.

Further, the information in terms of Para C(2)(h)(ii) of Schedule V of the Listing Regulations is mentioned below:

Sr. No.	Name of Director	Skills / competences / experience possessed
1	Mr. Vikash Kumar Kar	Leadership qualities, Business & HR Strategy, Industry knowledge and experience, Operational excellence Organization capability building, Understanding of relevant laws, rules, regulations and policies, Governance and risk management.
2	Mr. Roshan Lal Kamboj	Industry knowledge and experience, strategic thinking, understanding of relevant laws, rules, regulations and policies.
3	Mr. Dattatraya Kelkar	Industry knowledge and experience, strategic thinking, understanding of relevant laws, rules, regulations and policies, Human Resource and Talent.
4	Mr. Surender Singh	Leadership qualities, Understanding of relevant laws, rules, regulations and policies, Business experience and general administration, Public administration.
5	Mr. Karunn Kandoi	Leadership qualities, industry knowledge and experience, General Management, Education Technology, Business and strategy.
6	Ms. Nanette D'sa	Leadership qualities, Industry knowledge and experience, Understanding of relevant laws, rules, regulations and policies, Strategic Thinking, Corporate Governance, Financial expertise, Risk management and mergers and acquisitions.

Details of Board Committees are as mentioned herein:

Audit Committee

Constitution

As on March 31, 2021, the Audit Committee of the Board comprises of three (3) Directors, including Mr. Roshan Lal Kamboj, Independent Director as Chairman, Mr. Dattatraya Kelkar Independent Director; and Ms. Nanette D'sa, Independent Director as Members of the Audit Committee. There was no change in the Audit Committee during the year.

During the year under review, seven (7) meetings of the Audit Committee were held on April 07, 2020, July 16, 2020, July 31, 2020, October 7, 2020, December 3, 2020, December 18, 2020 and February 09, 2021.

Terms of reference

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

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

- Evaluation of internal financial controls and risk management systems.
- Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- Discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- Review the functioning of the whistle blower mechanism.
- Approve appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate.
- Review the utilization of loans and/or advances from/investment in the subsidiary exceeding rupees 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/ investments.
- The committee shall mandatorily review the following information:

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

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

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

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

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

Nomination & Remuneration Committee

Constitution

As at March 31, 2021, the Nomination & Remuneration Committee comprises of Mr. Roshan Lal Kamboj, Independent Director as Chairman, Mr. Dattatraya Kelkar, Independent Director and Ms. Nanette D'sa, Independent Director as members of the Committee. The Company Secretary of the Company acts as Secretary of Nomination & Remuneration Committee.

During the year under review, the Committee met 5 (Five) times on April 07, 2020, April 24, 2021, July 31, 2020, August 19, 2020 and October 7, 2020.

Terms of reference

Terms of reference of the Nomination & Remuneration Committee include:

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

- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- Formulate criteria for evaluation of performance of Independent Directors and the board of directors;
- Devising a policy on diversity of Board of Directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.

Remuneration Policy

The guiding principle of the remuneration policy of the Company is that the remuneration and other terms of engagement / employment shall be competitive enough to ensure that the Company is in a position to attract, retain and motivate right kind of human resource(s) for achieving the desired growth set by the Company's management year on year thereby creating long-term value for all stakeholders of the Company. An extract of the Remuneration Policy approved by the Nomination & Remuneration Committee of the Board has been included as an Annexure to Directors Report and can be accessed at www.zeelearn.com.

Remuneration to Executive Director:

The details of the remuneration paid to *Mr. Ajey Kumar, Managing Director of the Company during the year ended March 31, 2021 is as under:

Particulars	Amount (in Rs.)
Salary & Allowances	60,44,954
Profits in Lieu of Salary	-
Commission as a % of Profit	-
Provident Fund Contribution	3,59,969
TOTAL	**64,04,923**

*Resigned w.e.f. August 18, 2020

The details of the remuneration paid to **Mr. Vikash Kar, Whole Time Director & Chief Executive Officer of the Company during the year ended March 31, 2021 is as under:

Particulars	Amount (in Rs.)
Salary & Allowances	45,93,696
Profits in Lieu of Salary	-
Commission as a % of Profit	-
Provident Fund Contribution	2,25,231
TOTAL	**48,18,927**

**ceased to be Whole Time Director & CEO w.e.f. June 14, 2021

Remuneration to Non-Executive Director

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

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 Annual General Meeting was held on dated December 30, 2020. Commission payable to the Independent Directors is determined by the Board based on various criteria including contribution made by each Director, performance of the Company, etc. The details of Commission payable and Sitting Fees paid to the Non-Executive Directors during FY 2020-21 are as mentioned herein:

Amount in ₹

Name of Director	Commission	Sitting Fees	Total
Mr. Roshan Lal Kamboj Independent Director	1,00,000	2,20,000	3,20,000
Mr. Dattatraya Kelkar Independent Director	1,00,000	1,80,000	2,80,,000
Ms. Nanette D'sa Independent Director	1,00,000	2,30,000	2,30,000
Ms. Nandita Agarwal Parker Independent Director	75,000	30,000	1,05,000
**Mr. Surendra Singh Non-Executive Director	66,664	50,000	1,16,664
*Mr. Karunn Kandoi Independent Director	8,334	10,000	18,334
Total	**4,49,998**	**7,50,000**	**11,99,998**

** appointed w.e.f. July 31, 2020

* appointed w.e.f. March 03, 2021

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

Particulars of Stock Options granted under the ESOP scheme to the Directors and their outstanding as at March 31, 2021, are as under:

Name of Director	Grant no. 6	Grant no. 8	Grant no. 12	Options Vested	Options Exercised
*** Mr. Ajey Kumar** *Managing Director*	64,02,980	8,46,214	25,75,597	85,36,993	46,73,597

Name of Director	Grant no. 8	Grant no. 10	Grant no. 12	Grant no. 13	Options Vested	Options Exercised
**** Mr. Vikash Kar** *Whole Time Director*	50,000	45,000	38,000	60,000	1,44,000	0

* resigned w.e.f. August 18, 2020
** ceased to be Whole time Director & CEO w.e.f. June 14, 2021

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

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

Stakeholders' Relationship Committee

Constitution

As on April 1, 2020, the Stakeholders Relationship Committee of the Board comprised of Mr. Roshan Lal Kamboj, Independent Director as Chairman, Mr. Dattatraya Kelkar, Independent Director, Ms. Nanette D'sa, Independent Director and Ms. Nandita Agarwal Parker, Independent Director as the members.

Further, Ms. Nandita Agarwal Parker ceased to be member of the Stakeholders Relationship Committee w.e.f. closing hours of January 14, 2021 due to expiry of tenure of Independent Director as per the provision of the Companies Act,

As at March 31, 2021, the Stakeholders Relationship Committee of the Board comprises of Mr. Roshan Lal Kamboj, Independent Director as Chairman, Mr. Dattatraya Kelkar, Independent Director, and Ms. Nanette D'sa, Independent Director as the members.

During the year under review, Stakeholder Relationship Committee met one (1) time on March 22, 2021.

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.

Mr. Anil Gupta, Company Secretary has been appointed as Compliance Officer w.e.f. June 29, 2021. The designated email for investor service and correspondence is investor_relations@zeelearn.com.

Investor Complaints

During FY 2020-21, the Company had not received any complaint from shareholders/investors, as tabulated below. There were no complaints pending as at the end of the year.

Status of Shareholders' Complaints as on March 31, 2021 and reported under Regulation 13(3) of the Listing Regulations is as under:

No. of Shareholders' complaints pending at the beginning of the year i.e. as on April 1, 2020	Nil
No. of Shareholders' Complaints received during the year	Nil
No. of Shareholders' Complaints resolved during the year	Nil
No. of Shareholders' Complaints pending as on March 31, 2021	Nil

Corporate Social Responsibility Committee

In compliance with requirements of Section 135 read with Schedule VII of the Companies Act, 2013, the Board has constituted Corporate Social Responsibility Committee, as on March 31, 2021 committee comprising of Mr. Roshan Lal Kamboj, Independent Director as Chairman, Mr. Dattatraya Kelkar, Independent Director and Ms. Nanette D'sa, Independent Director as its Members.

During the year under review, CSR Committee met once on March 30, 2021.

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, 2021, the Committee comprises of Mr. Roshan Lal Kamboj, Independent Director as Chairman, and Mr. Vikash Kar, Chief Executive Officer. No meetings of ESOP Allotment Sub-Committee was held during the year.

ii) Finance Sub-Committee

The Finance Sub-Committee of the Board as on March 31, 2021 comprised of Mr. Roshan Lal Kamboj, Independent Director as the Chairman, Mr. Datttraya 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 Director / KMP / Senior Executives of the Company to review, approve and/or grant authorities for managing day-today affairs of the Company within the powers delegated by the Board.

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

iv) Issue & Allotment Sub- Committee

In order to facilitate the process of approving Company's Offering Document for issue of Global Depository Receipts (GDRs) etc, appointment of various intermediaries, approving various agreements, deciding on the terms of issue along with timing thereof, obtaining approval of Stock Exchange(s) and/or other regulatory / statutory / administrative authorities etc., the Board has constituted an Issue and Allotment Committee as on March 31, 2021 comprising of Mr. Roshan Lal Kamboj, Independent Director as Chairman and Mr. Dattatraya Kelkar Independent Director as its member. No Meeting of Issue and Allotment Committee was held during the year.

GENERAL MEETINGS

The Eleventh Annual General Meeting of the Company for the financial year 2020-21 will be held through VC/OAVM on Wednesday, September 29, 2021 at 04:00 p.m.

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
2017 - 2018	Monday, September 24, 2018 at 11.30 a.m.	a) Alteration of Articles of Association in compliance with Companies Act, 2013 b) Re-designation/ appointment of Mr. Ajey Kumar, Executive Director as the Managing Director of the Company and to confirm his terms of remuneration.	Ravindra Natya Mandir, P L Deshpande Kala Academy, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai 400025
2018 - 2019	Thursday, September 26, 2019 at 11.30 a.m.	None	The Hall of Culture', Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai - 400 018
2019 - 2020	Wednesday, December 30, 2020 at 4 P.M	a) To authorise repricing of outstanding Stock Options granted under Company's Employee Stock Option Scheme.	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 passed by way of Postal Ballot during financial year 2020-21.

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.

Whistle Blower Policy

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

Disclosures on materially significant related party transactions

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. There are no material related party transactions and hence no disclosure is required in the Annual Report.

Policy on Materiality of and dealing with Related Party Transactions and Policy on Material Subsidiaries

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

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

Statutory Compliance, Penalties and Strictures

The Company has delayed in filing the financial results for the year ended March31, 2020, for the quarter ended June 30, 2020 and for the quarter ended September 30, 2020 and has payed the penalties levied by the Stock Exchanges in this respect.

Commodity price risk, foreign exchange risk and hedging activities

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

Certificate from Company Secretary in Practice

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

Credit Rating

The credit rating during the financial year 2020-21 for the Overdraft Term Loan of the Company from Brickworks are as follows:

Overdraft Term Loan: The rating reaffirmed is BWR BB (Pronounced as BWR BB) Credit Watch with Negative Implications.

Fees to Statutory Auditors

During the FY 2020-21, the Company has paid to its Statutory Auditor, an aggregate remuneration of Rs. 20.65 Lakhs which is bifurcated as Rs. 17.50 Lakhs paid as Audit fees, Rs.2.50 Lakhs as Tax Audit Fees and Rs. 0.67 Lakhs as fees for certification and tax representation. The total fees paid by the Company to the Statutory Auditors of the Company are also detailed in the Standalone Financial Statements of the Company forming part of this Annual Report.

Recommendation of Committees:

All recommendations / submissions made by various Committees of the Board during the financial year 2020-21 were accepted by the Board.

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. There was no complaint on sexual harassment during the year under review.

DISCLOSURES OF 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 2015. The certificate from Ms. Mita Sanghavi, that the Company has complied with the conditions of Corporate Governance is annexed to the Directors' Report.

MEANS OF COMMUNICATION

The Company has promptly reported all material information including declaration of quarterly financial results, press releases etc., to the Stock Exchanges where the shares of the Company are listed. Such information is also simultaneously displayed on the Company's website www.zeelearn.com. The quarterly, half yearly and annual financial results and other statutory information were communicated to the shareholders by way of advertisement in an English newspaper 'Business Standard' / Free Press Journeal and in a vernacular language newspaper 'Mumbai Lakshadeep / The Global Times / Punya Nagari / Free Press Journal (Marathi)' as per the requirements of Listing Regulations. The financial and other information are filed by the Company on electronic platforms of NSE (NEAPS) and BSE Listing Centre.

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

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

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

General Shareholders Information

The required information is provided in Shareholders Information Section.

Auditor's Certificate on Corporate Governance

To,
The Members of
Zee Learn Limited
CIN: L80301MH2010PLC198405

I have examined the compliance of conditions of Corporate Governance by Zee Learn Limited ('the Company') for the year ended March 31, 2021 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:

My 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.

I 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 me and representations provided by the Management, I 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, except that the Board of the Company comprised of five (5) Directors during the period from January 15, 2021 to March 2, 2021 as against the requirement of minimum of six (6) Directors mandated under Regulation 17(1)(c) of SEBI Listing Regulations. The vacancy in the office of Director was filled within prescribed time.

I 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.

MITA SANGHAVI
Practicing Company Secretary
Membership No.: F7205
Certificate of Practice No. 6364
UDIN: F007205C000777876

Place : Mumbai
Date : 13th August, 2021

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members of
ZEE LEARN LIMITED

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

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company, as stated below as at March 31, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such Authority

Sl. No.	Name of the Director	Category	Director Identification Number	Date of Appointment
1.	Mr. Dattatraya Kelkar	Independent Director	00118037	30/12/2019
2.	Mr. Roshan Lal Khamboj	Independent Director	01076066	17/05/2019
3.	Ms. Nanette D'sa	Independent Director	05261531	31/03/2020
4.	Mr. Vikash Kumar Kar*	Whole-time Director	07418787	19/08/2020
5.	Mr. Surender Singh	Non-Executive Director	08206770	31/07/2020
6.	Mr. Karunn Kandoi	Independent Director	01344843	03/03/2021

* Resigned w.e.f. June 14, 2021.

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

Mrs. Mita P. Sanghavi
Practicing Company Secretary
Membership No.: 7205
C P No. : 6364
UDIN NO-F007205C000777810

Place : Mumbai
Date : August 13, 2021

Shareholders' Information

1	**Date, Time and Venue of Shareholder's Meeting**	Eleventh Annual General Meeting Day & Date : Wednesday, September 29, 2021 Time : 04:00 p.m. Venue : The Company is conducting meeting through VC/OAVM.
2	**Financial Year**	April 1, 2020 till March 31, 2021
3	**Date of Book Closure**	From, Thursday, September 23, 2021 to Wednesday, September 29, 2021
4	**Dividend Payment Date**	NA
5	**Address for Correspondence**	**Registered Office / Corporate Office** Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai - 400 018. Tel: +91 22 7154 1895, Fax: +91 22 2495 5974 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 ₹ 1/- each, fully paid up)
10	**Global Depository Receipts (GDRs) Details**	As at March 31, 2021, none of the Global Depository Receipts have remained outstanding as all the GDRs have been converted into the underlying shares of the Company as on January 15, 2018 which forms part of the existing paid-up share capital of the Company. As on March 31, 2021, none of the Global Depository Receipts have remained outstanding as all the GDRs have been converted into the underlying shares of the Company as on January 15, 2018, thus the services of the Overseas Depository and Domestic Custodian has been discontinued.

11. Registrar & Share Transfer Agent

Link Intime India Private Limited
C-101, 247 Park, L.B.S. Marg,
Vikhroli West, Mumbai- 400083 Tel: +91 22 7154 1895, Fax: +91 22 2495 5974
Email id: rnt.helpdesk@linkintime.co.in

12. 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, Fax: +91 22 2495 5974
E-mail: investor_relations@zeelearn.com

13. Listing Fee:

Company has paid the Annual Listing fees for the Financial Year 2021-22 to the stock exchanges where the shares of the Company are listed (viz NSE & BSE).

14. PAN & Change of Address

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

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

15. Share Transfer System

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

16. Dematerialisation of Equity Shares & Liquidity

To facilitate trading in demat form the Company has made arrangements with both the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Shareholders may open account with any of the Depository Participant registered with any of these two depositories. As on March 31, 2021, 32,59,09,627equity shares constituting 99.94% of the outstanding shares were held in dematerialized form. Entire Equity shareholding of the promoters in Company is held in dematerialized form.

17. Unclaimed Shares

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

Description	Number of shareholders	Number of Equity Shares
Aggregate number of shareholders and the outstanding shares in the suspense account as on April 1, 2020	217	38879
Fresh undelivered cases during the Financial Year 2020-2021	NIL	NIL
Number of shareholders who approached the Company for transfer of shares from suspense account till March 31, 2021	NIL	NIL
Number of shareholders to whom shares were transferred from the suspense account till March 31, 2021	NIL	NIL
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2021	217	38879

The voting rights on the Equity shares outstanding in the suspense account as on March 31, 2021 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 Corporate Office for revalidation / issue of duplicate dividend warrants.

19. Shareholders' Correspondence

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

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

20. Outstanding Convertible Securities

There are no outstanding warrants or any other convertible instruments which are likely to impact the equity capital of the Company as on March 31, 2021.

21. Share Capital Build- up

Particulars	No. of Shares issued	Date of Issue
Issued to Subscribers	50,000	20.01.2010
Sub- Division of Shares from Rs. 10/- each to Re. 1/- each	5,00,000	22.01.2010
Issued to ZEEL Shareholders pursuant to Scheme	12,22,38,599	14.10.2010
Issued to Essel Entertainment Media Limited Shareholders pursuant to Scheme	14,00,00,000	01.07.2011
Allotment under ESOP	2,12,000	30.11.2012
Allotment under ESOP	59,650	13.03.2013
Global Depository Receipt	5,61,79,770	21.05.2013
Allotment under ESOP	18,500	14.08.2013
Allotment under ESOP	52,500	25.10.2013
Allotment under ESOP	54,700	30.01.2014
Allotment under ESOP	15,925	24.03.2014
Allotment under ESOP	30,200	12.05.2014
Allotment under ESOP	28,250	11.06.2014
Allotment under ESOP	36,550	25.08.2014
Allotment under ESOP	2,39,189	24.09.2014
Allotment under ESOP	1,35,950	07.10.2014
Allotment under ESOP	74,663	29.10.2014
Allotment under ESOP	52,500	02.12.2014
Allotment under ESOP	15,488	02.01.2015
Allotment under ESOP	18,975	11.02.2015
Allotment under ESOP	37,688	23.03.2015
Allotment under ESOP	64,788	30.04.2015
Allotment under ESOP	20,600	11.06.2015
Allotment under ESOP	29,000	06.08.2015
Allotment under ESOP	33,535	24.09.2015
Allotment under ESOP	45,188	03.11.2015
Allotment under ESOP	85,799	09.12.2015
Allotment under ESOP	5,591	18.12.2015
Allotment under ESOP	16,035	19.12.2015
Allotment under ESOP	1,22,289	21.12.2015
Allotment under ESOP	52,004	19.01.2016
Allotment under ESOP	62,294	04.02.2016
Allotment under ESOP	16,035	10.02.2016
Allotment under ESOP	49,106	01.09.2016

Particulars	No. of Shares issued	Date of Issue
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 31.03.2021	32,60,92,725	

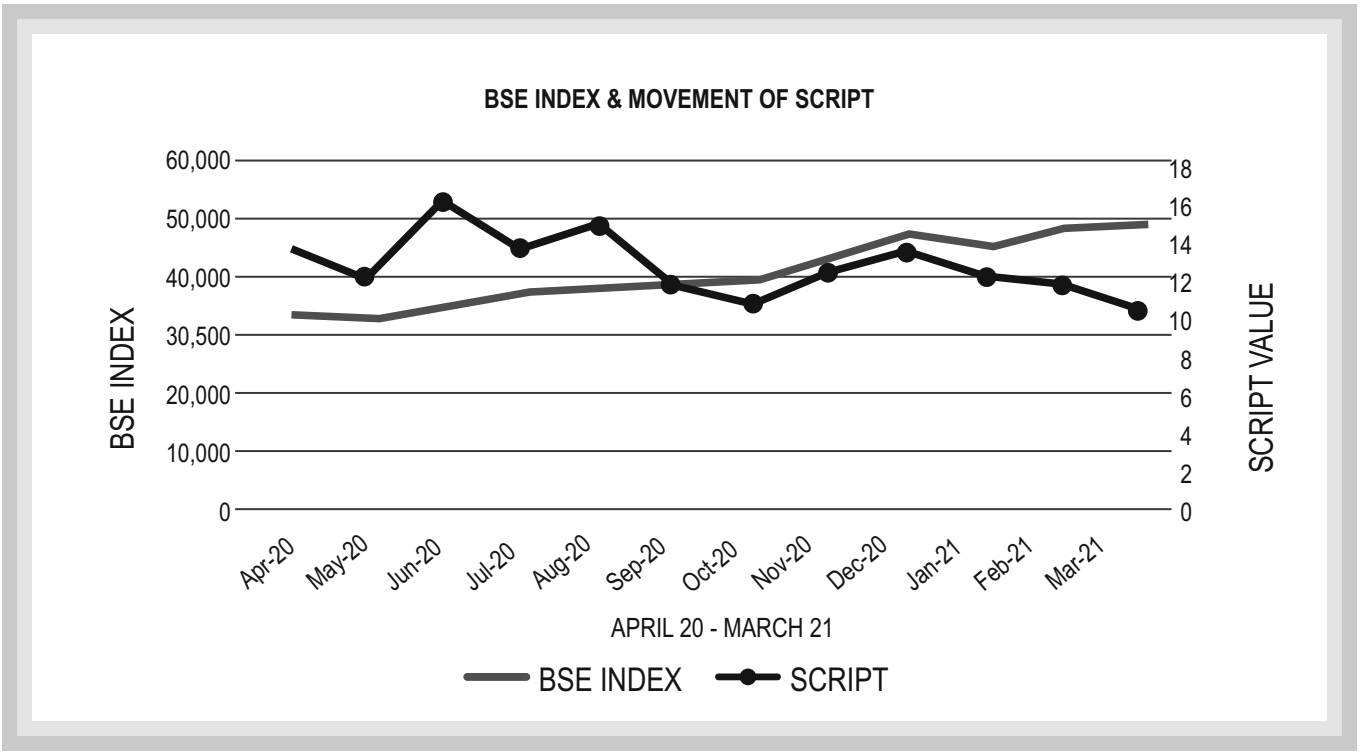
22. Stock Market Data Relating to Shares Listed in India

Monthly high and low quotations and volume of Equity Shares traded on BSE and NSE for the financial year 2020 - 2021:

Months	BSE			NSE		
	High (₹)	Low (₹)	Volume of shares traded	High (₹)	Low (₹)	Volume of shares traded
April 2020	16.14	11.46	26,32,593	16.25	11.40	1,26,02,000
May 2020	14.40	12.00	6,10,517	14.45	11.70	1,10,89,000
June 2020	20.00	16.19	45,69,697	19.80	11.90	3,84,69,000
July 2020	16.50	13.20	28,38,212	16.55	13.40	1,81,65,000
August 2020	17.18	13.35	37,53,698	17.15	13.20	2,42,66,000
September 2020	16.21	11.40	21,51,224	16.20	11.35	1,57,36,000
October 2020	13.26	10.04	31,35,214	13.25	10.05	2,77,20,000
November 2020	12.65	10.50	33,11,243	12.65	10.50	1,84,52,000
December 2020	15.28	12.07	58,20,623	15.25	11.80	4,0710,000
January 2021	14.46	12.00	19,07,073	14.45	11.90	1,29,41,000
February 2021	12.75	11.46	9,67,549	12.80	11.35	7,51,8000
March 2021	13.74	9.89	38,47,329	13.70	09.85	26,79,8000

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

Months	BSE		NSE	
	Script (₹)	S & P BSE SENSEX (₹)	Script (₹)	S & P BSE SENSEX (₹)
April 2020	13.61	33,717.62	13.60	9,859.90
May 2020	12.00	32,424.1	12.00	9,580.30
June 2020	16.19	34,915.8	16.20	10,302.10
July 2020	13.50	37,606.89	13.50	11,073.45
August 2020	14.95	38,628.29	14.90	11,387.50
September 2020	11.71	38,067.93	11.70	11,247.55
October 2020	10.78	39,614.07	10.80	11,642.40
November 2020	12.34	44,149.72	12.35	12,968.95
December 2020	13.55	47,751.33	13.55	13,981.75
January 2021	12.10	46,285.77	12.10	13,634.60
February 2021	11.73	49,099.99	11.75	14,529.15
March 2021	10.38	49,509.15	10.35	14,690.70


BSE INDEX & MOVEMENT OF SCRIPT
60,000
50,000
40,000
30,500
20,000
10,000
0
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SCRIPT VALUE
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APRIL 20 - MARCH 21
BSE INDEX
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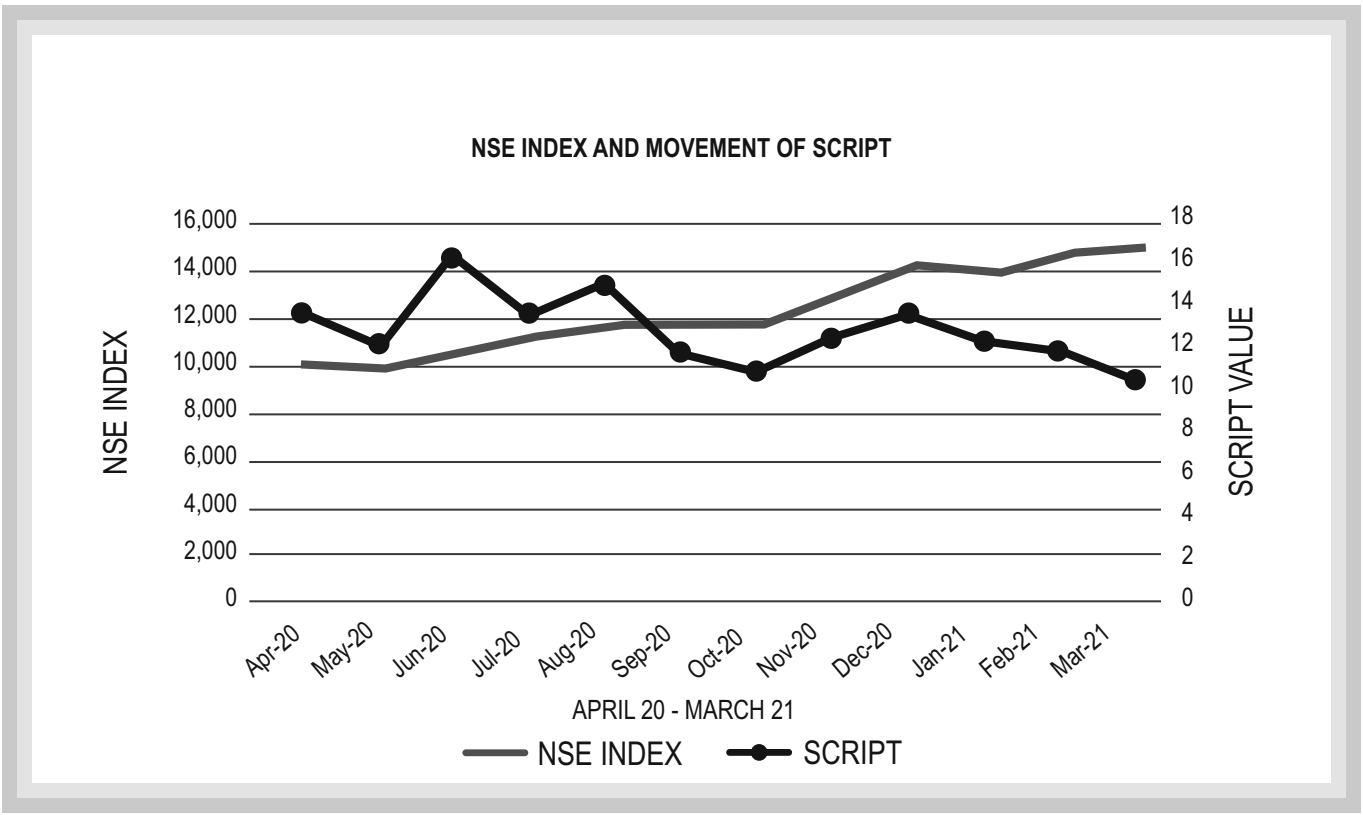
NSE INDEX AND MOVEMENT OF SCRIPT
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Mar-21
APRIL 20 - MARCH 21
NSE INDEX
SCRIPT

24. Distribution of Shareholding as on March 31, 2021

No. of Equity Shares	Share Holders		No. of Shares	
	Number	% of Holders	Number	% of Capital
Up to 500	95307	85.5569	7069837	2.168
501 - 1000	6811	6.1142	5806123	1.7805
1001 - 2000	4088	3.6698	6446905	1.977
2001 - 3000	1618	1.4525	4194097	1.2862
3001 - 4000	759	0.6814	2742264	0.8409
4001 - 5000	796	0.7146	3815099	1.1699
5001 -10000	1108	0.9946	8528640	2.6154
10001 and Above	909	0.816	287489760	88.162
Total	**111396**	**100**	**326092725**	**100**

25. Categories of Equity Shareholders as on March 31, 2021

Category	As on March 31, 2021	
	No. of shares held	% of shareholding
Promoters	85331615	26.1679
Individuals	59547375	18.2609
Body Corporate	99803498	30.6059
Foreign Portfolio Investors	70432219	21.5988
Non Resident Indians	5219636	1.6007
Others	5758382	1.7659
Total	**326092725**	**100.00**

26. Particulars of Shareholding

a) Promoter Shareholding as on March 31, 2021

Sr. No.	Name of Shareholder	No of Shares held	% of shareholding
1	Jayneer Infrapower & Multiventures Private Limited	19404227	5.95
2	Asian Satellite Broadcast Pvt. Ltd	24888250	7.63
3	Jayneer Enterprises LLP	40000	0.01
4	Essel Media Ventures Private Limited	12121036	3.72
5	Sprit Infrapower & Multiventures Private Limited (Formerly Sprit Textiles Pvt. Ltd.)	3864	0.00
6	Essel Infraprojects Limited	0.00	0.00
7	Essel Holdings Limited	28874238	8.85
	Total	**85331615**	**26.16**

b) Top ten (10) Public Shareholding as on March 31, 2021

Sr. No.	Name of Shareholder	No of Shares held	% of shareholding
1	Moon capital trading Pte. Ltd.	20955327	6.4262
2	Rattanindia Finance Private Limited	20950000	6.4246
3	Polus Global Fund	20400000	6.2559
4	Indusind Bank Ltd.	17370000	5.3267
5	Housing Development Finance Corporation Limited	15805000	4.8468
6	Morgan Stanley Asia (Singapore) PTE. - ODI	13804546	4.2333
7	L And T Infrastructure Finance Company Limited	12560000	3.8517
8	L and T Finance Ltd	9602667	2.9448
9	Copthall Mauritius Investment Limited - ODI Account	8105371	2.4856
10	Vyoman Tradelink India Private Limited	4949506	1.5178

27. Credit Rating

The credit ratings during the financial year 2020-21 for Overdraft Term Loan of the Company from Brickworks are as follows:

Overdraft Term: Loan During the year the rating was changed from BWR BBB, Credit Watch with negative implications to BWR BB, Credit Watch with Negative Implications Downgrade.

Business Responsibility Report

As per Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1.	**Corporate Identity Number (CIN)**	:	L80301MH2010PLC198405
2.	**Name of the Company**	:	Zee Learn Limited
3.	**Registered Address**	:	Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai – 400018
4.	**Website**	:	www.zeelearn.com
5.	**Email id**	:	investor_relations@zeelearn.com
6.	**Financial Year reported**	:	April 1, 2020 – March 31, 2021

7. Sector(s) that the Company is engaged in (industrial activity code-wise):

The Company is mainly engaged in the business of Education Support Services i.e. our service in core education segment, ranges from Preschool to K-12 Schools and vocational education – NIC code of main products/Services (2008) - 9992900.

8. Three key products/services that the Company manufactures/ provides (as in balance sheet):

The Company along with its subsidiaries ("Group") is one of the most diversified premium education Group which has made its presence felt in the areas of core and supplementary education. The Group services in core segment range from Preschools to K-12 Schools and vocational education. Under Preschool, the Group has Kidzee, Ankurum and Mount Litera World Preschool. Under the K-12 category the Group operates through Mount Litera Zee School and Mount Litera School International, which provides outstanding education through their holistic based curriculum. In the Higher Education area, we are associated with the leading state private university in Dehradun called the Himgiri Zee University.

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

In the areas of vocational and skilling, the offerings are towards getting students industry ready. Zee Institute of Creative Art (ZICA), Zee Institute of Media Arts (ZIMA) and Design Art (ZIDA) are premier Animation, VFX, Film making, Journalism and design Institute with more than 20 years of experience.

The Group also offers a Teacher Training Programme that help budding teachers to deliver preschool programmes successfully for desired developmental outcomes.

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

9. Total number of locations where business activity is undertaken by the Company:

(i) Number of International locations:
5 Kidzee Centers in Nepal

(ii) Number of National Locations:
750 + for Kidzee and 110 + for MLZS

10. Markets served by the Company:
Preschool, K-12, Vocational and Test-Prep

Section B:

FINANCIAL DETAILS OF THE COMPANY (STANDALONE OPERATIONS)

1. **Paid up Capital** : Rs. 32,60,92,725
2. **Total Revenue** : Rs. 12,031.62 Lakhs
3. **Total Profit after taxes** : Rs. 1,658.50 Lakhs
4. **Total Spending on Corporate Social Responsibility (CSR) as percentage of Profit after tax (%):**

The Company is engaged in Education Support Services, due to the nation-wide lockdown on spread of COVID-19 and subsequently many significant restrictions imposed by government on the general movement and operation of the Education Support Systems, the education sector has suffered a drastic impact leading to a direct impact on the Company.

Though the Company is able to realize profit during the COVID -19 period, it has been facing an extreme situation of inadequate cash flows and the result of which the Company was only able to spend CSR expenditure for the year 2018-19 and not been able to spend the CSR Expenditure for further years in any projects, nor the Company has been able to transfer the amount pertaining to unspent CSR amount in compliance with sub section (5) or (6) of Section 135 of the Companies Act, 2013. However, the Company is continuously monitoring current indicators of future economic conditions and expects full recoverability of its projected cash flow which will have sufficient liquidity to pay CSR expenditure in near future.

5. List of activities in which expenditure in 4 above has been incurred:

Nil

SECTION C:

OTHER DETAILS

1. Does the Company have any Subsidiary Company/Companies?

As at March 31, 2021, the Company has 3 wholly owned subsidiaries, namely Digital Ventures Private Limited; Academia Edificio Private Limited and Liberium Global Resources Private Limited, one subsidiary MT Educare Limited and seven step down subsidiaries.

2. Do the Subsidiary Company/Companies participate in the BR initiatives of the parent Company? If yes, then indicate the number of such subsidiary company(s).

No. As of now, the subsidiary companies are not engaged in BR initiatives process of the Company.

3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity /entities (Less than 30 %, 30-60%, More than 60%):

No, other business partners of the Company do not directly participate in the Company's BR initiatives. The Company endeavors to encourage its franchisees/suppliers/distributors (wherever possible) to participate in the initiative towards BR and to adopt practices which would help them to carry out business in fair manner.

SECTION D:

BR INFORMATION

1. Details of Director/Directors responsible for BR:

a) Details of the Director/Directors responsible for implementation of the BR policy/policies:

Sr. No.	Particulars	Details
1	DIN Number	02725365
2	Name	Ritesh Handa
3	Designation	CEO & Director
4	Telephone Number	+91 22 7154 1895
5	Email Id	compliances@zeelearn.com

2. Principle-wise (as per NVGs) BR Policy/policies

a. Details of Compliance (Reply in Y/N)

Sr. No.	Questions	Business Ethics	Product Responsibility	Employee Wellbeing	Shareholders Engagement	Human Rights	Environment Protection	Public & Regulatory Policy	CSR	Customer Relation
		P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1.	Do you have a Policy/ policies for	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
2.	Has the Policy been formulated in consultation with the relevant Stakeholders?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3.	Does policy conform to any national/ international standard	Policies are prepared ensuring adherence to applicable regulatory requirements and industry standards								
4.	Has the policy been approved by the board? If yes has it been signed by MD/ CEO/ appropriate Board Director?	Policies mandated under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 are approved by the Board and other policies are approved by CEO								
5.	Does the Company have a specified committee of the Board/ Director/ Official to oversee implementation of the policy?	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
6.	Indicate the link for the policy to be viewed online	Most of the relevant policies are disseminated and uploaded for information of relevant stakeholders and employees either on Company's intranet site or on corporate website. Mandatory policies viz. CSR policy, Insider Trading Policy, Code of Conduct, Whistle Blower and Vigil Mechanism Policy etc are available on Company's website www.zeelearn.com								
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes, wherever applicable								
8.	Does the Company have in house structure to implement the policy	Yes								
9.	Does the Company have a grievance redressal mechanism related to the policy to address stakeholders grievances related to the policy?	Yes								
10.	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Yes								

b. If answer to the question at Sr. No 1 against any principle, is "No", please explain why:

Sr. No.	Questions	Business Ethics	Product Responsibility	Employee Wellbeing	Shareholders Engagement	Human Rights	Environment Protection	Public & Regulatory Policy	CSR	Customer Relation
		P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1.	The Company has not understood the principles									
2.	The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3.	The Company does not have financial or manpower resources available for the task				Not Applicable					
4.	It is planned to be done within next six month									
5.	It is planned to be done within next one year									
6.	Any other reason (Please specify)									

3. Governance related to BR

- **Indicate the frequency with which the Board of Directors, Committee of the Board or CEO assesses the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year –**

  The overall BR performance of the Company is accessed annually by the Management/Board of Directors and its committees, while the varied aspects of BR performance of each department/unit are assessed by the respective department/units heads on a regular basis. The Business Responsibility Report being published by the Company as part of the Annual Report. The Report can also be accessed at company's website at www.zeelearn.com.

- **Does the Company publish a BR or sustainability Report? What is hyperlink for viewing this report? How frequently it is published?**

  The BR report is/shall be available as part of Annual Report on www.zeelearn.com

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1:

Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

A company's governance practices have a direct bearing on its sustainable growth. Ethics and transparency are fundamental pillars which underline our business activities. As a responsible organization, the Company does its business with utmost integrity and adheres to best governance practices. The Company's Code of Conduct for Directors and Senior Management Executives serves as a guiding tool and ensures that principles get translated into consistent practice, thereby leading the Company towards high standards of business conduct.

A Whistle Blower Policy/Vigil Mechanism is also in place which provides a channel to the employees and Directors to report to the management, promptly and directly, the concerns about unethical behaviour, actual or suspected fraud or any irregularity in the practices or violation of the Company's codes and policies. The Code, policies and standards communicate our zero tolerance approach to ethical violations, and communicate our commitment and requirement for legal compliance and ethical good practice.

To ensure that all employees are well-versed with the Code, a mandatory training is provided for new recruits, and refresher workshops on anti-corruption policies and procedures are conducted for all the employees at various levels.

1. **Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/No. Does it extend to the Group/Joint Ventures/ Suppliers/ Contractors/NGOs/ Others?**

   The policies are applicable to the employees at all levels, including subsidiaries. Though the Company's policies do not apply to external stakeholders including suppliers, contractors, NGOs etc., the Company follows zero tolerance on any acts of bribery, corruption etc. by such agencies during their dealings with the Company and or with any of its employees.

2. **How many stakeholders' complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.**

   As mentioned in the Corporate Governance Report, zero complaint was received from Shareholders during FY 2020-21. Additionally, on an ongoing basis the complaints/grievances/views/suggestions from all stakeholders are dealt with by respective functions within the Company. During the financial year, no complaints were received from any of the Company's stakeholders on ethics, transparency and accountability.

Principle 2:

Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

The Company's business is in compliance with applicable regulations issued by various regulatory authority from time to time.

1. **List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.**

   The Company is engaged in the business of providing Education Support Services across India, and it addresses social and environmental concerns.

2. **For each such product, provide the following details in respect of resource use (energy, water, raw materials etc.) per unit of product (optional) including**

   a) Reduction during sourcing/production/distribution throughout the value chain and

   b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

   Considering nature of business of the Company the said questions are not applicable to the Company.

3. **Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably?**

   Since the Company is not involved in the manufacturing activity, the reporting on sustainable sourcing is not applicable.

4. **Has Company taken any steps to procure goods and services from local and small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve the capacity and capability of local and small vendors**

   The Company wherever practically possible procure goods and services from local and small producers, which has contributed to their growth.

5. **Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste. (Separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.**

   Since the Company is not involved in the manufacturing activity, it does not discharge any effluent or waste. However mindful of the need for recycling products and waste, the Company has been directing its efforts in reducing use of plastic bottles, recycling used plastic bottles etc.

Principle 3:

Business should promote the well-being of all employees

1. **Please indicate the total number of employees:** 253
2. **Please indicate the total number of employees hired on temporary/ contractual /casual basis:** 27
3. **Please indicate the number of permanent women employees:** 86
4. **Please indicate number of permanent employees with disabilities:** Nil
5. **Do you have employee association that is recognized by management?**

   The Company does not have an employee association. However, mechanism is in place for employees to represent their issues, if any, and the same is resolved amicably.

6. **What percentage of your permanent employees are members of this recognized employee association? :**

   Not Applicable

7. **Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending as on the end of the financial year.**

   During the year under review, the Company had not received any complaints relating to child labour, forced labour, involuntary labour, sexual harassment at workplace.

8. **What percentage of your above-mentioned employees were given safety and skill up-gradation training in the last year?**

   The Company organizes various training sessions in-house on a regular basis for its employees and also sponsors its employees to attend training sessions organized by external professional bodies to facilitate upgradation of skill, of employees handling relevant functions.

Principle 4:

Businesses should respect interest of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

1. **Has the Company mapped its internal and external shareholders?**

   Yes. The Company has identified students, recruiters, franchise partners, suppliers, vendors, landlords, employees, regulatory bodies, shareholders and community at large, including the disadvantage groups and vulnerable sectors like children/women and the civil society as its stakeholders

2. **Out of the above, has the Company identified the disadvantaged, vulnerable and marginalized stakeholders?**

   Yes, the Company has identified and is responsive towards the needs of all its stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

3. **Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders? If so, provide details thereof**

   No

Principle 5:

Business should respect and promote human rights

As a socially responsible organization, the Company is committed to protect and safeguard human rights. The Company has adopted several policies viz. Code of Conduct, Policy against Sexual harassment, Whistle Blower and Vigil Mechanism Policy etc which ensures that there is no violation of human rights in its conduct externally or internally.

1. **Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint ventures/ suppliers/ contractors/ NGOs/Others?**

   The Company has put in place a Code of Conduct and expect its stakeholders to adhere and uphold the standards contain therein.

2. **How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the Management?**

   There were no complaints reported on violation of any human rights during the financial year 2020-21.

Principle 6:

Business should respect, protect, and make efforts to restore the Environment

The Company's business of providing Education Support Services have minimal impact on the environment.

1. **Does the policy related to principle 6 cover only the Company or extend to the Group/Joint ventures/ suppliers/ contractors/ NGOS/ Others?**

   The Company's environmental, health and safety policy extends to all employees and group companies.

2. **Does the Company have strategies/initiatives to address global environmental issues such as climate change, global warming, etc.? Y/N. If yes, please give hyperlink for webpage etc.**

   No

3. **Does the company identify and assess potential environmental risks? Y/N**

   No

4. **Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?**

   No

5. **Has Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy etc? Y/N. If yes, please give hyperlink to web page etc.**

   No

6. **Are the Emissions/Waste generated by the Company within permissible limits given by CPCB/SPCB for the financial year being reported?**

   Not applicable

7. **Number of show cause/legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as of end of financial year.**

   Nil

Principle 7:

Business, when engaged in influencing public and regulatory policy, should do so in a responsible manner

1. **Is your Company a member of any trade and chambers or association? If yes, name only those major ones that your business deals with.**

   No

2. **Have you advocated/lobbied through above associations for advancement or improvement of public good? Yes/No; If yes, specify the broad areas**

   No

Principle 8:

Businesses should support inclusive growth and equitable development

CSR at Zee Learn is all about creating sustainable programs, that actively contribute to and support the social and economic development of the society. In line with this intent, your Company has adopted a unified approach towards CSR at Essel Group level.

1. **Does the Company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8?**

   CSR activities at Zee Learn are primarily focused on Education, Health Care, Women Empowerment and Sports as per the CSR Policy of the Company.

2. **Are the programmes/projects undertaken through in-house team/ own foundation/ external NGO/government structures/any other organisation?**

   The CSR programmes/projects at Zee Learn are undertaken as per the CSR policy of the Company.

3. **Have you done any impact assessment of your initiative?**

   The CSR activities are placed before the CSR Committee for its review and assessment.

4. **What is Company's direct contribution to community development projects-Amount in INR and the details of the projects undertaken?**

   Refer details of CSR contributions in the Annual report on CSR forming part of this Annual Report.

5. **Have you taken steps to ensure that this community development initiative is successfully adopted by the community?**

   Yes

Principle 9:

Business should engage with and provide value to their customers and consumers in a responsible manner

The Company is committed to providing the best learning experience to its students and fulfilling the business needs of its franchise partners to the utmost level. All activities of the Company are targeted to provide value to its customers.

1. **What percentage of customer complaints/ consumer cases are pending as on the end of financial year?**

   There are no consumer cases / customer complaints outstanding as on the end of financial year.

2. **Does the Company display product information on the product label, over and above what is mandated as per local laws?**

   Information is furnished as per applicable local laws

3. **Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and or anticompetitive behavior during the last five years and pending as of end of financial year?**

   None

4. **Did your Company carry out any consumer survey/consumer satisfaction trends?**

   The Company has dedicated customer service department to monitor and address consumer issues and resolve them.

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, 2021 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, 2021 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.

Ritesh Handa
Chief Executive Officer

Rakesh Agarwal
Chief Financial Officer

Date : June 29, 2021
Place : Mumbai

Independent Auditor's Report on standalone financial statements

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 2021, 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 2021, and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

2. Basis for qualified opinion

As stated in note 53 to the standalone financial statements, the Company has non-current investment in its subsidiary company viz MT Educare Limited (MTEL) with a carrying value at cost of Rs. 27,812.22 lakhs. MTEL on a consolidated basis has a positive net worth as at 31 March 2021. Further as explained in the said note, the Company, due to the prevailing unprecedented Covid-19 pandemic situation and the uncertainty connected to it, has not been able to carry out a detailed and comprehensive assessment of the asset in accordance with the principles of Indian Accounting standard – 36 "Impairment of Assets" and hence no adjustments have been considered by the Company to the carrying value of this non-current investment as at 31 March, 2021. In the absence of sufficient and appropriate audit evidence by way of such detailed and comprehensive assessment due to the current COVID-19 pandemic situation, we are unable to comment upon adjustments, if any, that may be required to the carrying value of this non-current investment on the standalone financial statements.

The audit report for the previous year ended 31 March 2020, which was audited by the predecessor auditor, was also qualified in respect of this matter.

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. Emphasis of matter

a) We draw attention to note 33 to the standalone financial statements regarding the Company's investments and loan amounting to Rs 51,729.39 lakhs in its wholly owned subsidiary viz Digital Ventures Private Limited (DVPL) outstanding as at 31 March 2021. As stated in the said note, the Company has carried out valuation of assets in DVPL by an independent agency and based on such valuation report the fair value of assets is more than the investments and loan made by the Company. Accordingly, the management considers that no impairment is required to the said investments and loan outstanding as at 31 March 2021.

b) We draw attention to note 46 to the standalone financial statements that state that the management has made an assessment of the impact of COVID-19 on the Company's operations, financial performance, and position as at and for the year ended 31 March 2021. Further, as stated in the said note, the Company has made necessary provisions under the Expected Credit Loss model and concluded that there is no further impact which is required to be recognized in the standalone financial statements. However, the extent of the impact of the COVID-19 pandemic on the Company's result is dependent upon future developments and the Company is monitoring the rapidly evolving situation and its potential impacts on the Company's financial position.

Our opinion is not modified in respect of the above matters.

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 2021. 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 matter 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.

a) Assessment of going concern basis (Refer note 2A(a)(ii)) to the standalone financial statements

The Covid-19 pandemic has caused an impact on the business operations of the Company and its financial health. Further, during the year, the credit rating of Company's borrowings has been downgraded and further its current liabilities exceeded its current assets as at 31 March 2021.

While the above factors indicated a need to assess the Company's ability to continue as a going concern, as mentioned in aforesaid note, the Company has taken into consideration the following mitigating factors in its assessment for going concern basis of accounting.

- The Company is in talks with its stakeholders like vendors to renegotiate the prices in order to decrease its costs thereby improving its margin.
- The Company is discussing with its lenders to restructure its debt and avail moratorium so that it can conserve cash so as to improve its cash flows.
- The Company has undertaken several cost rationalisation measures and cut its fixed cost like employee cost, rent, warehousing & transport, etc to improve its margins.
- The Company has also undertaken several initiatives like blended learning program for its business partners in KIDZEE as well as MLZS so that the education of children is not hindered.

Management has prepared future cash flow forecasts taking into cognizance the above developments and performed sensitivity analysis of the key assumptions used therein to assess whether the Company would be able operate as a going concern for a period of at least twelve months from the date of the standalone financial statements, and concluded that the going concern basis of accounting used for preparation of the accompanying financial statements is appropriate with no material uncertainty.

We have considered the assessment of management's evaluation of going concern basis of accounting as a key audit matter due to the pervasive impact thereof on the standalone financial statements and the significant judgements and assumptions that are inherently subjective and dependent on future events, involved in preparation of cash flow projections and determination of the overall conclusion by the management.

Auditor's Response

Our audit procedures included but were not limited to, the following in relation to assessment of appropriateness of going concern basis of accounting:

- Obtained an understanding of the management's process for identifying all the events or conditions that could impact the Company's ability to continue as a going concern and the process followed to assess the mitigating factors for such events or conditions. Also, obtained an understanding around the methodology adopted and the associated controls implemented by the Company to assess their future business performance to prepare a robust cash flow forecast;
- Reviewed the cash flow forecast and considered the same to check whether the Company will be able to meet its financial obligations falling due within next twelve months;
- Tested the appropriateness of key assumptions used by the management, including the impact of COVID-19 pandemic on such assumption, that had most material impact in preparation of the cash flow forecast;
- Assessed the appropriateness and adequacy of the disclosures made in the standalone financial statements in respect of going concern.

b) Revenue recognition

Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of Ind AS 115 "Revenue from Contracts with Customers"

- Sales are recognized when the control of the goods and services is transferred to the customer.
- Revenue is recognized at the amount that reflects the considerations to which the Company expects to be entitled in exchange for transferring goods or services to customer.
- Revenue is recognized over a time or point in time.
- The Company focuses on revenue as a key performance measure which could create an incentive for revenue to be recognized before the control.

Auditor's Response

We assessed the Company's process of identifying the revenue accounting.

Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:

- Evaluated the design of internal controls relating to implementation of the Indian Accounting Standard (Ind AS) pertaining to revenue.
- Assessing the application of Company's accounting policies over revenue recognition and comparing the Company's accounting policies with revenue recognition with applicable Indian Accounting Standards.
- Identifying the nature of the revenues and identification of any unusual contract terms.
- Testing the revenue recognized including testing of Company's control on revenue recognition, when applicable. Our testing included tracing the information to agreements and payments.
- Assessing the revenue recognized with substantive analytical procedures, and
- Assessing the Company's disclosure on revenue recognition.

Our procedures did not identify any material exceptions.

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 and Chairman's Statement 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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) if the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

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

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

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

8. Other matter

The standalone financial statements of the Company for the previous year ended 31 March 2020 were audited by the predecessor auditor who has expressed a modified opinion on those standalone financial statements vide their report dated 07 October 2020.

9. Report on other Legal and Regulatory requirements

I. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Act, 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 matter described in the 'Basis for qualified opinion' section, 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 matter 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 standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone 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 matter described in the 'Basis for qualified opinion' section, 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 matter 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 2021 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2021 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, 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.

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

Nitin Jain
Partner
Membership Number 215336

Mumbai, 29 June 2021

UDIN: 215336AAAADL7811

Annexure - A to the Independent Auditor's Report

Annexure referred to in paragraph 9(II) 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 2021

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

(b) During the year, the fixed assets of the Company 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 are held in the name of the Company.

ii. 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.

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

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

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

vi. The maintenance of cost records has been specified by the Central Government under Sub-section (1) of Section 148 of the Act and rules thereunder. We have broadly reviewed such records and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

vii. 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 significant delays in depositing advance income tax, taxes deducted at source and goods and service tax. There are no undisputed amounts payable in respect of aforesaid dues outstanding as at 31 March 2021 for a period of more than six months from the date they became payable.

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

Name of the Statute	Nature of the Dues	Amount (In lakhs)	Period to which the amount relate	Forum where dispute is pending
The Central Sales Tax Act, 1956	Sales Tax	49.95	F.Y. 2005 - 2006	Deputy Commissioner of Sales Tax, Appeals
	Sales Tax	90.81	F.Y. 2010 - 2011	Joint Commissioner of Sales Tax
	Sales Tax	50.49	F.Y. 2012 - 2013	Joint Commissioner of Sales Tax
The Maharashtra Value Added Tax Act, 2002	Value Added Tax	74.64	F.Y. 2005 - 2006	Deputy Commissioner of Sales Tax , Appeals
	Value Added Tax - Penalty	46.55		
	Value Added Tax	42.85	F.Y. 2010 - 2011	Joint Commissioner of Sales Tax
	Value Added Tax	41.08	F.Y. 2012 - 2013	Joint Commissioner of Sales Tax

Name of the Statute	Nature of the Dues	Amount (In lakhs)	Period to which the amount relate	Forum where dispute is pending
Finance Act 1994	Service Tax	17.90	F.Y 2009 - 2010 to F.Y. 2011- 2012	Central Excise and Service Tax Appellate Tribunal
	Service Tax	19.49	F.Y 2007 - 2008 to F.Y. 2010 - 2011	Central Excise and Service Tax Appellate Tribunal
	Service Tax	11.51	F.Y 2007 - 2008 to FY 2012 - 2013	Central Excise and Service Tax Appellate Tribunal
	Service tax	512.33	F.Y. 2011 - 2012 to F.Y. 2014 -2015	Central Excise and Service Tax Appellate Tribunal
	Service Tax - Penalty	553.97		
	Service Tax	602.73	F.Y. 2016 – 2017 to F.Y. 2017-2018	Commissioner of Central Goods and Service Tax

viii. According to the records of the Company examined by us and the information and explanations given to us, there are no dues payable to government and financial institution. The Company has defaulted in repayment of following loans or borrowings to banks and debenture holders during the year, which were paid on or before the balance sheet date.

Sr. No.		Principle		Interest	
		Amount (Rs. in lakhs)	Period of delays (in days)	Amount (Rs. in lakhs)	Period of delays (in days)
1.	**Debentures**	-	-	111.17	1
2.	**Loan from Banks**				
	DCB Bank Limited	67.64	1-38	155.14	1-34
	Yes Bank	98.72	16-30	116.86	16-30

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

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

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

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

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

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

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

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

Nitin Jain
Partner
Membership Number 215336

Mumbai, 29 June 2021

UDIN: 215336AAAADL7811

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 the Company on the standalone financial statements for the year ended 31 March 2021

We have audited the Internal Financial Controls over financial reporting of Zee Learn Limited ("the Company") as of 31 March 2021 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 2021:

The Company's internal financial control with regard to evaluation of the carrying values of its investment in and loan given to its subsidiaries in compliance with the applicable Indian Accounting Standard (Ind AS) were not operating effectively, as the Company could not carry out a detailed and comprehensive assessment of such investment/loan as per the applicable Ind AS due to the prevailing Covid-19 pandemic (as fully explained in the 'Basis for qualified opinion' of our main report), 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 2021, 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 2021, 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
Partner
Membership Number 215336

Mumbai, 29 June 2021

UDIN: 215336AAAADL7811

Standalone Balance Sheet as at 31 March 2021

(₹ lakhs)

	Note	31 March 2021	31 March 2020
ASSETS			
Non-current assets			
(a) Property, plant and equipment	3	426.06	603.98
(b) Right-of-use asset	4	1,216.12	1,913.55
(c) Investment property	5	5.85	5.85
(d) Intangible assets	6	114.01	154.29
(e) Intangible assets under development	6	12.20	12.61
(f) Financial assets			
(i) Investments	7	50,603.80	50,602.76
(ii) Loans	8	18,467.12	15,724.46
(iii) Other financial assets	9	172.31	218.10
(g) Deferred tax assets (net)	10	642.99	503.57
(h) Non-current tax assets (net)	11	5.43	174.85
(i) Other non-current assets	12	111.52	121.87
Total non-current assets		**71,777.41**	**70,035.89**
Current assets			
(a) Inventories	13	1,065.78	1,769.93
(b) Financial assets			
(i) Investments	14	9,572.00	9,572.00
(ii) Trade receivables	15	1,578.89	1,800.30
(iii) Cash and cash equivalents	16 (A)	86.85	107.32
(iv) Bank balances other than (iii) above	16 (B)	59.43	57.12
(v) Other financial assets	9	1,147.25	983.93
(c) Other current assets	12	169.70	202.02
Total current assets		**13,679.90**	**14,492.62**
Total Assets		**85,457.31**	**84,528.51**
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	17	3,260.93	3,260.93
(b) Other equity	18	46,358.84	44,492.12
Total Equity		**49,619.77**	**47,753.05**
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	11,064.53	11,508.25
(ii) Lease liabilities	20	1,133.60	1,486.86
(iii) Other financial liabilities	21 (B)	697.04	738.76
(b) Provisions	22	191.76	196.88
(c) Other liabilities	23	5,936.01	6,911.52
Total non-current liabilities		**19,022.94**	**20,842.27**
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	4,361.74	4,384.66
(ii) Lease liabilities	20	223.69	549.70
(iii) Trade payables	21 (A)		
(1) total outstanding dues of micro enterprises and small enterprises		953.46	578.54
(2) total outstanding dues of creditors other than micro enterprises and small enterprises		990.45	1,098.11
(iv) Other financial liabilities	21 (B)	6,900.00	4,483.84
(b) Other current liabilities	23	2,914.46	4,578.24
(c) Provisions	22	33.85	30.51
(d) Current tax liabilities (net)	24	436.95	229.59
Total current liabilities		**16,814.60**	**15,933.19**
Total Liabilities		**35,837.54**	**36,775.46**
Total Equity and Liabilities		**85,457.31**	**84,528.51**

Notes forming part of the standalone financial statements **1-54**

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

For and on behalf of the board

Nanette D'sa
Director
DIN - 05261531

Surender Singh
Director
DIN - 08206770

Ritesh Handa
Chief Executive Officer

Rakesh Agarwal
Chief Financial Officer

Anil Gupta
Company Secretary

Place : Mumbai
Date : 29 June 2021

Standalone Statement of Profit and Loss for the year ended 31 March 2021

(₹ lakhs)

	Note	31 March 2021	31 March 2020
Income			
Revenue from operations	25	9,031.07	19,437.24
Other income	26	3,000.55	2,393.32
Total Income		**12,031.62**	**21,830.56**
Expenses			
Operational cost	27	1,820.64	3,364.82
Employee benefits expense	28	2,483.94	3,058.86
Finance costs	29	2,585.70	2,451.91
Depreciation and amortisation expense	30	771.62	872.08
Other expenses	31	2,086.15	2,967.49
Total Expenses		**9,748.05**	**12,715.16**
Profit before tax		**2,283.57**	**9,115.40**
Less : Tax expense			
Current tax	32	771.57	2,288.89
Deferred tax charge / (credit)		(146.50)	(35.41)
Total Tax Expense		**625.07**	**2,253.48**
Profit for the year	**(A)**	**1,658.50**	**6,861.92**
Other comprehensive income / (loss)			
Items that will not be reclassified to profit or loss			
- Remeasurement gain/(loss) on defined benefit plan		28.14	(18.09)
Income tax effect on above		(7.08)	4.64
Other comprehensive income / (loss) for the year	**(B)**	**21.06**	**(13.45)**
Total comprehensive income for the year	**(A+B)**	**1,679.56**	**6,848.47**
Earnings per equity share (face value ₹ 1 each)	47		
Basic (₹)		0.51	2.10
Diluted (₹)		0.51	2.10

Notes forming part of the standalone financial statements **1-54**

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

For and on behalf of the board

Nanette D'sa
Director
DIN - 05261531

Surender Singh
Director
DIN - 08206770

Ritesh Handa
Chief Executive Officer

Rakesh Agarwal
Chief Financial Officer

Anil Gupta
Company Secretary

Place : Mumbai
Date : 29 June 2021

Standalone Statement of Changes in Equity for the year ended 31 March 2021

A. Equity share capital	Note	(₹Lakhs)
Balance as at 01 April 2019	17	**3,260.79**
Changes in equity share capital	17(a)	0.14
Balance as at 31 March 2020	17	**3,260.93**
Changes in equity share capital	17(a)	-
Balance as at 31 March 2021		**3,260.93**

B. Other equity (₹ Lakhs)

	Reserves and surplus					
	Securities premium	Debenture redemption reserve	Share options outstanding account	General reserve	Retained earnings	Total other equity
Balance as at 01 April 2019	**12,522.38**	**1,218.75**	**560.43**	**13,971.80**	**9,741.93**	**38,015.29**
Profit for the year	-	-	-	-	6,861.92	6,861.92
Re-measurement gains / (losses) on defined benefit plans (net of tax)	-	-	-	-	(13.45)	(13.45)
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**6,848.47**	**6,848.47**
	12,522.38	**1,218.75**	**560.43**	**13,971.80**	**16,590.40**	**44,863.76**
Transferred from retained earnings	-	203.13	-	-	(203.13)	-
Dividend paid	-	-	-	-	(326.09)	(326.09)
Dividend distribution tax paid	-	-	-	-	(67.03)	(67.03)
Exercise of shares options	4.63	-	(1.85)	-	-	2.78
Share based payment expense (net)	-	-	18.70	-	-	18.70
Balance as at 31 March 2020	**12,527.01**	**1,421.88**	**577.28**	**13,971.80**	**15,994.15**	**44,492.12**
Profit for the year	-	-	-	-	1,658.50	1,658.50
Re-measurement gains / (losses) on defined benefit plans (net of tax)	-	-	-	-	21.06	21.06
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**1,679.56**	**1,679.56**
	12,527.01	**1,421.88**	**577.28**	**13,971.80**	**17,673.71**	**46,171.68**
Share based payments						
- Share based payment expense (net)	-	-	187.16	-	-	187.16
- Transferred to retained earnings on lapse of vested options	-	-	(50.59)	-	50.59	-
	-	**-**	**136.57**	**-**	**50.59**	**187.16**
Balance as at 31 March 2021	**12,527.01**	**1,421.88**	**713.85**	**13,971.80**	**17,724.30**	**46,358.84**

1) Securities premium is used to record premium on issue of shares. It is utilised in accordance with the provisions of Companies Act, 2013.
2) Debenture redemption reserve 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 employee 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 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.
5) Retained earnings represent the accumulated earnings net of losses if any made by the Company over the years.

Notes forming part of the standalone financial statements **1-54**

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

For and on behalf of the board

Nanette D'sa
Director
DIN - 05261531

Surender Singh
Director
DIN - 08206770

Ritesh Handa
Chief Executive Officer

Rakesh Agarwal
Chief Financial Officer

Anil Gupta
Company Secretary

Place : Mumbai
Date : 29 June 2021

Standalone Statement of Cash Flows for the year ended 31 March 2021

(₹ lakhs)

		31 March 2021	31 March 2020
A.	**Cash flow from operating activities**		
	Net profit before tax	2,283.57	9,115.40
	Adjustments for :		
	Depreciation and amortisation expense	771.62	872.08
	Liabilities no longer required / excess provision written back	(199.38)	(88.02)
	Share based payment expense	187.16	18.70
	Net gain on Investments measured at fair value through profit or loss (FVTPL)	-	(4.21)
	Loss on sale / discard of property, plant and equipment / intangible assets	17.03	0.67
	Interest expense	2,583.30	2,447.78
	Allowances for credit losses	621.69	242.21
	Gain on derecognition of right-of-use assets	35.84	4.07
	Amortization of ancillary borrowing costs	6.26	6.26
	Unwinding of discount on security deposits	333.65	378.64
	Dividend income	(0.01)	(0.01)
	Interest income	(2,009.66)	(1,461.45)
	Operating profit before working capital changes	**4,631.07**	**11,532.12**
	Changes in working capital :		
	(Increase) / Decrease in inventories	704.15	(455.45)
	(Increase) / Decrease in trade and other receivables	(483.20)	202.84
	Increase / (Decrease) in trade and other payables	(2,832.66)	(1,064.35)
	Cash generated from operations	**2,019.36**	**10,215.16**
	Income tax paid (net)	(394.79)	(2,091.94)
	Net cash flow from operating activities (A)	**1,624.57**	**8,123.22**
B.	**Cash flow from investing activities**		
	Purchase of property, plant and equipment / intangible assets / capital work-in-progress	(46.27)	(346.31)
	Proceed from/(Investments) in deposits with bank	(2.81)	0.40
	Purchase of current investments	-	(1,000.00)
	Sale of current investments	-	1,000.00
	Loans given to subsidiary companies	(2,090.49)	(6,364.71)
	Receipt of loans given to subsidiary companies	1,202.84	1,094.21
	Loans given to others	-	(83.90)
	Dividend received	(0.02)	-
	Interest received	150.78	160.07
	Net cash flow used in investing activities (B)	**(785.97)**	**(5,540.24)**

Standalone Statement of Cash Flows for the year ended 31 March 2021

(₹ lakhs)

		31 March 2021	31 March 2020
C.	**Cash flow from financing activities**		
	Proceeds from issue of equity shares (including securities premium)	-	2.92
	Proceeds from non-current borrowings (Refer note 5 below)	1,470.47	5,755.00
	Repayment of non-current borrowings (Refer note 5 below)	(861.17)	(3,839.57)
	Payment of lease liabilities (including interest)	(591.02)	(696.91)
	Dividend paid (including dividend distribution tax)	-	(393.12)
	Interest paid	(877.35)	(4,271.78)
	Net cash flow used in financing activities (C)	**(859.07)**	**(3,443.46)**
	Net cash flow during the year (A+B+C)	(20.47)	(860.48)
	Cash and cash equivalents at the beginning of the year	107.32	967.80
	Net cash and cash equivalents at the end of the year	**86.85**	**107.32**
	Add : Balances earmarked	59.43	57.12
	Cash and bank balances at the end of the year	**146.28**	**164.44**

Notes

(₹lakhs)

		31 March 2021	31 March 2020
1.	**Component of cash and bank balances as follows**		
	Cash and cash equivalents	86.85	107.32
	Bank Balances other than cash and cash equivalents	59.43	57.12
	Total	**146.28**	**164.44**

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 52.
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".
4. The impact of non-cash transactions have not been given in the above statement of cash flows, details of which are given in note 52
5. Proceeds from and repayments of non-current borrowings include ₹/lakhs 1,470.47 and ₹/lakhs 746.88 respectively, relating to wholly owned subsidiary.
6. Previous year's figures have been regrouped, recast wherever necessary.

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

For and on behalf of the board

Nanette D'sa
Director
DIN - 05261531

Surender Singh
Director
DIN - 08206770

Ritesh Handa
Chief Executive Officer

Rakesh Agarwal
Chief Financial Officer

Anil Gupta
Company Secretary

Place : Mumbai
Date : 29 June 2021

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 2021, were authorised for issue by the Board of Directors at their meeting held on 29 June 2021.

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) **Going concern**

The Covid-19 pandemic has caused an impact on the business operations of the Company and its financial health. Further, during the year, the credit rating of Company's borrowings has been downgraded and also its current liabilities exceeded its current assets as at 31 March 2021. However, the standalone financial statements of Company have been prepared on going concern basis based on the future business potentials and mitigating factors adopted which are as follows:

- The Company is in talks with its stakeholders like vendors to renegotiate the prices in order to decrease its costs thereby improving its margin.
- The Company is discussing with its lenders to restructure its debt and avail moratorium so that it can conserve cash so as to improve its cash flows.
- The Company has undertaken several cost rationalisation measures and cut its fixed cost like employee cost, rent, warehousing and transport, etc to improve its margins.
- The Company has also undertaken several initiatives like blended learning program for its business partners in KIDZEE as well as Mount Litera Zee School (MLZS) so that the education of children is not hindered.

Management has prepared future cash flow forecasts taking into cognizance the above developments and performed sensitivity analysis of the key assumptions used therein to assess whether the Company would be able operate as a going concern for a period of at least twelve months from the date of financial statements, and concluded that the going concern basis of accounting used for preparation of the accompanying standalone financial statements is appropriate with no material uncertainty.

iii) **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/-.

iv) **Current non-current classification**

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

b Property, plant and equipment

(i) 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 life. 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 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.

Notes forming part of the Standalone Financial Statements

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. 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 / intangible assets

Depreciable amount for property, plant and equipment / 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) 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 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 / intangibles / investment property

The carrying amount of an item of property, plant and equipment / intangibles / investment property is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of property, plant and equipment / intangibles is measured as the difference between the net disposal in proceeds and the carrying amount of the item and is recognised in the 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 asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

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 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

Notes forming part of the Standalone Financial Statements

direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

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. 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 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.

Notes forming part of the Standalone Financial Statements

(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 Effective Interest Rate (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

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.

Notes forming part of the Standalone Financial Statements

(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.

(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 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.

(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 standalone statement of profit or loss.

Notes forming part of the Standalone Financial Statements

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.

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

Revenue is measured at the fair value of consideration received or receivable. Revenue is recognised only when it can be reliably measured and it is probable that future economic benefits will flow to the Company.

Transaction price is accounted net of Goods and Services Tax (GST). GST is not received by the Company on its own account, rather, it is collected by the Company on behalf of the government. Accordingly, it is excluded from revenue.

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

(ii) Services

a) Course fees and Royalty income is recognized over the duration of the course and as per agreed terms

b) Franchise fees is recognized as per the agreed terms of the agreement.

c) Revenue from other services is recognised as and when such services are completed/performed.

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

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

(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 assets and liabilities

Contract assets relate primarily to the Company's rights to consideration for work completed but not billed at each reporting date. Contract assets are transferred to receivables when the rights become unconditional. This usually occurs when the Company issues an invoice to a customer.

Contract liabilities primarily relate to consideration received in advance from customers, for which the performance obligation is yet to be satisfied.

Notes forming part of the Standalone Financial Statements

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 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

he 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.

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

Notes forming part of the Standalone Financial Statements

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 life and residual values

The Company reviews the useful life and residual values of property, plant and equipment and intangible assets at each financial year end.

c Impairment testing

i Judgment is also required in evaluating the likelihood of collection of customer debt after revenue has been recognised. This evaluation requires estimates to be made, including the level of provision to be made for amounts with uncertain recovery profiles. Provisions are based on historical trends in the percentage of debts which are not recovered, or on more detailed reviews of individually significant balances.

ii Determining whether the carrying amount of these assets has any indication of impairment also requires judgment. If an indication of impairment is identified, further judgment is required to assess whether the carrying amount can be supported by the net present value of future cash flows forecast to be derived from the asset. This forecast involves cash flow projections and selecting the appropriate discount rate.

d 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.

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. After considering current and future economic conditions, the Company has concluded that no changes

Notes forming part of the Standalone Financial Statements

are required to lease period relating to the existing lease contracts.

2 (C) Recent Indian Accounting Standards (IND AS)

a. Standards issued but not effective

Ministry of Corporate Affairs (MCA) notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from 1 April 2021.

b. Changes in accounting policies and adoption of new/revision in accounting standard:

i. COVID-19 related rent concessions: Amendment to Ind AS 116 on 'Leases':

The MCA issued amendments to Ind AS 116 on 'Leases', to provide lessees with an exemption from assessing whether a COVID-19 related rent concession is a lease modification. The amendments allowed the expedient to be applied to COVID-19 related rent concessions to payments originally due on or before 30 June 2021 and also require disclosure of the amount recognised in profit or loss to reflect changes in lease payments that arise from COVID-19 related rent concessions. The reporting period in which a lessee first applies the amendment, it is not required to disclose certain quantitative information required under Ind AS 8.

The Company has not recognised any reversal of lease liability on account of COVID-19 related rent concessions in the standalone statement of profit and loss for the year ended 31 March 2021 as there were no amendments made to rent agreements on account of COVID-19.

ii. Definition of Material – Amendments to Ind AS 1 and Ind AS 8:

Amendments have been made to Ind AS 1 on 'Presentation of Financial Statements' and Ind AS 8 on 'Accounting Policies, Changes in Accounting Estimates and Errors' which use a consistent definition of materiality throughout the Ind AS and the Conceptual Framework for Financial Reporting, clarify when information is material and incorporate some of the guidance in Ind AS 1 about immaterial information. In particular, the amendments clarify:

- that the reference to obscuring information addresses situations in which the effect is similar to omitting or misstating that information, and that an entity assesses materiality in the context of the financial statements as a whole, and

- the meaning of 'primary users of general purpose financial statements' to whom those standalone financial statements are directed, by defining them as 'existing and potential investors, lenders and other creditors' that must rely on general purpose financial statements for much of the financial information they need.

The adoption of the amendment has not had any material impact on the disclosures or on the amounts reported in these standalone financial statements.

iii. Definition of a Business – Amendments to Ind AS 103:

The amended definition of a business in Ind AS 103 on 'Business Combinations' requires an acquisition to include an input and a substantive process that together significantly contribute to the ability to create outputs. The definition of the term 'outputs' is amended to focus on goods and services provided to customers, generating investment income and other income, and it excludes returns in the form of lower costs and other economic benefits. This amendment will likely result in more acquisitions being accounted for as asset acquisitions. However during the year this amendment had no impact on the standalone financial statements of the Company.

iv. Interest Rate Benchmark Reform – Amendments to Ind AS 107, Ind AS 109 and Ind AS 39:

Disclosures and Ind AS 109 on 'Financial Instruments' provide certain reliefs in relation to interest rate benchmark reforms. The reliefs relate to hedge accounting and have the effect that the reforms should not generally cause hedge accounting to terminate. However, any hedge in effectiveness should continue to be recorded in the income statement. The Company has not taken the benefit of the amendment.

Notes forming part of the Standalone Financial Statements

3 Property, plant and equipment

(₹ Lakhs)

Description of Assets	Furniture and Fixtures	Vehicles	Office Equipment	Computers	Leasehold Improvements	Total
I. Gross carrying amount as at 01 April 2019	**32.56**	**21.57**	**231.58**	**145.53**	**154.04**	**585.28**
Additions during the year	19.69	-	153.77	60.04	113.68	**347.18**
Disposals during the year	0.35	-	6.40	0.09	-	**6.84**
Balance as at 31 March 2020	**51.90**	**21.57**	**378.95**	**205.48**	**267.72**	**925.62**
Additions during the year	-	-	0.47	1.39	33.34	**35.20**
Disposals during the year	-	-	-	-	26.86	**26.86**
Balance as at 31 March 2021	**51.90**	**21.57**	**379.42**	**206.87**	**274.20**	**933.96**
Accumulated depreciation						
II. Depreciation upto 31 March 2019	**11.18**	**0.78**	**58.59**	**22.14**	**42.94**	**135.63**
Depreciation charge for the year	4.66	2.70	67.62	69.56	47.64	**192.18**
Disposals during the year	-	-	6.08	0.09	-	**6.17**
upto 31 March 2020	**15.84**	**3.48**	**120.13**	**91.61**	**90.58**	**321.64**
Depreciation charge for the year	4.74	2.70	70.79	68.64	49.22	**196.09**
Disposals during the year	-	-	-	-	9.83	**9.83**
upto 31 March 2021	**20.58**	**6.18**	**190.92**	**160.25**	**129.97**	**507.90**
Net carrying value						
Balance as at 31 March 2021	31.32	15.39	188.50	46.62	144.23	**426.06**
Balance as at 31 March 2020	36.06	18.09	258.82	113.87	177.14	**603.98**

Details of Capital work-in-progress (₹ Lakhs)

	31 March 2021	31 March 2020
Opening balance	-	100.57
Add : Addition during the year	-	-
Less : Capitalized during the year	-	100.57
Closing balance	**-**	**-**

(₹ Lakhs)

Net carrying value	31 March 2021	31 March 2020
Property, plant and equipment	426.06	603.98

For details of property, plant and equipment pledged as security, refer note 51
The amount of contractual commitment for the acquisition of property, plant and equipment is disclosed in note 36

Notes forming part of the Standalone Financial Statements

4 Right-of-use asset

(₹ Lakhs)

	Description of Assets	Leased Premises	Total
I.	**Gross carrying amount as at 01 April 2019**	**2,605.24**	**2,605.24**
	Additions during the year	100.34	**100.34**
	Disposals during the year	186.38	**186.38**
	Balance as at 31 March 2020	**2,519.20**	**2,519.20**
	Additions during the year	210.08	**210.08**
	Disposals during the year	527.74	**527.74**
	Balance as at 31 March 2021	**2,201.54**	**2,201.54**
II.	**Amortization upto 31 March 2019**	**-**	**-**
	Amortisation for the year	620.62	**620.62**
	Disposals during the year	14.97	**14.97**
	upto 31 March 2020	**605.65**	**605.65**
	Amortisation for the year	499.58	**499.58**
	Disposals during the year	119.81	**119.81**
	upto 31 March 2021	**985.42**	**985.42**
	Net carrying value		
	Balance as at 31 March 2021	1,216.12	**1,216.12**
	Balance as at 31 March 2020	1,913.55	**1,913.55**

(₹ Lakhs)

Net carrying value	31 March 2021	31 March 2020
Right-of-use asset	1,216.12	**1,913.55**

Notes forming part of the Standalone Financial Statements

5 Investment property

(₹ Lakhs)

	Description of Assets	Freehold Land #	Total
I.	**Gross carrying amount as at 01 April 2019**	**5.85**	**5.85**
	Additions during the year	-	-
	Disposals during the year	-	-
	Balance as at 31 March 2020	**5.85**	**5.85**
	Additions during the year	-	-
	Disposals during the year	-	-
	Balance as at 31 March 2021	**5.85**	**5.85**
II.	**Depreciation upto 31 March 2019**		
	Depreciation charge for the year	-	-
	Disposals during the year	-	-
	upto 31 March 2020	**-**	**-**
	Depreciation charge for the year	-	-
	Disposals during the year	-	-
	upto 31 March 2021	**-**	**-**
	Net carrying value		
	Balance as at 31 March 2021	5.85	**5.85**
	Balance as at 31 March 2020	5.85	**5.85**

(₹ Lakhs)

Fair value *		
As at 31 March 2021	12.85	**12.85**
As at 31 March 2020	12.34	**12.34**

\# Mortgaged against the Secured Debentures.

* The fair value of the Company's investment property has been arrived by the management on the basis of a appropriate ready reckoner value. The fair value measurement is categorised as Level 3.

Notes forming part of the Standalone Financial Statements

6 Intangible assets

(₹ Lakhs)

	Description of Assets	Content Development	Software	Total
I.	**Gross carrying amount as at 01 April 2019**	**807.82**	**158.39**	**966.21**
	Additions during the year	101.77	9.17	**110.94**
	Disposals during the year	-	-	-
	Balance as at 31 March 2020	**909.59**	**167.56**	**1,077.15**
	Additions during the year	35.67	-	35.67
	Disposals during the year	-	-	-
	Balance as at 31 March 2021	**945.26**	**167.56**	**1,112.82**
II.	**Amortization upto 31 March 2019**	**797.89**	**65.69**	**863.58**
	Amortisation for the year	21.42	37.86	**59.28**
	Disposals during the year	-	-	-
`	**upto 31 March 2020**	**819.31**	**103.55**	**922.86**
	Amortisation for the year	37.06	38.89	**75.95**
	Disposals during the year	-	-	-
	upto 31 March 2021	**856.37**	**142.44**	**998.81**
	Net carrying value			
	Balance as at 31 March 2021	88.89	25.12	**114.01**
	Balance as at 31 March 2020	90.28	64.01	**154.29**

Details of Intangible Assets under Development

(₹ Lakhs)

	31 March 2021	31 March 2020
Opening balance	12.61	**50.86**
Add : Addition during the year	-	-
Less : Capitalized during the year	0.41	**38.25**
Closing balance	**12.20**	**12.61**

(₹ Lakhs)

Net carrying value	**31 March 2021**	**31 March 2020**
IntangibleAssets	114.01	154.29
Intangible Assets under Development	12.20	12.61

For details of intangible assets and intangible assets under development pledged as security, refer note 51

Notes forming part of the Standalone Financial Statements

7 Non-current investments

(₹ Lakhs)

	31 March 2021	31 March 2020
Investments carried at cost - Unquoted		
Investment in Equity instruments		
In wholly owned subsidiaries		
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 - Others		
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
Investment in Convertible Debentures		
In wholly owned subsidiaries-unquoted		
11,324,025 (11,324,025) 0.01 %, Compulsorily Convertible Debentures of ₹ 100/- each of Digital Ventures Private Limited (Refer below note 2)	11,329.71	11,328.67
Others - In wholly owned subsidiaries		
Fair value of financial guarantee issued	860.67	860.67
Total	**50,603.80**	**50,602.76**

(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.

(₹ Lakhs)

	31 March 2021	31 March 2020
Aggregate amount of unquoted Investments	50,603.80	50,602.76

Notes forming part of the Standalone Financial Statements

8 Loans

(₹ Lakhs)

	Non-Current	
	31 March 2021	31 March 2020
Unsecured and considered good		
- to related parties (Refer note 49)	18,373.53	15,640.56
- to others	93.59	83.90
Total	**18,467.12**	**15,724.46**

9 Other financial assets

(₹ Lakhs)

	Non-Current		Current	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020
Deposit with banks having maturity period of more than twelve months (Refer note 16 B)	4.65	4.16	-	-
Advances and deposits - unsecured and considered good				
- to related parties (Refer note 49)	-	15.24	105.26	90.00
- to others	167.66	198.70	38.31	29.81
Premium accrued on redeemable Preference shares of wholly owned subsidiary (Refer note 49)	-	-	1,003.00	863.00
Claims receivable	-	-	0.67	1.10
Dividend receivable - wholly owned subsidiary	-	-	0.01	0.02
Total	**172.31**	**218.10**	**1,147.25**	**983.93**

10 Deferred tax assets

The components of deferred tax balances are as under:

(₹ Lakhs)

	31 March 2021	31 March 2020
Deferred tax assets		
Employee benefits obligation	56.78	58.27
Depreciation and amortization	213.05	222.89
Allowances for credit losses	322.60	169.16
Disallowances under section 40(a) of the Income Tax Act, 1961	12.44	12.66
Difference in Right-of-use assets and lease liabilities	38.12	40.59
Deferred tax assets	**642.99**	**503.57**

11 Non-current tax assets (net)

(₹ Lakhs)

	31 March 2021	31 March 2020
Balances with government authorities		
- Direct taxes (net of provisions for taxes)	5.43	174.85
Total	**5.43**	**174.85**

Notes forming part of the Standalone Financial Statements

12 Other assets

(₹ Lakhs)

	Non-Current		Current	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020
Capital advances (unsecured)				
- Considered good	12.22	20.77	-	-
- Credit impaired	33.71	33.71	-	-
	45.93	54.48	-	-
Less: Allowances for doubtful advances	(33.71)	(33.71)	-	-
	12.22	**20.77**	-	-
Other advances (unsecured)				
- Considered good	-	-	102.16	91.90
Prepaid expenses	-	0.83	43.54	73.31
Balance with government authorities				
- Indirect taxes	99.30	100.27	24.00	36.81
Total	**111.52**	**121.87**	**169.70**	**202.02**

13 Inventories

(₹ Lakhs)

	31 March 2021	31 March 2020
Educational goods and equipment (Refer note (a) below) (includes Goods In Transit ₹/lakhs 115.68 (₹/lakhs 65.53)	1,065.78	1,769.93
Total	**1,065.78**	**1,769.93**

a. Inventories were written down to net realisable value by ₹ /lakhs 507.68 (₹ /lakhs 407.68)

b. For details of inventories being pledged as security, Refer note 51

14 Current investments

(₹ Lakhs)

	31 March 2021	31 March 2020
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
Total	**9,572.00**	**9,572.00**
Aggregate amount of unquoted Investments	9,572.00	9,572.00

* 0.1% Non-Convertible Non-Cumulative Redeemable Preference Shares will be redeemable anytime at the request of the Company on or before 31 March 2022 at a premium of ₹ 10,705 per share. In case of early redemption the premium will be decided by mutual consent on the date of redemption.

15 Trade receivables - (Unsecured)

(₹ Lakhs)

	31 March 2021	31 March 2020
Considered good		
- Related parties (Refer note 49)	506.25	280.59
- Others	1,072.64	1,519.71
Considered doubtful	1,281.80	660.11
	2,860.69	**2,460.41**
Less: Allowances for credit losses	(1,281.80)	(660.11)
Total	**1,578.89**	**1,800.30**

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 receivable is disclosed in note 50.

Notes forming part of the Standalone Financial Statements

16 Cash and bank balances

(₹ Lakhs)

		31 March 2021	31 March 2020
A	**Cash and cash equivalents**		
	Balances with banks in Current accounts	83.82	104.63
	Cash on hand	3.03	2.69
	Total (A)	**86.85**	**107.32**
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 #	36.01	33.70
	- In deposits with banks having maturity period of more than twelve months #	4.65	4.16
		64.08	61.28
	Disclosed under "Other non-current financial assets" (Refer note 9)	(4.65)	(4.16)
	Total (B)	**59.43**	**57.12**
	Total (A+B)	**146.28**	**164.44**

@ The Company can utilise these balances only towards settlement of unclaimed dividend.
# Lien for Government authorities ₹ /lakhs 0.50 (₹ /lakhs 0.50) Lien for others ₹ /lakhs 33.10 (₹ /lakhs 33.10)

17 Equity share capital

(₹ Lakhs)

	31 March 2021	31 March 2020
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

	31 March 2021		31 March 2020	
	Number of equity shares	₹ Lakhs	Number of equity shares	₹ Lakhs
At the beginning of the year	32,60,92,725	3,260.93	32,60,78,725	3,260.79
Add : Allotted on exercise of Employee Stock Option	-	-	14,000	0.14
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.

Notes forming part of the Standalone Financial Statements

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 2021.

d) Details of Equity Shareholders holding more than 5 % of the aggregate Equity shares

Name of the Shareholders	31 March 2021		31 March 2020	
	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%
Asian Satellite Broadcast Private Limited	2,48,88,250	7.63%	5,73,93,250	17.60%
Moon Capital Trading Pte. Ltd	2,09,55,327	6.43%	2,09,55,327	6.43%
Rattanindia Finance Private Limited	2,09,50,000	6.42%	-	-
Polus Global Fund	2,04,00,000	6.26%	2,06,27,966	6.33%
Jayneer Capital Private Limited	1,94,04,227	5.95%	6,12,10,000	18.77%
Indusind Bank Limited	1,73,70,000	5.33%	-	-

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

e) Employees Stock Option Scheme (ESOP)

The Company has amended its Employee Stock Option scheme (ZLL ESOP 2010) to ZLL ESOP 2010- AMENDED 2015 to align the scheme with provisions of Companies Act 2013 and the SEBI (Shared 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 subsidiary viz Digital Ventures Private Limited as amended in board resolution dated 30 September 2016 at the market price determined as per the SEBI (Shared Bases Employee Benefits) Regulations 2014. The said Scheme is administered by the Nomination and Remuneration Committee of the Board.

f) Summary of options granted under the Scheme

	31 March 2021		31 March 2020	
	Average exercise price per share option ₹	Number of options	Average exercise price per share option ₹	Number of options
Opening balance	22.29	76,67,696	31.56	51,72,625
Granted during the year	14.10	1,50,000	18.70	39,62,181
Exercised during the year (Refer Note (i) below)	-	-	30.49	14,000
Forfeited during the year	14.10	5,88,503	30.62	14,53,110
Closing balance		**72,29,193**		**76,67,696**
Vested and exercisable		35,53,047		38,58,717

Notes forming part of the Standalone Financial Statements

g) Expiry date and exercise prices of the share options outstanding at the end of the year:

Grant Numbers	Grant date	Expiry date	Exercise price ₹	Revised Expiry date (Refer note h)	Revised Exercise price (Refer note h) ₹	Share options 31 March 2021	Share options 31 March 2020
1st Grant	27-Jan-2011	27-Jan-2018	26.05	27-Jan-2018	26.05	-	-
2nd Grant	30-Jan-2012	30-Jan-2019	14.50	30-Jan-2019	14.50	-	-
3rd Grant	9-Oct-2013	9-Oct-2020	20.85	30-Dec-2024	14.10	6,026	9,701
4th Grant	2-Apr-2014	2-Apr-2021	27.55	2-Apr-2021	27.55	-	-
5th Grant	29-Sep-2014	29-Sep-2021	35.25	30-Dec-2024	14.10	96,075	1,35,637
6th Grant	28-Oct-2015	28-Oct-2022	31.80	30-Dec-2024	14.10	21,52,490	21,52,490
7th Grant	25-Jul-2016	25-Jul-2023	31.40	25-Jul-2023	31.40	-	50,000
8th Grant	30-Sep-2016	30-Sep-2023	34.15	30-Dec-2024	14.10	8,32,884	9,05,134
9th Grant	15-Jan-2018	15-Jan-2025	46.50	15-Jan-2025	46.50	-	-
10th Grant	19-Feb-2018	19-Feb-2025	42.20	19-Feb-2025	14.10	5,47,774	7,12,703
11th Grant	9-Aug-2018	9-Aug-2025	36.90	9-Aug-2025	36.90	-	-
12th Grant	22-Oct-2019	22-Oct-2026	18.70	22-Oct-2026	14.10	34,83,944	37,02,031
13th Grant	24-Apr-2020	24-Apr-2027	14.10	24-Apr-2027	14.10	1,10,000	-
	Total					**72,29,193**	**76,67,696**
Weighted average remaining contractual life of options outstanding at end of period (in years)						4.67	3.65

h) During the year, 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 Rs. 1/- (Rupee one) each upon payment of the Exercise price ranging from Rs. 18.70 to Rs. 42.20 per option, as above to Rs. 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.

i) The fair value of each option granted is estimated on the date of grant using the black scholes model with the following assumptions

Scheme	1st Grant	2nd Grant	3rd Grant	4th Grant	5th Grant
Grant date	**27-Jan-2011**	**30-Jan-2012**	**9-Oct-2013**	**2-Apr-2014**	**29-Sep-2014**
Weighted average fair value of options granted ₹	23.82	6.89	7.98	400.48	13.3
Revised Exercise price (Refer note h above) ₹	26.05	14.50	14.10	27.55	14.10
Share price at the grant date ₹	24.70	14.50	22.25	26.85	35.30
Expected volatility	41.56%	38.53%	36.90%	37.02%	38.82%
Risk free interest rate	6.89%	6.93%	7.01%	7.10%	7.15%
Dividend yield	0.00%	0.00%	0.00%	0.00%	0.00%
Expected life of the options (years)	0.66	0.92	1.72	1.92	2.25

Notes forming part of the Standalone Financial Statements

Scheme	6th Grant	7th Grant	8th Grant	9th Grant	10th Grant
Grant date	**28-Oct-2015**	**25-Jul-2016**	**30-Sep-2016**	**15-Jan-2018**	**19-Feb-2018**
Weighted average fair value of options granted ₹	3.03	200.24	4.80	922.16	15.15
Revised Exercise price (Refer note h above) ₹	14.10	31.40	14.10	46.50	14.10
Share price at the grant date ₹	32.15	31.35	35.20	46.80	42.75
Expected volatility	38.87%	37.56%	35.81%	35.05%	35.05%
Risk free interest rate	7.21%	6.36%	6.38%	7.04%	7.04%
Dividend yield	0.00%	0.00%	0.00%	0.00%	0.00%
Expected life of the options (years)	2.79	2.57	2.75	3.3	3.4

Scheme	11th Grant	12th Grant	13th Grant
Grant date	**9-Aug-2018**	**22-Oct-2019**	**24-Apr-2020**
Weighted average fair value of options granted ₹	11.99	10.05	8.10
Revised Exercise price (Refer note h above) ₹	36.90	14.10	14.10
Share price at the grant date ₹	36.90	17.80	14.65
Expected volatility	35.02%	79.00%	68.00%
Risk free interest rate	7.98%	6.30%	4.58%
Dividend yield	0.00%	0.00%	0.00%
Expected life of the options (years)	3.86	3.72	3.78

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.

j) Expense arising from share based payments transactions

(₹ Lakhs)

	31 March 2021	31 March 2020
Gross expense / (reversal) arising from share based payments	187.16	18.70
Less: Options granted/(forfeited) to/(from) employees of subsidiaries recognised as deemed investment in subsidiaries	-	-
Employee share based payment expense /(reversal) recognised in standalone statement of profit and loss (Refer note 28)	**187.16**	**18.70**

Notes:

(i) The weighted average share price at the date of exercise of options exercised during the year ended 31 March 2021 was ₹ 29.23 (₹ 30.49).

Notes forming part of the Standalone Financial Statements

18 Other equity

(₹ Lakhs)

	31 March 2021	31 March 2020
Reserves and surplus		
Securities premium		
As per last Balance sheet	12,527.01	12,522.38
Add: On issue of shares under Employee stock option plan	-	4.63
	12,527.01	**12,527.01**
Debenture redemption reserve		
As per last Balance sheet	1,421.88	1,218.75
Add: Transferred from retained earnings	-	203.13
	1,421.88	**1,421.88**
Share option outstanding account		
As per last Balance Sheet	577.28	560.43
Add : Share based payment expense (net)	187.16	18.70
Less : Transferred to retained earnings on lapse of vested options	(50.59)	-
Transfer to Securities Premium on allotment of shares	-	(1.85)
	713.85	**577.28**
General reserve		
As per last Balance Sheet	13,971.80	13,971.80
	13,971.80	**13,971.80**
Retained earnings		
Opening balance	15,994.15	9,741.93
Add : Profit for the year	1,658.50	6,861.92
Add : Transferred from share options outstanding account on lapse of vested options	50.59	-
Re-measurement gains / (losses) on defined benefit plans (net of tax)	21.06	(13.45)
Less : Appropriations		
Transferred to Debenture redemption reserve	-	(203.13)
Dividend paid	-	(326.09)
Dividend Distribution tax paid	-	(67.03)
	17,724.30	**15,994.15**
Total	**46,358.84**	**44,492.12**

19 Borrowings

(₹ Lakhs)

	Non-Current		Current	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020
Debentures (Refer note (i) below) - Secured	1,780.44	3,484.18	2,592.16	890.22
Intercorporate deposits - Unsecured (Refer note (ii) below)	9,276.02	7,661.35	-	-
[(Including interest ₹/lakhs 901.08 (₹/lakhs 455.50)]				
Total (A)	**11,056.46**	**11,145.53**	**2,592.16**	**890.22**
Others - Secured				
Term loan from				
- Banks (Refer note (iii) and (vi) below)	-	350.00	1,472.47	1,058.22
- Financial institution (Refer note (v) below)	8.07	12.72	4.66	4.29
Bank overdraft facility (Refer note (iv) and (vi) below)	-	-	4,361.74	4,384.66
Less: Amount disclosed under the head "Other current financial liabilities" (Refer Note 21 B)	-	-	(4,069.29)	(1,952.73)
Total (B)	**8.07**	**362.72**	**1,769.58**	**3,494.44**
Total (A+B)	**11,064.53**	**11,508.25**	**4,361.74**	**4,384.66**

For transactions relating to related party, Refer note 49.

Notes forming part of the Standalone Financial Statements

(i) Debentures

400 (400) 10.40% Rated, Unlisted, Secured, Redeemable Non- Convertible Debentures (NCDs) of ₹/lakhs 10.00 each fully paid up aggregating to ₹/lakhs 4,372.60 (₹/lakhs 4,374.40) [including interest of ₹/lakhs 21.49 (₹/lakhs 374.40), 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 have been revised w.e.f. 14 July 2020. As per the revised terms 400, 10.02% (revised coupon rate) NCDs of ₹/lakhs 6.85 (revised face value) are redeemable by 13 July 2022 in three installments starting from 13 January 2021. The terms of NCDs were revised again and are now redeemable in six installments starting from 13 January 2021. The NCDs 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.

(ii) Intercorporate deposits - Unsecured

The loan carries Interest @12.5% p.a and is repayable on or before 31 March 2023.

(iii) Term loan from Development Credit Bank (DCB) of ₹/lakhs 1,472.47 (₹/lakhs 1,408.22) [including interest of ₹/lakhs 72.47 (₹/lakhs 8.22) is 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 installment to be maintained one month prior to its schedule payment. The loan carries interest of 9.76% and is repayable in 12 quarterly installments beginning from financial year 2018-19 as per original terms. However, the Company opted to defer the tenure of its term loan under Moratorium benefits and now the outstanding amount is payable in three equal monthly installments starting from July 2021. (Also refer note vi below)

(iv) Overdraft from Yes bank and Development Credit Bank (DCB) of ₹/lakhs 4,361.74 (₹/lakhs 4,384.66) is secured by way of first pari passu charge on all the movable assets (including current assets, loans and advances) of the company and cross collateralization of pledge of shares given for term loan. The loan carries interest rates ranges from 10.20% to 12%.

(v) Vehicle loan from Kotak Mahindra Prime Limited of ₹/lakhs 12.73 (₹/lakhs 17.01) is secured against hypothecation of respective vehicle. The rate of interest is 8.92% p.a and repayable upto 05 February 2023.

(vi) During the previous year, the Company availed to defer scheduled Term Loan / Overdraft servicing payments 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, the Company opted to defer interest on term loan amounting to ₹/lakhs 14.47 and interest on bank overdraft facility amounting to ₹/lakhs 20.45 and repayable not later than 31 March 2021. The same is paid till 31 March 2021.

Notes forming part of the Standalone Financial Statements

20 Lease liabilities

(₹ Lakhs)

	Non-Current		Current	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020
Lease liabilities (Refer note 34)	1,133.60	1,486.86	223.69	549.70
Total	**1,133.60**	**1,486.86**	**223.69**	**549.70**

21 Financial liabilities

(₹ Lakhs)

	Non-Current		Current	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020
A Trade payables				
(1) total outstanding dues of micro enterprises and small enterprises (Refer note 39)	-	-	953.46	578.54
(2) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	990.45	1,098.11
Total (A)	**-**	**-**	**1,943.91**	**1,676.65**
B Other financial liabilities				
Current maturities of long-term borrowings (Refer note 19)	-	-	4,069.29	1,952.73
Deposits received - Customers	10.45	10.45	2.00	2.00
Deposits received - Others	468.95	467.14	-	-
Financial guarantee obligation	217.64	261.17	-	-
Unclaimed dividend payable #	-	-	23.42	23.42
Employee benefits payable	-	-	231.71	431.87
Creditors for capital expenditure				
(1) total outstanding dues of micro enterprises and small enterprises (Refer note 39)	-	-	24.56	-
(2) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	31.72	40.64
Other payables				
(1) total outstanding dues of micro enterprises and small enterprises (Refer note 39)	-	-	68.99	20.44
(2) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	2,448.31	2,012.74
Total (B)	**697.04**	**738.76**	**6,900.00**	**4,483.84**
Total (A+B)	**697.04**	**738.76**	**8,843.91**	**6,160.49**

For transactions relating to related party payables refer note 49.
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 2021.
The Company's exposure currency and liquidity risk related to trade payable is disclosed in note 50.

22 Provisions

(₹ Lakhs)

	Non-Current		Current	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020
Provision for employee benefits				
- Gratuity	139.72	136.85	10.01	11.93
- Leave benefits	52.04	60.03	23.84	18.58
Total	**191.76**	**196.88**	**33.85**	**30.51**

Notes forming part of the Standalone Financial Statements

23 Other liabilities

(₹ Lakhs)

	Non-Current		Current	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020
Contract liabilities (Refer note 42)	-	-	2,471.21	4,145.10
Statutory dues payable	-	-	276.05	219.85
Deferred deposit	5,936.01	6,911.52	167.20	213.29
Total	**5,936.01**	**6,911.52**	**2,914.46**	**4,578.24**

24 Current tax liabilities

(₹ Lakhs)

	31 March 2021	31 March 2020
Provision for taxation (net of advances)	436.95	229.59
Total	**436.95**	**229.59**

25 Revenue from operations

(₹ Lakhs)

	31 March 2021	31 March 2020
Services		
- Course fees/Royalty	4,152.22	8,348.30
- Franchisee fees	618.85	989.25
- Others	4.00	77.46
Sales - Educational goods and equipments	4,248.33	9,917.89
Other operating revenue	7.67	104.34
Total	**9,031.07**	**19,437.24**

26 Other income

(₹ Lakhs)

	31 March 2021	31 March 2020
Interest income on financial assets at amortised cost		
- on bank deposits	3.12	5.11
- on loans and advances to related parties (Refer Note 49)	1,994.93	1,453.70
- on loans and advances to others	10.49	0.06
Interest income others		
- on debentures of related party	1.13	1.14
- others	-	1.46
Dividend income from related party on preference shares	0.01	0.01
Premium on redeemable preference shares - related party (Refer Note 49)	140.00	140.00
Gain on sale of current investments	-	4.21
Financial guarantee commission from related parties	282.00	282.00
Unwinding of discount of Interest free deposits / Financial guarantee obligation	333.65	378.64
Reversal of provision / liabilities no longer required	199.38	88.02
Gain on derecognition of right-of-use assets	35.84	4.07
Miscellaneous income	-	34.90
Total	**3,000.55**	**2,393.32**

Notes forming part of the Standalone Financial Statements

27 Operational cost

(₹ Lakhs)

	31 March 2021	31 March 2020
a) Educational goods and equipments		
Opening - Inventories	1,769.93	1,314.48
Add: Purchases	784.58	3,236.56
Less: Closing - Inventories (Refer note 13)	(1,065.78)	(1,769.93)
Total (A)	**1,488.73**	**2,781.11**
b) Other educational operating expenses		
- Electricity	23.01	42.72
- Manpower cost and other professional fees	283.47	380.87
- Others	25.43	160.12
Total (B)	**331.91**	**583.71**
Total (A) + (B)	**1,820.64**	**3,364.82**

28 Employee benefits expense

(₹ Lakhs)

	31 March 2021	31 March 2020
Salaries and allowances	2,018.60	2,697.62
Share based payment expense (Refer note 17 (j))	187.16	18.70
Contribution to provident and other funds	163.31	197.46
Staff welfare expenses	114.87	145.08
Total	**2,483.94**	**3,058.86**

29 Finance costs

(₹ Lakhs)

	31 March 2021	31 March 2020
Interest expenses on		
- Borrowings	2,105.89	1,985.05
- Defined benefit obligation (Refer note 48)	9.06	8.17
- Leases	145.44	238.74
- Other	187.47	92.50
Unwinding of discount on interest free deposits	135.44	123.32
Other financial charges	2.40	4.13
Total	**2,585.70**	**2,451.91**

30 Depreciation and amortisation expense

(₹ Lakhs)

	31 March 2021	31 March 2020
Depreciation on property, plant and equipment	196.09	192.18
Amortisation of right-of-use assets	499.58	620.62
Amortisation of intangible assets	75.95	59.28
Total	**771.62**	**872.08**

Notes forming part of the Standalone Financial Statements

31 Other expenses

(₹ Lakhs)

	31 March 2021	31 March 2020
Rent	101.10	51.49
Repairs and maintenance - others	92.37	403.08
Insurance	31.50	33.21
Rates and taxes	33.28	24.99
Electricity and water charges	33.07	33.09
Communication expenses	67.97	83.11
Printing and stationery	34.39	90.45
Travelling and conveyance expenses	105.25	481.65
Legal and professional charges	269.37	216.74
Payment to auditors (Refer note 38)	20.67	24.56
Freight and packing charges	556.65	773.79
Directors sitting fees	6.10	5.54
Loss on sale / discard of property, plant and equipment (net)	17.03	0.67
Allowances for credit losses	621.69	242.21
Marketing, advertisement and publicity expenses	25.21	487.01
Corporate social responsibility expenditure (Refer Note 44)	55.37	-
Miscellaneous expenses	15.13	15.90
Total	**2,086.15**	**2,967.49**

Notes forming part of the Standalone Financial Statements

32 Tax expense

a) The major components of income tax for the year are as under:

(₹ Lakhs)

	31 March 2021	31 March 2020
Income tax related to items recognised directly in the standalone statement of profit and loss		
Current tax - current year	771.57	2,314.18
- earlier years	-	(25.29)
Deferred tax charge / (credit)	(146.50)	(35.41)
Total	**625.07**	**2,253.48**

b) A reconciliation of income tax expense applicable to profit before income tax at statutory rate to the income tax expense at Company's effective income tax rate for the year ended 31 March 2021 and 31 March 2020 is as follows:

(₹ Lakhs)

	31 March 2021	31 March 2020
Profit before tax	**2,283.57**	**9,115.40**
Income tax rate of 25.17% (25.63%)	574.73	2,335.88
Tax effect on non-deductible expenses	325.91	160.73
Additional allowances for tax purposes	(129.07)	(207.72)
Other temporary difference	(146.50)	(35.41)
Tax expense recognised in the statement of profit and loss	**625.07**	**2,253.48**

c) Deferred tax recognized in statement of other comprehensive income

(₹ Lakhs)

For the year ended	31 March 2021	31 March 2020
Defined benefits obligation	(7.08)	4.63

d) The applicable tax rate is the standard effective corporate income tax rate in India. The tax rate is 25.17% (25.63%) for the year ended 31 March 2021.

During the previous year, the Company elected to exercise the option permitted under section 115 BAA of the Income-Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019. Accordingly, the Company has recognized provision for income tax and re-measured its net deferred tax liabilities basis the rate prescribed in the said section.

Deferred tax assets and liabilities are offset where the Company has a legally enforceable right to do so. For analysis of the deferred tax balances (after offset) for financial reporting purposes refer note 10.

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

(₹ Lakhs)

For the year ended	**31 March 2021**	**31 March 2020**
Defined benefits obligation	(5.59)	4.27
Depreciation and amortization	9.84	35.03
Provision for expected credit losses	(153.45)	(47.47)
Difference of Right-of-use assets and lease liabilities	2.47	(40.59)
Other temporary difference	0.23	13.35
Total	**(146.50)**	**(35.41)**

Notes forming part of the Standalone Financial Statements

(₹ Lakhs)

g) Reconciliation of deferred tax assets / (liabilities) net:	31 March 2021	31 March 2020
Opening balance	503.57	463.53
Deferred tax (charge)/credit recognised in		
- Statement of profit and loss	146.50	35.41
- Recognised in other comprehensive income	(7.08)	4.63
Total	**642.99**	**503.57**

33 The Company has investments in its wholly owned subsidiary company viz Digital Ventures Private Limited (DVPL) in the form of Equity shares, Convertible Debentures, Preference Shares (including redemption premium) and loan amounting to ₹/lakhs 51,729.39 as at 31 March 2021. The Company has carried out valuation of assets of DVPL by an independant agency and based on the valuation report, the fair value of the assets is more than the investments and loan made by the Company. Accordingly, the management considers that no impairment is required to the said investments and loan outstanding as at 31 March 2021.

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.

(₹ Lakhs)

	31 March 2021	31 March 2020
Opening Balance	1,913.55	-
Assets created on transition date (01 April 2019)	-	2,605.24
Additions during the year	210.08	100.34
Amortisation during the year	499.58	620.62
Disposal during the year (net)	407.93	171.41
Closing Balance	1,216.12	1,913.55

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

(₹ Lakhs)

	31 March 2021	31 March 2020
Current lease liabilities	223.69	549.70
Non current lease liabilities	1,133.60	1,486.86
Total	**1,357.29**	**2,036.56**

Notes forming part of the Standalone Financial Statements

(c) The following is the movement in lease liabilities

(₹ Lakhs)

	31 March 2021	31 March 2020
Opening Balance	2,036.56	2,569.87
Additions	210.08	100.34
Interest on lease liability	145.44	238.74
Payment of lease liabilities	591.02	696.91
Disposal / Dereognition of Lease Liability	443.77	175.48
Closing Balance	1,357.29	2,036.56

(d) Lease liabilities Maturity Analysis

(₹ Lakhs)

	31 March 2021	31 March 2020
Maturity analysis - contractual undiscounted cash flows		
Less than one year	841.18	765.44
One to five years	1,169.24	1,747.37
More than five years	-	-
Total undiscounted lease liabilities	**2,010.42**	**2,512.81**

(e) Lease rentals of ₹/lakhs 101.10 (₹/lakhs 79.79) pertaining to short term leases and low value asset has been charged to statement of profit and loss.

35 A) Contingent liabilities (to the extent not provided for) :

(₹ Lakhs)

		31 March 2021	31 March 2020
a)	Claims against the company not acknowledged as debts (Refer note (i) and (ii) below)	95.98	46.98
b)	Disputed indirect taxes	2,213.62	2,213.62
c)	Corporate guarantee to wholly owned Subsidiary to the extent of loans availed/ outstanding ₹/lakhs 10,994.49(₹/lakhs 10,937.00)	15,000.00	15,000.00
d)	Corporate guarantee to others to the extent of loans availed/outstanding ₹/lakhs 41,242.83 (₹/lakhs 38,687.62) @	47,000.00	47,000.00

(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.

@ Company has provided Corporate guarantees to various trusts pursuant to the long term partnership arrangement entered. Corporate Guarantee is utilised for business purposes.

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) There is no estimated amount of contracts remaining to be executed on capital account not provided for (net of advances).

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.

Notes forming part of the Standalone Financial Statements

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 :

(₹ Lakhs)

	31 March 2021	31 March 2020
Salary and allowances (Refer a and b below)	60.45	190.73
Total	**60.45**	**190.73**

Notes :

a) Mr. Ajey Kumar has resigned from the position of Managing Director with effect from 18 August 2020.

b) Salary and allowances include basic salary, house rent allowance, leave travel allowance, provident fund and performance bonus but excluding leave encashment and gratuity provided on the basis of actuarial valuation.

38 Payment to auditors*

(₹ Lakhs)

	31 March 2021	31 March 2020
Audit fees (including limited review)	17.50	17.00
Tax audit fees	2.50	2.00
Tax representation	-	1.27
Certification and Others	0.67	4.29
Total	**20.67**	**24.56**

* Includes fees paid to retiring auditor

39 Micro, small and medium enterprises

Disclosure required under the Micro, Small and Medium Enterprises Development Act, 2006 ("The Act") are given as follows.

(₹ Lakhs)

	31 March 2021	31 March 2020
a) The principal amount remaining unpaid to any supplier at the end of each accounting year	807.66	492.48
b) The interest due thereon remaining unpaid to any supplier at the end of each accounting year	132.86	51.34
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	239.35	106.50
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 Standalone Financial Statements

40 I. Disclosures as required by Schedule V (A) (2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

(a) Loan given to wholly owned Subsidiary Companies (Loanee) (₹ Lakhs)

	Balance as at		Maximum amount outstanding during the year	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020
Digital Ventures Private Limited	18,362.92	15,495.15	18,362.92	15,495.15
Academia Edificio Private Limited	10.61	3.67	203.11	3.67
Liberium Global Resources Private Limited	-	141.75	267.56	715.85

The loan has been given for general business purpose of the entity and carries interest @ 12.5% p.a. The above figures are including interest accrued.

(b) The loanee has not made investments in the shares of the Company.

II. Information required under Section 186 (4) of the Companies Act, 2013

I Loans given (₹ Lakhs)

Name of the party	31 March 2020	Given *	Repaid	31 March 2021
Digital Ventures Private Limited	15,495.15	3,603.05	735.28	18,362.92
Academia Edificio Private Limited	3.67	206.94	200.00	10.61
Liberium Global Resources Private Limited	141.75	125.81	267.56	-
Mount Litera Education Foundation	83.90	9.69	-	93.59
	15,724.46	**3,945.49**	**1,202.84**	**18,467.12**

The loan has been given for general business purpose of the entity and carries interest @12.5% p.a. The above figures includes interest accrued.

ii) Investments made

There are no investments made during the year except those mentioned in Note 7 and Note 14.

iii) Corporate guarantees given (₹ Lakhs)

	31 March 2021	31 March 2020
To secure obligations of wholly owned Subsidiary (Refer note 49)	15,000.00	15,000.00
To secure obligations of various trusts @	47,000.00	47,000.00
Total	**62,000.00**	**62,000.00**

@ Company has provided Corporate guarantees to various trusts pursuant to the long term partnership arrangement entered. Corporate Guarantee is utilised for business purposes.

iv) 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 declared by the Board of Directors for the year ended 31 March 2021.

42 Disclosures as required by Ind AS 115

Revenue consists of following : (₹ Lakhs)

	31 March 2021	31 March 2020
Services		
- Course fees/Royalty	4,152.22	8,348.30
- Franchisee fees	618.85	989.25
- Others	4.00	77.46
Sales - Educational goods and equipments	4,248.33	9,917.89
Other operating revenue	7.67	104.34
Total	**9,031.07**	**19,437.24**

Notes forming part of the Standalone Financial Statements

Revenue Disaggregation by Industrial Vertical & Geography is as follows : (₹ Lakhs)

Revenue by offerings :	31 March 2021	31 March 2020
Educational Services / India	9,031.07	19,437.24
Total	**9,031.07**	**19,437.24**

Timing of Revenue Recognition : (₹ Lakhs)

Revenue by offerings :	31 March 2021	31 March 2020
Services transferred at point in time	4,878.85	11,088.94
Services transferred over period in time	4,152.22	8,348.30
Total	**9,031.07**	**19,437.24**

Contract balances (₹ Lakhs)

	31 March 2021	31 March 2020
Advances received and unearned revenue (contract liabilities) as at	2,471.21	4,145.10
Trade receivables as at	1,578.89	1,800.30

Management expect that 100 % of the transaction price allocated to the unsatisfied contracts as of 31 March 2021 ₹/lakhs 2,471.21 will be recognised as revenue till the year ended 31 March 2022.

43 The Code on Social Security, 2020 ('Code')

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post employment 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 Company 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.

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 163.15 (₹/lakhs 108.85) for the year against which NIL (Nil) has been spent on activities specified in Schedule VII of the Companies Act, 2013. During the year, the company has spent CSR expenditure of ₹/lakhs 55.37 for the year 2019.

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 Covid 19 - Impact

The nation-wide lockdown due to spread of COVID-19 and other significant restrictions imposed on the movement had an impact on the education sector as most of the schools continued to remain shut for major part of the year ended 31 March 2021. However, during this period, the Company has taken lots of efforts to keep the disruption in the business to the minimum.

In preparation of these standalone financial statements, the Company has taken into account internal and external sources of information to assess possible impacts of the pandemic, including but not limited to the assessment of liquidity and going concern, recoverable value of its financial and non-financial assets, and the impact on revenues. Based on current indicators of future economic conditions, the Company expects to fully recover the carrying amount of its assets. Basis the Company's projected cash flows for the next one year, management has concluded that the Company will have sufficient liquidity to continue its operations, although it expects possible delays with respect to collections from its customers. The Company has made necessary provisions under the Expected Credit loss model.

The extent of the impact on the Company's operations remain uncertain and may differ from that estimated as at the date of approval of these standalone financial statements and will be dictated by the length of time that such disruptions continue which will in turn depend on the currently unknowable duration of COVID-19 and among other things, the impact of governmental actions imposed in response to the pandemic. The Company is monitoring the rapidly evolving situation and its potential impacts on the Company's standalone financial position, results of operations, liquidity and cash flows.

Notes forming part of the Standalone Financial Statements

47 Earnings per share (EPS)

	31 March 2021	31 March 2020
Profit after Tax (₹ lakhs)	1,658.50	6,861.92
Weighted Average number of equity shares for Basic EPS (in numbers)	32,60,92,725	32,60,86,681
Weighted Average number of equity shares for Diluted EPS (in numbers)	32,60,92,725	32,60,86,681
Face value of equity shares (₹)	1	1
Basic EPS (₹)	0.51	2.10
Diluted EPS (₹)	0.51	2.10

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.

(₹ Lakhs)

I.	Expenses recognised during the year	31 March 2021	31 March 2020
		Gratuity (Non Funded)	
1	Current Service Cost	40.84	36.67
2	Interest Cost	9.06	8.17
3	Past Service cost	-	-
	Total Expenses	**49.90**	**44.84**

II.	Amount recognized in other comprehensive income (OCI)	31 March 2021	31 March 2020
1.	Opening amount recognized in OCI	(34.10)	(52.19)
2.	Remeasurement during the period due to experience adjustments		
	- Changes in financial assumptions	2.85	12.70
	- Changes in experience charges	(30.99)	5.39
3.	Closing amount recognized in OCI	(62.24)	(34.10)

Notes forming part of the Standalone Financial Statements

III.	Net Asset / (Liability) recognised in the Balance Sheet as at 31 March	31 March 2021	31 March 2020
1	Present value of defined benefit obligation (DBO)	149.73	148.77
2	Net Asset / (Liability)	(149.73)	(148.77)

IV.	Reconciliation of Net Asset / (Liability) recognised in the Balance Sheet as at	31 March 2021	31 March 2020
1	Net Asset / (Liability) at the beginning of year	(148.77)	(128.05)
2	Expense as per I above	(49.90)	(44.84)
3	Other comprehensive income as per II above	28.14	(18.09)
4	Benefits paid	20.80	42.21
	Net Asset / (Liability) at the end of the year	**(149.73)**	**(148.77)**

V.	The following payments are expected to defined benefit plan in future years :	31 March 2021	31 March 2020
1	Expected benefits for year 1	10.01	11.93
2	Expected benefits for year 2 to year 5	53.18	47.49
3	Expected benefits beyond year 5	60.01	62.30

VI.	Actuarial Assumptions	31 March 2021	31 March 2020
1	Discount rate	6.32%	6.55%
2	Expected rate of salary increase	6.00%	6.00%
3	Mortality	IALM (2012-14)	IALM (2006-08)
4	Employee Attrition Rate	Age: 0 to 60 : 8%	Age: 0 to 60 : 8%

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 100 basis points.

(₹ Lakhs)

	Discount Rate	Salary Escalation rate
Impact of increase in 100 bps on DBO	137.97	162.57
Impact of decrease in 100 bps on DBO	163.23	138.33

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.

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'.

Notes forming part of the Standalone Financial Statements

49 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 (formerly known as Lakshya Educare Private Limited)
MT Education Services Private Limited
Chitale's Personalised Learning Private Limited
Sri Gayatri Educational Services Private Limited
Robomate Edutech Private Limited
Letspaper Technologies Private Limited
Labh Ventures India Private Limited

(ii) Key Managerial Personnel

Mr. Ajey Kumar - Managing Director (Resigned w.e.f. 18 August 2020)
Ms. Sangeeta Pandit - Non-Executive Independent Director (Resigned w.e.f. 01 October 2019)
Mr. Himanshu Modi - Chairman and Non-Executive Director (Resigned w.e.f. 07 January 2020)
Dr. Manish Agarwal - Non-Executive Independent Director (Resigned w.e.f. 01 April 2020)
Mrs. Nandita Agarwal Parkar - Non-Executive Independent Director (Resigned w.e.f. 14 Jan 2021)
Mr. Roshan Lal Kamboj - Non-Executive Independent Director
Mr. Dattatraya Kelkar - Non-Executive Independent Director
Ms. Nanette D'sa - Non-Executive Independent Director
Mr. Umesh Pradhan - Chief Financial Officer (Resigned w.e.f. 07 October 2019)
Mr. Debshankar Mukhopadhyay - Chief Executive Officer (Resigned w.e.f. 23 April 2020)
Mr. Vikash Kar - Chief Executive Officer and Whole-Time Director (Resigned w.e.f. 14 June 2021)
Mr. Surender Singh - Non-Executive Non-Independent Director (Appointed w.e.f. 31 July 2020)
Mr. Karunn Kandoi - Non-Executive Independent Director (Appointed w.e.f. 03 March 2021)
Mr. Ritesh Handa - Chief Executive Officer (Appointed w.e.f 14 June 2021)
Mr. Rakesh Agarwal - Chief Financial Officer (Appointed w.e.f. 07 April 2020)
Mr. Bhautesh Shah - Company Secretary (Resigned w.e.f. 12 May 2020)
Mr. Prashant Parekh - Company Secretary (Resigned w.e.f 29 January 2021)
Mr. Anil Gupta - Company Secretary (Appointed w.e.f. 29 June 2021)

(iii) Other related parties with whom transactions have taken place during the year and balance outstanding as on the last day of the year.

Asian Satellite Broadcast Private Limited, Diligent Media Corporation Limited, Evenness Business Excellence Services Private Limited, Pan India Network Infravest Private Limited, Zee Entertainment Enterprises Limited, Essel Infra Projects Private Limited, Zee Studios Limited (Formerly Essel Vision Productions Limited), Zee Media Corporation Limited, Essel Corporate LLP, Digital Subscriber and Management Consultancy Services Private Limited, Himgiri Zee University (upto September 2019).

Notes forming part of the Standalone Financial Statements

(₹ Lakhs)

	31 March 2021	31 March 2020
A) Transactions with related parties		
Long- term borrowings	**1,470.47**	**5,755.00**
Subsidiary company		
Liberium Global Resources Private Limited	1,470.47	-
Other related parties		
Asian Satellite Broadcast Private Limited	-	5,755.00
Repayment of Long- term borrowings	**756.88**	**35.00**
Subsidiary company		
Liberium Global Resources Private Limited	746.88	-
Other related parties		
Asian Satellite Broadcast Private Limited	10.00	35.00
Interest expense	**974.13**	**506.11**
Subsidiary company		
Liberium Global Resources Private Limited	16.50	-
Other related parties		
Asian Satellite Broadcast Private Limited	957.63	506.11
Loans, advances and deposits given	**2,090.48**	**6,364.71**
Subsidiary company		
Digital Ventures Private Limited	1,764.64	5,647.84
Liberium Global Resources Private Limited	125.81	715.85
Academia Edificio Private Limited	200.03	1.02
Loans, advances and deposits given repaid	**1,202.84**	**1,094.21**
Subsidiary company		
Digital Ventures Private Limited	735.28	519.36
Liberium Global Resources Private Limited	267.56	574.85
Academia Edificio Private Limited	200.00	-
Sales and services	**370.00**	**456.00**
Subsidiary company		
Digital Ventures Private Limited	265.00	220.00
Liberium Global Resources Private Limited	75.00	60.00
MT Educare Limited	30.00	120.00
Other related parties		
Himgiri Zee University	-	56.00

Notes forming part of the Standalone Financial Statements

(₹ Lakhs)

	31 March 2021	31 March 2020
Other income	**2,136.07**	**1,682.87**
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	1.14
Interest on intercorporate deposits		
Subsidiary company		
Digital Ventures Private Limited	1,987.46	1,445.69
Academia Edificio Private Limited	7.47	0.33
Liberium Global Resources Private Limited	-	7.68
Reversal of provision / liabilities no longer required		
Other related parties		
Diligent Media Corporation Limited	-	88.02
Purchase of Property, plant and equipment and Intangible assets	**60.00**	**61.17**
Subsidiary company		
Digital Ventures Private Limited	25.00	-
Other related parties		
Essel Corporate LLP	35.00	61.17
Purchase of Services	**353.04**	**1,227.10**
Subsidiary company		
Digital Ventures Private Limited	-	178.75
Liberium Global Resources Private Limited	85.68	87.17
Other related parties		
Pan India Network Infravest Private Limited	12.99	8.66
Zee Entertainment Enterprises Limited	104.02	101.51
Digital Subscriber Management and Consultancy Services Private Limited	8.66	13.09
Diligent Media Corporation Limited.	-	112.00
Zee Media Corporation Limited	20.89	29.63
Essel Infra Projects Private Limited	38.30	15.00
Essel Corporate LLP	75.00	30.00
Zee Studios Limited	-	21.19
Evenness Business Excellence Services Private Limited	7.50	630.10
Remuneration	**111.60**	**145.97**
Key Managerial personnel		
Mr. Debshankar Mukhopadhyay	26.14	74.32
Mr. Umesh Pradhan	-	54.64
Mr. Vikash Kar	48.19	-
Mr. Rakesh Agarwal	28.98	-
Mr. Bhautesh Shah	2.51	17.01
Mr. Prashant Parekh	5.78	-
Directors sitting fees	**6.10**	**5.54**
Key Managerial personnel		
Dr. Manish Agarwal	-	2.20
Ms. Sangeeta Pandit	-	1.00
Mrs. Nandita Agarwal Parkar	0.30	0.60
Ms. Nanette D'sa	2.00	-
Mr. Surender Singh	0.30	-
Mr. Dattatraya Kelkar	1.50	0.54
Mr. Roshan Lal Kamboj	2.00	1.20

Notes forming part of the Standalone Financial Statements

(₹ Lakhs)

B) Balances outstanding as at 31 March	31 March 2021	31 March 2020
Long- term borrowings	**9,276.02**	**7,661.35**
Subsidiary company		
Liberium Global Resources Private Limited	738.86	-
Other related parties		
Asian Satellite Broadcast Private Limited	8,537.16	7,661.35
Investments	**60,175.80**	**60,174.76**
Subsidiary companies		
Equity shares of Digital Ventures Private Limited	10,601.00	10,601.00
Preference shares of Digital Ventures Private Limited	9,572.00	9,572.00
Compulsorily Convertible Debentures of Digital Ventures Private Limited	11,329.71	11,328.67
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
Loans, advances and deposits given	**18,478.79**	**15,745.83**
Subsidiary company		
Digital Ventures Private Limited	18,362.92	15,495.15
Academia Edificio Private Limited	10.61	3.67
Liberium Global Resources Private Limited	-	141.75
Other related parties		
Essel Infra Projects Private Limited	10.00	10.00
Zee Studios Limited	15.26	15.26
Evenness Business Excellence Services Private Limited	80.00	80.00
Other financial assets (other than advances)	**1,003.01**	**863.02**
Subsidiary company		
Digital Ventures Private Limited		
- Premium accrued on redeemable Preference Shares	1,003.00	863.00
- Dividend receivable on Preference shares	0.01	0.02
Advance from customer	**1.15**	**1.15**
Other related parties		
Zee Entertainment Enterprises Limited	1.15	1.15
Trade receivables	**506.25**	**280.59**
Subsidiary company		
Digital Ventures Private Limited	444.75	179.55
Liberium Global Resources Private Limited	26.10	11.76
MT Educare Limited	35.40	-
Other related parties		
Himgiri Zee University	-	89.28

Notes forming part of the Standalone Financial Statements

(₹ Lakhs)

	31 March 2021	31 March 2020
Other payables	**686.81**	**666.89**
Other related parties		
Pan India Network Infravest Private Limited	12.31	2.64
Digital Subscriber Management and Consultancy Services Private Limited	12.06	10.56
Diligent Media Corporation Limited	281.02	281.02
Zee Media Corporation Limited	-	41.77
Zee Entertainment Enterprises Limited	269.27	177.26
Essel Infra Projects Private Limited	12.00	22.27
Essel Corporate LLP	42.11	-
Zee Studios Limited	40.73	40.73
Evenness Business Excellence Services Private Limited	17.31	90.64
Guarantees given	**15,000.00**	**15,000.00**
Subsidiary company		
Digital Ventures Private Limited	15,000.00	15,000.00

Note: 1) Details of remuneration to Managing Director are disclosed in Note 37.
2) Figures considered based on the IND AS financials of the company

50 Financial instruments

(i) Financial risk management objective and policies

The Company's principal financial liabilities, comprise loans and 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 loan from banks. Non-convertible Debentures and Intercorporate deposits carries fixed coupon rate and hence is not considered for calculation of interest rate sensitivity of the company.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact of change in interest rate of borrowings, as follows:

Notes forming part of the Standalone Financial Statements

(₹ Lakhs)

	Increase / decrease in basis points	Effect on Profit before tax
As on 31 March 2021	+ 50 / - 50	29.23
As on 31 March 2020	+ 50 / - 50	29.05

2) Foreign currency risk

The Company enters into transactions in currency other than its functional currency and is therefore exposed to foreign currency risk. The Company analyses currency risk as to which balances outstanding in currency other than the functional currency of that Company. The management has taken a position not to hedge this currency risk.

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are not hedged considering the insignificant impact and period involved on such exposure.

The following table sets forth information relating to foreign currency exposure:

(₹ Lakhs)

Currency	Assets as at		Liabilities as at	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020
United States Dollar (USD)	-	-	2.00	2.14

Foreign Currency sensitivity analysis

The following table demonstrates the sensitivity to a 10% increase / decrease in foreign currencies with all other variable held constant. The below impact on the Company's profit before tax is based on changes in the fair value of unhedged foreign currency monetary assets and liabilities at balance sheet date.

(₹ Lakhs)

Currency	Sensitivity Analysis			
	31 March 2021		31 March 2020	
	₹ decrease by 10%	₹ increase by 10%	₹ decrease by 10%	₹ increase by 10%
United States Dollar (USD)	0.20	(0.20)	0.21	(0.21)

3) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, deposits and loans given, investments and balances at bank.

The Company measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates. Expected Credit Loss is based on actual credit loss experienced and past trends based on the historical data.

Ageing of trade receivables (₹ Lakhs)

	As at 31 March 2021	As at 31 March 2020
Trade Receivables (Unsecured)		
Over six months	1,837.70	1,257.85
Less than six months	1,022.99	1,202.56
Total (A)	**2,860.69**	**2,460.41**

Notes forming part of the Standalone Financial Statements

(₹ Lakhs)

	As at 31 March 2021	As at 31 March 2020
Movement in allowance for credit loss during the year was as follows :		
Opening Balance	660.11	417.90
Add :- Provided during the year	621.69	242.21
Closing balance as at (B)	1,281.80	660.11
Net Trade receivable (A+B)	**1,578.89**	**1,800.30**

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 current investment provides adequate liquidity in short terms 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 2021

(₹ Lakhs)

	Less than1 year	2 to 5 year	More than 5 years
Financial Liabilities			
Trade payable and other financial liabilities	8,887.45	174.12	479.34
Borrowings*	4,361.74	11,064.54	-
Lease liabilities	223.69	1,133.60	-
Total	**13,472.88**	**12,372.26**	**479.34**

* Current maturities of borrowings aggregating ₹/lakhs 4,069.29 from part of other financials liabilities hence the same is not consider separately in borrowings.

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at 31 March 2020

(₹ Lakhs)

	Less than1 year	2 to 5 year	more than 5 years
Financial Liabilities			
Trade payable and other financial liabilities	6,204.02	174.12	521.11
Borrowings*	4,384.66	11,508.25	-
Lease liabilities	549.70	1,486.86	-
Total	**11,138.38**	**12,372.23**	**521.11**

* Current maturities of borrowings aggregating ₹/lakhs 1,952.73 form part of other financials liabilities hence the same is not consider separately in borrowings.

Notes forming part of the Standalone Financial Statements

(ii) Capital management

For the purpose of the Company' s capital management, capital includes issued capital and all other equity reserves. The Company manages its capital structure to ensure that it will be able to continue as a going concern while maximising the return to the stakeholders.

The Company monitors capital using gearing ratio, which is total debt divided by total capital plus debt

(₹ Lakhs)

	As at 31 March 2021	As at 31 March 2020
Gross Debt (inclusive long term and short term debt)	19,495.56	17,845.64
Less: Cash and cash equivalents and Other Bank Balances	(118.21)	(136.86)
Net Debt	19,377.35	17,708.78
Total Equity	49,619.77	47,753.05
Total Capital	**68,997.12**	**65,461.83**
Gearing ratio	**28.08%**	**27.05%**

(iii) Categories of financial instruments and fair value thereof

(₹ Lakhs)

	As at 31 March 2021		As at 31 March 2020	
	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	1,578.89	1,578.89	1,800.30	1,800.30
Cash and cash equivalents and bank balances	146.28	146.28	164.44	164.44
Other financial assets	1,319.56	1,319.56	1,202.03	1,202.03
Loans	18,467.12	18,467.12	15,724.46	15,724.46
Current Investment	9,572.00	9,572.00	9,572.00	9,572.00
B) Financial liabilities				
i) Measured at amortised cost				
Trade Payables	1,943.91	1,943.91	1,676.65	1,676.65
Borrowings (Non current)	11,064.53	11,064.53	11,508.25	11,508.25
Borrowings (Current)	4,361.74	4,361.74	4,384.66	4,384.66
Lease Liabilities	1,357.29	1,357.29	2,036.56	2,036.56
Other Financial Liabilities	7,597.04	7,597.04	5,222.61	5,222.61

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.

Notes forming part of the Standalone Financial Statements

51 Collateral / Security Pledged

The carrying amount of assets pledged as security for current and non-current borrowings of the companies and subsidiary companies are as under ;

(₹ Lakhs)

	31 March 2021	31 March 2020
Property, plant and equipment (includes Capital work in progress, Investment property, Intangible assets and Intangible assets under development)	558.12	776.73
Inventories	1,065.78	1,769.93
Other current and non-current assets	32,270.77	29,712.65
Total assets pledged	**33,894.67**	**32,259.31**

52 Reconciliation between opening and closing balances in the balance sheet for liabilities arising from financing activities as required by Ind AS 7 "Statement of Cash Flows" is as under:

(₹ Lakhs)

	As at 31 March 2020	Cash Inflows	Cash outflows	Non Cash Changes		As at 31 March 2021
				Interest Accrued	Other Changes	
Long Term Borrowings	11,508.25	1,470.47	(1,738.52)	-	(175.67)	11,064.53
Short Term Borrowings (Including Current maturities) (For Bank, Financial Institution and intercorporate deposits etc.)	6,337.39	-	-	1,352.18	736.80	8,426.37
Lease liabilities (including interest)	2,036.56	-	(591.02)	-	-	1,357.29

(₹ Lakhs)

	As at 31 March 2019	Cash Inflows	Cash outflows	Non Cash Changes		As at 31 March 2020
				Interest Accrued	Other Changes	
Long Term Borrowings	12,436.60	5,755.00	(6,683.36)	-	-	11,508.25
Short Term Borrowings (Including Current maturities) (For Bank, Financial Institution and intercorporate deposits etc.)	5,684.44	-	-	652.95	-	6,337.39
Dividend paid (including dividend distribution tax)	-	-	393.12	-	-	-

53 The Company has non-current investments in its subsidiary company viz MT Educare Limited (MTEL) with a carrying value at cost of ₹/lakhs 27,812.22. MTEL on a consolidated basis has a positive net worth as at 31 March 2021. Due to the prevailing unprecedented COVID-19 pandemic situation further prolonged by continuous lockdowns and restrictions in movements imposed at regular intervals by State and Central Governments, the Company has not been able to carry out a detailed and comprehensive assessment of the asset in accordance with the principles of IND-AS 36 “Impairment of Assets” and hence no adjustments have been considered by the Company to the carrying value of this non-current investment as at 31 March 2021. Moreover, the Company's investment in MTEL is strategic in nature and any impact due to COVID-19 is short term in nature and hence no impairment is required.

54 Prior year comparatives

Previous year's figures have been regrouped / reclassified / rearranged wherever necessary to correspond with the current year's classifications / disclosures, figures in brackets pertain to previous year.

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 2021, 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 2021, 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) The consolidated financial statements include goodwill having carrying value of Rs. 31,323.64 lakhs on acquisition of its subsidiary company viz MT Educare Limited (MTEL). Due to the prevailing unprecedented Covid-19 pandemic situation and the uncertainty connected to it, the Holding Company has not been able to carry out a detailed and comprehensive assessment of the asset in accordance with the principles of Indian Accounting standard – 36 "Impairment of Assets" and hence no adjustments have been considered by the Holding Company to the carrying value of goodwill as at 31 March 2021. In the absence of sufficient and appropriate audit evidence by way of such detailed and comprehensive assessment due to the current COVID-19 pandemic situation, we are unable to comment upon adjustments, if any, that may be required to the carrying value of goodwill.

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. 6,981.87 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 uncertainties arising out of the outbreak of COVID-19 pandemic and the existence of unutilized tax losses available, it is uncertain that MTEL would achieve sufficient taxable profits in 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 assessment of recognition of deferred tax assets as at 31 March 2021. Had the deferred tax assets not been recognized, the net loss for the year ended 31 March 2021 would have been higher by Rs. 6,981.87 lakhs.

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 did not obtain/receive balance confirmations from most of the customers /creditors and other parties including certain advances other than related parties for the balances as at 31 March 2021 due to Covid-19 disruption. Hence, the other auditor could not obtain external confirmations as required in SA- 505, Standards on Auditing and were unable to comment on adjustments or disclosures, if any, that may arise.

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 MTEL has loans, trade and other receivables of Rs 4,904.26 lakhs (net of provisions on consolidated basis) outstanding as at 31 March 2021, from other parties having operations in the education sector, which are overdue. The management is of the opinion that COVID-19 pandemic and the subsequent lockdowns have disrupted the operations of parties in education sector and such outstandings have arisen primarily due to lockdowns and therefore management considers the same as good and recoverable. Accordingly, owing to the aforementioned overdues, the other auditor is unable to comment upon adjustments, if any, that may be required to the carrying value of the outstanding receivables and further provisions, if any, required and the consequential impact on the consolidated financial statements.

The audit report for the previous year ended 31 March 2020, which was audited by the predecessor auditor, was also qualified in respect of the matters stated in (a) and (b) above.

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) prescribed under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's 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 62 of the consolidated financial statements, in case of one of the subsidiaries viz. MT Educare Limited (MTEL), the other auditor who audited the consolidated annual financial statements of MTEL reported that the Covid-19 pandemic has caused an adverse impact on the business operations of MTEL and its subsidiaries (together referred to as "MTEL Group") and their financial health. The revenue of MTEL Group has declined sequentially for the year ended March 2021 and as a result MTEL Group has been incurring losses. Further, MTEL Group has defaulted in its debt and other obligations. These indicate the existence of uncertainty that may cast doubt on MTEL Group's ability to continue as a going concern. The appropriateness of assumption of going concern is dependent upon improvement in cash flows through normal operations post COVID-19 pandemic, timely monetization of assets and approval of MTEL Group's one-time restructuring of debts.

Our opinion is not modified in respect of this matter.

4. Emphasis of matters

We draw attention to:

a) Note 59 of the consolidated financial statements regarding recoverability of long outstanding vocational trade receivables and unbilled receivables aggregating to Rs. 3,074.97 lakhs (net of provision) outstanding as at 31 March 2021, which represent amounts recoverable for various Central and State Government/ Agencies projects in education/skill development sector. Based on internal assessment of the management which includes considering the progress of the discussions with the relevant government parties, past trends, contractual rights and evidence of service delivery, the management is of the view that the aforesaid receivables (net of provisions) outstanding as at 31 March 2021 are good and recoverable.

b) Note 60 of the consolidated financial statements regarding invocation of pledge held by one of the promoters of MT Educare Limited (MTEL) by the lender on account of repayment defaults by MTEL and its subsidiaries.

c) Note 45 to the consolidated financial statements that state that the management has made an assessment of the impact of COVID-19 on the Group's operations, financial performance, and position as at and for the year ended 31 March 2021. Further, as stated in the Note, the Group has made necessary provisions under the Expected Credit Loss model and concluded that there is no further impact which is required to be recognized in the consolidated financial statements. However, the extent of the impact of the COVID-19 pandemic on the Group's result is dependent upon future developments and the Group is monitoring the rapidly evolving situation and its potential impacts on the Group's consolidated financial position.

Our opinion is not modified in respect of these matters.

5. 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 2021. 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.

a) **Assessment of going concern basis** (Refer notes 1B(ii) and 62 of the consolidated financial statements)

The Covid-19 pandemic has caused an impact on the business operations of the Group and its financial health. Further, during the year, the credit rating of Holding Company's borrowings has been downgraded and further its current liabilities exceeded the current assets as at 31 March 2021.

While the above factors indicated a need to assess the Group's ability to continue as a going concern, as mentioned in the aforesaid note, the Holding Company has taken into consideration the following mitigating factors in its assessment for going concern basis of accounting.

- The Holding Company is in talks with its stakeholders like vendors to renegotiate the prices in order to decrease its costs thereby improving its margin.
- The Holding Company is discussing with its lenders to restructure its debt and avail moratorium so that it can conserve cash so as to improve its cash flows.
- The Holding Company has undertaken several cost rationalisation measures and cut fixed cost like employee cost, rent, warehousing, transport etc so as to improve the margins.
- The Holding Company has also undertaken several initiatives like blended learning program for its business partners in KIDZEE as well as MLZS so that the education of children is not hindered.

Management has prepared future cash flow forecasts taking into cognizance the above developments and performed sensitivity analysis of the key assumptions used therein to assess whether the Group would be able to operate as a going concern for a period of at least twelve months from the date of the consolidated financial statements, and concluded that the going concern basis of accounting used for preparation of the accompanying consolidated financial statements is appropriate with no material uncertainty.

We have considered the assessment of management's evaluation of going concern basis of accounting as a key audit matter due to the pervasive impact thereof on the consolidated financial statements and the significant judgements and assumptions that are inherently subjective and dependent on future events, involved in preparation of cash flow projections and determination of the overall conclusion by the management.

Auditor's response

Our audit procedures included but were not limited to, the following in relation to assessment of appropriateness of going concern basis of accounting:

- Obtained an understanding of the management's process for identifying all the events or conditions that could impact the Group's ability to continue as a going concern and the process followed to assess the mitigating factors for such events or conditions. Also, obtained an understanding around the methodology adopted and the associated controls implemented by the Holding Company to assess their future business performance to prepare a robust cash flow forecast;
- Reviewed the cash flow forecast and considered the same to check whether the Group will be able to meet its financial obligations falling due within next twelve months;
- Tested the appropriateness of key assumptions used by the management, including the impact of COVID-19 pandemic on such assumption, that had most material impact in preparation of the cash flow forecast;

Assessed the appropriateness and adequacy of the disclosures made in the consolidated financial statements in respect of going concern

b) **Revenue recognition**

Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of Ind AS 115 "Revenue from Contracts with Customers"

- Sales are recognized when the control of the goods and services is transferred to the customer.
- Revenue is recognized at the amount that reflects the considerations to which the Group expects to be entitled in exchange for transferring goods or services to customer.
- Revenue is recognized over a time or point in time.
- The Group focuses on revenue as a key performance measure which could create an incentive for revenue to be recognized before the control.

Auditor's Response

We assessed the Group's process of identifying the revenue accounting.

Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:

- Evaluated the design of internal controls relating to implementation of the Indian Accounting Standard (Ind AS) pertaining to revenue.
- Assessing the application of Group's accounting policies over revenue recognition and comparing these accounting policies on revenue recognition with applicable Indian Accounting Standards.
- Identifying the nature of the revenues and identification of any unusual contract terms.
- Testing the revenue recognized including testing of Group's control on revenue recognition, when applicable. Our testing included tracing the information to agreements and payments.
- Assessing the revenue recognized with substantive analytical procedures, and
- Assessing the Group's disclosure on revenue recognition.

Our procedures did not identify any material exceptions.

6. 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.

7. 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.

8. 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)(If 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.

9. Other matters

a) 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. 118,291.18 lakhs as at 31 March 2021, total revenues of Rs. 22,072.44 lakhs, total net loss after tax of Rs. 3,134.92 lakhs, total comprehensive loss of Rs. 3,102.08 lakhs and total cash outflows of Rs. 222.67 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.

b) The consolidated financial statements of the Holding Company for the previous year ended 31 March 2020 were audited by the predecessor auditor, who have expressed a modified opinion on those consolidated financial statements vide their report dated 07 October 2020.

10. Report on other Legal and Regulatory requirements

As required by Section 143(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 2021 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 2021 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 A";

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 report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the 'Other matters' paragraph :

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group in its consolidated financial statements;

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 its 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
2012-13	0.20	12 July 2020	03 February 2021	57
2013-14	0.37	11January 2021	03 February 2021	22

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

Nitin Jain
Partner
Membership Number: 215336

Mumbai, 29 June 2021

UDIN: 21215336AAAADK1842

Annexure - A to the Independent Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 10(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 2021.

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 2021, in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the 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 2021:

a) The Holding Company's internal financial control with regard to assessment of impairment of goodwill of Rs. 31,323.64 lakhs (on acquisition of its subsidiary company viz MT Educare Limited) in accordance with the applicable Indian Accounting Standard (Ind AS) were not operating effectively, as the Holding Company could not carry out a detailed and comprehensive assessment of impairment of goodwill as per the applicable Ind AS due to the prevailing Covid-19 pandemic (as fully explained in the 'Basis for qualified opinion' of our main report), 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.

b) In one of the subsidiaries viz. MT Educare Limited (MTEL), the other auditor who audited the consolidated annual financial statements of MTEL reported the following material weaknesses:

   i. The information Technology General Controls being the access controls and changes management controls with respect to accounting for student revenue and controls on the financial statement closure process were operating ineffectively to this extent; and

   ii. Independent confirmations were not obtained/received from most of the customers/creditors and other parties including certain loans and advances other than related parties for the balances as on 31 March, 2021.

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 2021, 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 2021, 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)(If 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 corresponding reports of the auditors of such 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, 29 June 2021
UDIN: 21215336AAAADK1842

Consolidated Balance Sheet as at 31 March 2021

(₹ lakhs)

	Note	31 March 2021	31 March 2020
ASSETS			
Non-current assets			
(a) Property, plant and equipment	3	4,124.03	4,391.88
(b) Right-of-use assets	4	5,604.99	8,820.89
(c) Capital work-in-progress	3	-	676.11
(d) Investment property	5	24,677.55	25,744.27
(e) Investment property under development	5	30,305.62	29,553.91
(f) Goodwill	6	31,323.64	31,323.64
(g) Other intangible assets	7	6,422.87	7,168.54
(h) Intangible assets under development	7	5,257.65	5,270.02
(i) Financial assets			
(i) Investments	8	0.34	0.34
(ii) Loans	9	6,498.66	8,920.17
(iii) Other financial assets	10	208.44	877.30
(j) Deferred tax assets (net)	11	7,809.48	8,697.47
(k) Non-current tax assets (net)	12	3,053.12	3,266.76
(l) Other non-current assets	13	1,582.17	1,613.39
Total non-current assets		**1,26,868.56**	**1,36,324.69**
Current assets			
(a) Inventories	14	1,065.78	1,769.93
(b) Financial assets			
(i) Investments	15	0.01	1,051.94
(ii) Trade receivables	16	9,135.97	6,670.91
(iii) Cash and cash equivalents	17 (A)	566.27	809.40
(iv) Bank balances other than (iii) above	17 (B)	760.21	743.64
(v) Loans	9	5,437.29	1,936.04
(vi) Other financial assets	10	2,769.78	2,088.13
(c) Other current assets	13	496.31	791.19
Total current assets		**20,231.62**	**15,861.18**
Assets classified as held for sale	18	-	64.25
Total Assets		**1,47,100.18**	**1,52,250.12**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	19	3,260.93	3,260.93
(b) Other Equity	20 (A)	43,165.62	43,817.19
Equity attributable to owners of the parent (a+b)		**46,426.55**	**47,078.12**
Non-controlling Interests	20 (B)	15,008.81	16,231.25
Total Equity		**61,435.36**	**63,309.37**
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	21	25,067.31	27,412.60
(ii) Lease liabilities	22	4,192.15	6,572.75
(iii) Other financial liabilities	23 (B)	1,838.86	1,267.03
(b) Provisions	24	645.66	636.04
(c) Other liabilities	25	16,147.13	18,289.36
Total non-current liabilities		**47,891.11**	**54,177.78**
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	21	4,900.47	4,384.66
(ii) Lease liabilities	22	1,523.05	2,281.71
(iii) Trade payables	23 (A)		
(1) total outstanding dues of micro enterprises and small enterprises		1,046.31	653.91
(2) total outstanding dues of creditors other than micro enterprises and small enterprises		8,170.04	5,117.58
(iv) Other financial liabilities	23 (B)	14,922.23	9,232.09
(b) Other current liabilities	25	6,540.56	12,636.34
(c) Provisions	24	234.68	215.50
(d) Current tax liabilities (net)	26	436.37	241.18
Total current liabilities		**37,773.71**	**34,762.97**
Total Liabilities		**85,664.82**	**88,940.75**
Total Equity and Liabilities		**1,47,100.18**	**1,52,250.12**

Notes forming part of the consolidated financial statements **1-63**

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 : 29 June 2021

For and on behalf of the board

Nanette D'sa
Director
DIN - 05261531

Surender Singh
Director
DIN - 08206770

Ritesh Handa
Chief Executive Officer

Rakesh Agarwal
Chief Financial Officer

Anil Gupta
Company Secretary

Consolidated Statement of Profit and Loss for the year ended 31 March 2021

(₹ lakhs)

	Note	31 March 2021	31 March 2020
Income			
Revenue from operations	27	25,712.25	51,482.78
Other income	28	5,632.53	4,155.40
Total Income		**31,344.78**	**55,638.18**
Expenses			
Operational cost	29	5,725.02	13,753.89
Employee benefits expense	30	10,354.56	14,137.98
Finance costs	31	5,149.12	5,904.91
Depreciation and amortisation expense	32	4,994.95	6,410.60
Other expenses	33	5,322.98	6,751.87
Total Expenses		**31,546.63**	**46,959.25**
Profit / (Loss) before exceptional item and tax		**(201.85)**	**8,678.93**
Less: Exceptional item	51	-	3,114.65
Profit / (Loss) before tax		**(201.85)**	**5,564.28**
Less : Tax expense			
Current tax	34	1,043.33	2,533.20
Deferred tax charge / (credit)		869.86	519.61
Total Tax Expense		**1,913.19**	**3,052.81**
Profit / (Loss) for the year	**(A)**	**(2,115.04)**	**2,511.47**
Profit / (Loss) for the year attributable to			
Owners of the parent		(879.30)	4,369.30
Non-controlling interest		(1,235.74)	(1,857.83)
Other comprehensive income / (loss)			
Items that will not be reclassified to profit or loss			
- Remeasurement gain/(loss) on defined benefit plan		71.94	(68.04)
Income tax effect on above		(18.03)	19.11
Other comprehensive income / (loss) for the year	**(B)**	**53.91**	**(48.93)**
Other comprehensive income / (loss) attributable to			
Owners of the parent		40.60	(34.26)
Non-controlling interest		13.31	(14.67)
Total comprehensive income / (loss) for the year	**(A+B)**	**(2,061.13)**	**2,462.54**
Total comprehensive income / (loss) attributable to			
Owners of the parent		(838.70)	4,335.05
Non-controlling interest		(1,222.43)	(1,872.51)
Earnings per equity share (face value ₹ 1 each)	46		
Basic (₹)		(0.27)	1.34
Diluted (₹)		(0.27)	1.34
Notes forming part of the consolidated financial statements	**1-63**		

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

For and on behalf of the board

Nanette D'sa
Director
DIN - 05261531

Surender Singh
Director
DIN - 08206770

Ritesh Handa
Chief Executive Officer

Rakesh Agarwal
Chief Financial Officer

Anil Gupta
Company Secretary

Place : Mumbai
Date : 29 June 2021

Consolidated Statement of Changes in Equity for the year ended 31 March 2021

A. Equity share capital	Note	(₹Lakhs)
Balance as at 01 April 2019	19	**3,260.79**
Changes in equity share capital	19(a)	0.14
Balance as at 31 March 2020	19	**3,260.93**
Changes in equity share capital	19(a)	-
Balance as at 31 March 2021		**3,260.93**

B. Other equity (₹Lakhs)

	Reserves and surplus							Non Controlling interest	Total
	Capital reserves	Securities Premium	Debenture redemption reserve	Share options outstanding account	General reserves	Retained earnings	Total attributable to owners of the parent		
Balance as at 01 April 2019	17.49	12,957.96	1,218.75	532.71	13,971.80	11,155.05	39,853.76	18,103.75	57,957.51
Profit / (Loss) for the year	-	-	-	-	-	4,369.30	4,369.30	(1,857.83)	2,511.47
Re-measurement gains / (losses) on defined benefit plans (net of tax)	-	-	-	-	-	(34.26)	(34.26)	(14.67)	(48.93)
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**-**	**4,335.04**	**4,335.04**	**(1,872.50)**	**2,462.54**
	17.49	**12,957.96**	**1,218.75**	**532.71**	**13,971.80**	**15,490.09**	**44,188.80**	**16,231.25**	**60,420.05**
Transferred from retained earnings	-	-	203.13	-	-	(203.13)	-	-	-
Dividend paid	-	-	-	-	-	(326.09)	(326.09)	-	(326.09)
Dividend distribution tax paid	-	-	-	-	-	(67.03)	(67.03)	-	(67.03)
Exercise of shares options	-	4.63	-	(73.96)	72.11	-	2.78	-	2.78
Share based payment expense (net)	-	-	-	18.70	-	-	18.70	-	18.70
Balance as at 31 March 2020	**17.49**	**12,962.59**	**1,421.88**	**477.45**	**14,043.91**	**14,893.87**	**43,817.19**	**16,231.25**	**60,048.41**
Loss for the year	-		-	-	-	(879.30)	(879.30)	(1,235.74)	(2,115.04)
Re-measurement gains / (losses) on defined benefit plans (net of tax)	-	-	-	-	-	40.60	40.60	13.30	53.90
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**-**	**(838.70)**	**(838.70)**	**(1,222.44)**	**(2,061.14)**
	17.49	**12,962.59**	**1,421.88**	**477.45**	**14,043.91**	**14,055.14**	**42,978.46**	**15,008.81**	**57,987.27**
Share based payments									
- Share based payment expense (net)	-	-	-	187.16	-	-	187.16	-	187.16
- Transferred to retained earnings on lapse of vested options	-	-	-	(50.59)	-	50.59	-	-	-
	-	-	-	136.57	-	50.59	187.16	-	187.16
Balance as at 31 March 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**

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 provisons of Companies Act, 2013.
3) Debenture redemption reserve created out of the profits is for the purpose of redemption of debentures.
4) Share option outstanding account is related to share options granted by the group to its employee 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.

Notes forming part of the consolidated financial statements **1-63**

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 : 29 June 2021

For and on behalf of the board

Nanette D'sa
Director
DIN - 05261531

Surender Singh
Director
DIN - 08206770

Ritesh Handa
Chief Executive Officer

Rakesh Agarwal
Chief Financial Officer

Anil Gupta
Company Secretary

Consolidated Statement of Cash Flow for the year ended 31 March 2021

(₹ lakhs)

		31 March 2021	31 March 2020
A.	**Cash flow from operating activities**		
	Net Profit / (Loss) before tax	(201.85)	5,564.28
	Adjustments for :		
	Depreciation and amortisation expense	4,994.95	6,410.60
	Liabilities no longer required / excess provision written back	(1,497.98)	(88.01)
	Share based payment expense	187.16	18.70
	Net gain on Investments measured at fair value through profit or loss (FVTPL)	-	(8.31)
	Bad debts / advance written off	-	396.80
	Loss on sale /discard of property, plant and equipment / intangible assets	27.78	27.91
	Impairment loss on property, plant and equipment	103.76	-
	Gain on derecognition of right-of-use assets	(166.89)	(4.07)
	Net gain on sale of investments	(24.44)	(13.68)
	Net loss on foreign exchange transaction and translation	0.61	0.69
	Interest expense	5,077.11	5,783.91
	Allowances for credit losses	2,229.40	99.54
	Amortization of ancillary borrowing costs	6.26	6.26
	Unwinding of discount on security deposit	352.19	335.11
	Dividend income	-	(14.33)
	Interest income	(3,179.19)	(2,827.25)
	Operating profit before working capital changes	**7,908.87**	**15,688.15**
	Changes in working capital :		
	(Increase) / Decrease in inventories	704.15	(455.45)
	(Increase) / Decrease in trade and other receivables	(1,907.65)	1,083.12
	Increase / (Decrease) in trade and other payables	(4,840.00)	(1,402.41)
	Cash generated from operations	**1,865.37**	**14,913.41**
	Income tax paid (net)	(622.37)	(2,739.63)
	Net cash flow from operating activities (A)	**1,243.00**	**12,173.78**
B.	**Cash flow from investing activities**		
	Purchase of property, plant and equipment / intangible assets / investment property / capital work-in-progress	(133.82)	(876.85)
	Sale of property, plant and equipment / intangible assets	62.34	2.43
	Proceed from/(Investments) in deposits with bank	612.09	1,287.79
	Purchase of current investments	-	(2,847.73)
	Sale of current investments	1,051.93	2,025.00
	Loans given to others	(565.30)	(537.14)
	Receipt of Loans given to others	-	1,198.90
	Dividend received	10.32	14.33
	Interest received	388.25	1,271.86
	Net cash flow from investing activities (B)	**1,425.81**	**1,538.59**

Consolidated Statement of Cash Flow for the year ended 31 March 2021

(₹ lakhs)

		31 March 2021	31 March 2020
C.	**Cash flow from financing activities**		
	Proceeds from issue of equity shares (including securities premium)	-	2.92
	Proceeds from non-current borrowings	1,569.00	5,755.00
	Repayment of non-current borrowings	(1,475.82)	(9,108.72)
	Proceeds from current borrowings	-	-
	Payment of lease liabilities (including interest)	(1,225.45)	(3,134.28)
	Dividend paid (including dividend distribution tax)	-	(393.12)
	Interest paid	(1,779.67)	(8,094.98)
	Net cash flow used in financing activities (C)	**(2,911.94)**	**(14,973.18)**
	Net cash flow during the year (A+B+C)	(243.13)	(1,260.81)
	Cash and cash equivalents at the beginning of the year	809.40	2,070.21
	Net cash and cash equivalents at the end of the year	**566.27**	**809.40**
	Add : Balances earmarked	760.21	743.64
	Cash and bank balances at the end of the year	**1,326.48**	**1,553.04**

Notes:

1.	**Component of cash and bank balances as follows**	**31 March 2021**	**31 March 2020**
	Cash and cash equivalents	566.27	809.40
	Bank Balances other then cash and cash equivalents	760.21	743.64
	Total	**1,326.48**	**1,553.04**

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 56
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".
4. The impact of non-cash transactions have not been given in the above statement of cash flows, details of which are given in note 56
5. Previous year's figures have been regrouped, recast wherever necessary.

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

For and on behalf of the board

Nanette D'sa
Director
DIN - 05261531

Surender Singh
Director
DIN - 08206770

Ritesh Handa
Chief Executive Officer

Rakesh Agarwal
Chief Financial Officer

Anil Gupta
Company Secretary

Place : Mumbai
Date : 29 June 2021

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 2021, were authorised for issue by the Board of Directors at their meeting held on 29 June 2021

B Basis of preparation of Consolidated financial statements and other significant accounting policies

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 accural basis of accounting except for certain financial assets and liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies stated out below.

ii) **Going concern (also refer note 62 of consolidated financials statements)**

The Covid-19 pandemic has caused an impact on the business operations of the Group and its financial health. Further, during the year, the credit rating of Holding Company's borrowings has been downgraded and also its current liabilities exceeded its current assets as at 31 March 2021. However, the consolidated financial statements of Group have been prepared on going concern basis based on the future business potentials and mitigating factors adopted which are as follows:

- The Holding Company is in talks with its stakeholders like vendors to renegotiate the prices in order to decrease its costs thereby improving its margin.
- The Holding Company is discussing with its lenders to restructure its debt and avail moratorium so that it can conserve cash so as to improve its cash flows.
- The Holding Company has undertaken several cost rationalisation measures and cut its fixed cost like employee cost, rent, warehousing & transport, etc to improve its margins.
- The Holding Company has also undertaken several initiatives like blended learning program for its business partners in KIDZEE as well as Mount Litera Zee School (MLZS) so that the education of children is not hindered.

Management has prepared future cash flow forecasts taking into cognizance the above developments and performed sensitivity analysis of the key assumptions used therein to assess whether the Group would be able operate as a going concern for a period of at least twelve months from the date of consolidated financial statements, and concluded that the going concern basis of accounting used for preparation of the accompanying consolidated financial statements is appropriate with no material uncertainty.

iii) **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/-

iv) **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

Notes forming part of the Consolidated Financial Statements

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)

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

Notes forming part of the Consolidated Financial Statements

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.

b 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.

c Non-current assets held for sale

The Group classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use of the assets and actions required to complete such sale indicate that it is unlikely that significant changes to the plan to sell will be made or that the decision to sell will be withdrawn. Also, such assets are classified as held for sale only if the management expects to complete the sale within one year from the date of classification.

d Goodwill and impairment of goodwill

Goodwill is measured as the excess of the sum of the consideration transferred over the net of acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any. For the purposes of impairment testing, goodwill is allocated to each of the Group's cash generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination. A cash-generating unit to which goodwill has been allocated is tested for impairment annually or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each assets in the unit. Any impairment loss for goodwill is recognised directly in consolidated statement of profit and loss.

An impairment loss recognised for goodwill is not reversed in subsequent periods.

e 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.

f Depreciation / amortisation on property, plant and equipment / intangible assets / investment property

Depreciable amount for property, plant and equipment / 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) Leasehold Improvements are amortised over the period of Lease or useful life of asset, whichever is lower.

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

Notes forming part of the Consolidated Financial Statements

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

(iv) 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.

g Impairment of Property, plant and equipment / intangible assets/ investment property

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

An impairment is recognised in 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.

h Derecognition of property, plant and equipment / intangibles assets / investment property

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

i 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.

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 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.

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. The lease liability is initially measured at amortized

Notes forming part of the Consolidated Financial Statements

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.

j 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.

k 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.

l Fair value measurement

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

All financial assets and financial liabilities for which fair value is measured or disclosed in the 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.

m Financial instruments

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

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.

Notes forming part of the Consolidated Financial Statements

(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 the 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.

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

Notes forming part of the Consolidated Financial Statements

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

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 amorised 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 entity 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.

(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 liabilties 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 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.

Notes forming part of the Consolidated Financial Statements

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.

Determination of fair value

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an ordinary transaction between market participants at the measurement date.

In determining the fair value of its financial instruments, the Group uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis and available quoted market prices. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

n Borrowings and borrowing costs

(i) Borrowings are initially recognised at net of transaction costs incurred and measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the 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.

o Provisions, contingent liabilities and contingent assets

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

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

Contingent assets are not recognised in the 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.

p Revenue recognition

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

(i) Sales - Educational goods and equipments /content is recognised upfront at the point in time when the goods/ equipments/ content is delivered to the customer via online/offline delivery, wherever applicable, while the 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.

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

Notes forming part of the Consolidated Financial Statements

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 uncertaininy 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 and premium on redemption of preference shares 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 assets and liabilities

Contract assets relate primarily to the Group's rights to consideration for work completed but not billed at each reporting date. Contract assets are transferred to receivables when the rights become unconditional. This usually occurs when the Group issues an invoice to a customer.

Contract liabilities primarily relate to consideration received in advance from customers, for which the performance obligation is yet to be satisfied.

D. Variable consideration

If the consideration promised in a contract includes a variable amount, the Group estimates the amount of consideration to 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.

q 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

Notes forming part of the Consolidated Financial Statements

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.

r 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 prevelant at the date of the transaction.

s 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 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.

t Impairment of non-financial assets

The carrying amounts of non financial assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An asset is treated as impaired when the carrying amount exceeds its recoverable value. The recoverable amount is the greater of an asset's or cash generating unit's, net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to the present value using a pre-tax discount rate that reflects current market assessment of the time value of money and risks specific to the assets. An impairment loss is charged to the 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

Notes forming part of the Consolidated Financial Statements

profit and loss if there has been a change in the estimate of recoverable amount.

u Earnings per share

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

v Share based payments

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 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".

w Business combinations

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

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

Business combinations between entities under common control is accounted for at carrying value.

Transaction costs that the Group incurs in connection with a business combination such as finder's fees, legal fees, due diligence fees, and other professional and consulting fees are expensed as incurred.

x Dividend

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

y Contributed equity

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

z Exceptional items

Certain occassions, the size, type, or incidences of the item of income or expenses pertaining to the ordinary activities of the Group is such that its disclosure improves the understanding of the performance of the Group, such income or expenses is classified as an exceptional item and accordingly, disclosed in the consolidated financial statements.

Notes forming part of 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.

b Useful life and residual values

The Group reviews the useful lives and residual values of property, plant and equipment and intangible assets at each financial year end.

c Impairment testing

i Judgment is also required in evaluating the likelihood of collection of customer debt after revenue has been recognised. This evaluation requires estimates to be made, including the level of provision to be made for amounts with uncertain recovery profiles. Provisions are based on historical trends in the percentage of debts which are not recovered, or on more detailed reviews of individually significant balances.

ii Determining whether the carrying amount of these assets has any indication of impairment also requires judgment. If an indication of impairment is identified, further judgment is required to assess whether the carrying amount can be supported by the net present value of future cash flows forecast to be derived from the asset. This forecast involves cash flow projections and selecting the appropriate discount rate.

d 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.

Notes forming part of the Consolidated Financial Statements

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 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. After considering current and future economic conditions, the Group has concluded that no changes are required to lease period relating to the existing lease contracts.

2 (C) Recent Indian Accounting Standards (IND AS)

a. Standards issued but not effective

Ministry of Corporate Affairs (MCA) notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from 1 April 2021.

b. Changes in accounting policies and adoption of new/revision in accounting standard:

i. COVID-19 related rent concessions: Amendment to Ind AS 116 on 'Leases':

The MCA issued amendments to Ind AS 116 on 'Leases', to provide lessees with an exemption from assessing whether a COVID-19 related rent concession is a lease modification. The amendments allowed the expedient to be applied to COVID-19 related rent concessions to payments originally due on or before 30 June 2021 and also require disclosure of the amount recognised in profit or loss to reflect changes in lease payments that arise from COVID-19 related rent concessions. The reporting period in which a lessee

first applies the amendment, it is not required to disclose certain quantitative information required under Ind AS 8.

The Group has not recognised any reversal of lease liability on account of COVID-19 related rent concessions in the consolidated statement of profit and loss for the year ended 31 March 2021 as there were no amendments made to rent agreements on account of COVID-19.

ii. Definition of Material – Amendments to Ind AS 1 and Ind AS 8:

Amendments have been made to Ind AS 1 on 'Presentation of Financial Statements' and Ind AS 8 on 'Accounting Policies, Changes in Accounting Estimates and Errors' which use a consistent definition of materiality throughout the Ind AS and the Conceptual Framework for Financial Reporting, clarify when information is material and incorporate some of the guidance in Ind AS 1 about immaterial information. In particular, the amendments clarify:
- that the reference to obscuring information addresses situations in which the effect is similar to omitting or misstating that information, and that an entity assesses materiality in the context of the financial statements as a whole, and

- the meaning of 'primary users of general purpose financial statements' to whom those consolidated financial statements are directed, by defining them as 'existing and potential investors, lenders and other creditors' that must rely on general purpose financial statements for much of the financial information they need.

The adoption of the amendment has not had any material impact on the disclosures or on the amounts reported in these consolidated financial statements.

iii. Definition of a Business – Amendments to Ind AS 103:

The amended definition of a business in Ind AS 103 on 'Business Combinations' requires an acquisition to include an input and a substantive process that together significantly contribute to the

ability to create outputs. The definition of the term 'outputs' is amended to focus on goods and services provided to customers, generating investment income and other income, and it excludes returns in the form of lower costs and other economic benefits. This amendment will likely result in more acquisitions being accounted for as asset acquisitions. However during the year this amendment had no impact on the consolidated financial statements of the Group.

iv. Interest Rate Benchmark Reform – Amendments to Ind AS 107, Ind AS 109 and Ind AS 39:

Disclosures and Ind AS 109 on 'Financial Instruments' provide certain reliefs in relation to interest rate benchmark reforms. The reliefs relate to hedge accounting and have the effect that the reforms should not generally cause hedge accounting to terminate. However, any hedge in effectiveness should continue to be recorded in the income statement. The Group has not taken the benefit of the amendment.

Notes forming part of the Consolidated Financial Statements

3. Property, plant and equipment (₹ 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 2019	**445.49**	**2,475.82**	**2,376.72**	**4,435.76**	**57.57**	**231.59**	**2,794.53**	**154.04**	**12,971.52**
Additions during the year	-	-	45.07	96.78	-	153.77	91.42	113.68	**500.72**
Disposals during the year	-	-	23.74	142.40	-	6.40	8.32	-	**180.86**
Balance as at 31 March 2020	**445.49**	**2,475.82**	**2,398.05**	**4,390.14**	**57.57**	**378.96**	**2,877.63**	**267.72**	**13,291.38**
Additions during the year	-	-	45.66	622.93	-	0.47	14.41	33.34	**716.81**
Disposals during the year	-	-	398.51	951.24	4.68	-	153.92	26.86	**1,535.21**
Balance as at 31 March 2021	**445.49**	**2,475.82**	**2,045.20**	**4,061.83**	**52.89**	**379.43**	**2,738.12**	**274.20**	**12,472.98**
Accumulated depreciation									
II. Depreciation upto 31 March 2019	-	**757.03**	**1,781.16**	**2,911.78**	**27.30**	**58.59**	**2,153.71**	**42.94**	**7,732.51**
Depreciation charge for the year	-	67.55	221.88	597.53	9.01	67.62	306.58	47.64	**1,317.81**
Disposals during the year	-	-	22.18	114.46	-	6.08	8.10	-	**150.82**
upto 31 March 2020	**-**	**824.58**	**1,980.86**	**3,394.85**	**36.31**	**120.13**	**2,452.19**	**90.58**	**8,899.50**
Depreciation charge for the year	-	61.67	109.99	306.91	4.29	70.79	170.65	49.22	**773.52**
Disposals during the year	-	-	393.68	865.69	4.68	-	153.93	9.83	**1,427.81**
Provision for Impairment	-	-	25.36	77.09	-	-	1.29	-	**103.74**
upto 31 March 2021	**-**	**886.25**	**1,722.53**	**2,913.16**	**35.92**	**190.92**	**2,470.20**	**129.97**	**8,348.95**
Net carrying value									
Balance as at 31 March 2021	445.49	1,589.57	322.67	1,148.67	16.97	188.51	267.92	144.23	**4,124.03**
Balance as at 31 March 2020	445.49	1,651.24	417.19	995.29	21.26	258.83	425.44	177.14	**4,391.88**

Details of Capital work-in-progress (₹ lakhs)

	31 March 2021	31 March 2020
Opening balance	676.11	343.25
Add : Addition during the year	-	433.43
Less : Capitalized during the year	676.11	100.57
Closing balance	**-**	**676.11**

(₹ lakhs)

Net carrying value	**31 March 2021**	**31 March 2020**
Property, plant and equipment	4,124.03	4,391.88
Capital work-in-progress	-	676.11

The amount of contractual commitment for the acquisition of property, plant and equipment is disclosed in note 38.

For details of property, plant and equipment pledged as security, refer note 55

Notes forming part of the Consolidated Financial Statements

4 Right-of-use asset

(₹ Lakhs)

	Description of Assets	Leased Premises	Total
I.	**Gross carrying amount as at 01 April 2019**	**9,274.73**	**9,274.73**
	Additions during the year	2,903.46	**2,903.46**
	Disposals during the year	186.38	**186.38**
	Balance as at 31 March 2020	**11,991.81**	**11,991.81**
	Additions during the year	164.57	**164.57**
	Disposals during the year	2,487.63	**2,487.63**
	Balance as at 31 March 2021	**9,668.75**	**9,668.75**
II.	**Amortization upto 31 March 2019**	**-**	**-**
	Amortisation for the year	3,185.88	**3,185.88**
	Disposals during the year	14.96	**14.96**
	upto 31 March 2020	**3,170.92**	**3,170.92**
	Amortisation for the year	2,319.94	**2,319.94**
	Disposals during the year	1,427.10	**1,427.10**
	upto 31 March 2021	**4,063.76**	**4,063.76**
	Net carrying value		
	Balance as at 31 March 2021	5,604.99	**5,604.99**
	Balance as at 31 March 2020	8,820.89	**8,820.89**

(₹ Lakhs)

Net carrying value	31 March 2021	31 March 2020
Right-of-use asset	5,604.99	8,820.89

Notes forming part of the Consolidated Financial Statements

5 Investment property

(₹ Lakhs)

Description of Assets	Building	Freehold Land (#)	Furniture & Fixtures	Office Equipment	Computer	Total
I. Gross carrying amount as at 01 April 2019	**26,079.65**	**1,687.64**	**676.79**	**505.71**	**191.21**	**29,141.00**
Additions during the year	-	-	15.03	37.58	3.45	**56.06**
Disposals during the year	-	-	-	-	-	**-**
Balance as at 31 March 2020	**26,079.65**	**1,687.64**	**691.82**	**543.29**	**194.66**	**29,197.06**
Additions during the year	-	-	41.26	-	-	**41.26**
Disposals during the year	-	-	-	-	-	**-**
Balance as at 31 March 2021	**26,079.65**	**1,687.64**	**733.08**	**543.29**	**194.66**	**29,238.32**
II. Depreciation upto 31 March 2019	**1,700.81**	**-**	**190.97**	**286.50**	**137.93**	**2,316.21**
Depreciation charge for the year	977.07	-	69.76	74.39	15.36	**1,136.58**
Disposals during the year	-	-	-	-	-	**-**
upto 31 March 2020	**2,677.88**	**-**	**260.73**	**360.89**	**153.29**	**3,452.79**
Depreciation charge for the year	982.77	-	72.49	44.89	7.83	**1,107.98**
Disposals during the year	-	-	-	-	-	**-**
upto 31 March 2021	**3,660.65**	**-**	**333.22**	**405.78**	**161.12**	**4,560.77**
Net carrying value						
Balance as at 31 March 2021	22,419.00	1,687.64	399.86	137.51	33.54	**24,677.55**
Balance as at 31 March 2020	23,401.77	1,687.64	431.09	182.40	41.37	**25,744.27**

Details of Investment property under development

(₹ Lakhs)

Particulars	31 March 2021	31 March 2020
Opening balance	29,553.91	28,928.34
Add : Addition during the year	1,539.85	1,434.75
Less : Expensed off during the year	788.14	809.18
Closing balance	**30,305.62**	**29,553.91**

(₹ Lakhs)

Net book value	31 March 2021	31 March 2020
Investment property	24,677.55	25,744.27
Investment property under development	30,305.62	29,553.91

Fair value	Land	Building	Category
Balance as at 31 March 2021	2,103.75	34,546.23	Level 2
Balance as at 31 March 2021	1,052.33	2,828.58	Level 3*
Balance as at 31 March 2020	2,103.75	34,546.23	Level 2
Balance as at 31 March 2020	1,051.82	2,828.58	Level 3*

\# Mortgaged against the Secured Debentures.

* The fair value of the Group's investment property has been arrived by the management on the basis of a appropriate ready reckoner rate/book value rate.

Notes forming part of the Consolidated Financial Statements

6 Goodwill (₹ Lakhs)

Description of Assets	Goodwill *
I. Gross carrying amount as at 01 April 2019	**31,323.64**
Additions during the year	-
Disposals during the year	-
Balance as at 31 March 2020	**31,323.64**
Additions during the year	-
Disposals during the year	-
Balance as at 31 March 2021	**31,323.64**
II. Amortization upto 31 March 2019	-
Amortisation for the year	-
Disposals during the year	-
upto 31 March 2020	-
Amortisation for the year	-
Disposals during the year	-
upto 31 March 2021	-
Net carrying value	
Balance as at 31 March 2021	**31,323.64**
Balance as at 31 March 2020	**31,323.64**

* Arising on acquisition of MT Educare Limited

Notes forming part of the Consolidated Financial Statements

7 Other intangible assets (₹ Lakhs)

Description of Assets	Brands	Software	Content Development	Development Rights *	Total
I. Gross carrying amount as at 01 April 2019	**3,203.80**	**263.25**	**807.82**	**5,176.85**	**9,451.72**
Additions during the year	-	15.03	101.78	-	**116.81**
Disposals during the year	-	-	-	-	**-**
Balance as at 31 March 2020	**3,203.80**	**278.28**	**909.60**	**5,176.85**	**9,568.53**
Additions during the year	-	12.18	35.66	-	**47.84**
Disposals during the year	-	-	-	-	**-**
Balance as at 31 March 2021	**3,203.80**	**290.46**	**945.26**	**5,176.85**	**9,616.37**
II. Amortization upto 31 March 2019	**381.41**	**80.24**	**797.89**	**364.59**	**1,624.13**
Amortisation for the year	457.68	67.60	21.43	229.15	**775.86**
Disposals during the year	-	-	-	-	**-**
upto 31 March 2020	**839.09**	**147.84**	**819.32**	**593.74**	**2,399.99**
Amortisation for the year	457.69	69.62	37.05	229.15	**793.51**
Disposals during the year	-	-	-	-	**-**
upto 31 March 2021	**1,296.78**	**217.46**	**856.37**	**822.89**	**3,193.50**
Net carrying value					
Balance as at 31 March 2021	1,907.02	73.00	88.89	4,353.96	**6,422.87**
Balance as at 31 March 2020	2,364.71	130.44	90.28	4,583.11	**7,168.54**

Details of Intangible Assets under development (₹ Lakhs)

	31 March 2021	31 March 2020
Opening balance	5,270.02	5,300.86
Add : Addition during the year	-	-
Less : Capitalized during the year	12.37	30.84
Closing balance	**5,257.65**	**5,270.02**

(₹ Lakhs)

Net carrying value	**31 March 2021**	**31 March 2020**
Intangible Assets	6,422.87	7,168.54
Intangible Assets under Development	5,257.65	5,270.02

*Developments rights is 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 this 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.

For details of intangible assets and intangible assets under development pledged as security, refer note 55.

The amount of contractual commitment for the acquisition of intangible assets is disclosed in note 38.

Notes forming part of the Consolidated Financial Statements

8 Non-current investments

(₹ Lakhs)

	31 March 2021	31 March 2020
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
290 (290) Equity shares of ₹10/- each fully paid up of The Shamrao Vithal Co-operative Bank Limited	0.03	0.03
Total	**0.34**	**0.34**

(₹ Lakhs)

	31 March 2021	31 March 2020
Aggregate amount of unquoted investments	0.34	0.34

9 Loans

(₹ Lakhs)

	Non-Current		Current	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020
Unsecured - considered good				
Security deposits	374.49	477.61	856.61	743.79
Loans receivables				
Others - considered good (Unsecured) #	13,284.28	17,714.23	10,987.45	4,306.89
Less: Provision for doubtful deposits and loans and advances	(7,160.11)	(9,271.67)	(6,406.77)	(3,114.64)
Net Loans receivables	6,124.17	8,442.56	4,580.68	1,192.25
Total	**6,498.66**	**8,920.17**	**5,437.29**	**1,936.04**

in case of one subsidiary viz Liberium Global Resources Private Limited the loan of ₹/lakhs 169.57 (₹/lakhs 453.52) carries interest @ 12.5% p.a. given to four educational trust and is repayable on or before 31 March 2024.

10 Other financial assets

(₹ Lakhs)

	Non-Current		Current	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020
Deposit with banks having maturity period of more than twelve months (Refer note 17 B)	6.62	630.52	-	-
Advances and deposits - unsecured and considered good				
- to related parties (Refer note 48)	-	15.25	105.26	90.00
- to others	201.82	231.53	39.43	59.75
Claims receivable	-	-	0.67	1.10
Contract assets (Refer note 42)	-	-	492.03	546.96
Other receivables (net)	-	-	2,132.39	1,390.32
Total	**208.44**	**877.30**	**2,769.78**	**2,088.13**

Notes forming part of the Consolidated Financial Statements

11 Deferred tax assets (net)

The components of deferred tax balances are as under:

(₹ Lakhs)

	31 March 2021	31 March 2020
Deferred tax assets		
Employee benefits obligation	284.23	333.64
Depreciation and amortization	1,429.69	1,545.01
Allowances for credit losses	5,713.90	6,680.07
Disallowances under section 40(a) of the Income Tax Act, 1961	134.90	25.37
Difference in Right-of-use assets and lease liabilities	272.61	168.09
Others	56.44	80.35
Total (A)	**7,891.77**	**8,832.53**
Deferred tax liabilities		
Depreciation and amortization	93.66	146.43
Total (B)	**93.66**	**146.43**
Mat credit entitlement	11.37	11.37
Total (C)	**11.37**	**11.37**
Deferred tax assets (net) (A-B+C)	**7,809.48**	**8,697.47**

12 Non-current tax assets (net))

	31 March 2021	31 March 2020
Balances with government authorities		
- Direct taxes (net of provisions)	3,053.12	3,266.76
Total	**3,053.12**	**3,266.76**

13 Other assets

(₹ Lakhs)

	Non-Current		Current	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020
Capital advances (unsecured)				
- Considered good	648.13	678.28	-	-
- Considered doubtful	33.71	33.71	-	-
	681.84	711.99	-	-
Less: Allowances for doubtful advances	(33.71)	(33.71)	-	-
	648.13	**678.28**	**-**	**-**
Other loans and advances (unsecured)				
- Considered good	834.74	834.00	176.94	321.08
Prepaid expenses	-	0.84	84.41	121.46
Gratuity Fund	-	-	4.81	4.27
Balance with government authorities				
- Indirect taxes	99.30	100.27	230.15	344.38
Total	**1,582.17**	**1,613.39**	**496.31**	**791.19**

Notes forming part of the Consolidated Financial Statements

14 Inventories

(₹ Lakhs)

	31 March 2021	31 March 2020
Educational goods and equipments (Refer note (a) below)	1,065.78	1,769.93
Total	**1,065.78**	**1,769.93**

a Inventories were written down to net realisable value by ₹ /lakhs 507.68 (₹ /lakhs 407.68)

b For details of inventories being pledged as security, refer note 55

15 Current investments

(₹ Lakhs)

	31 March 2021	31 March 2020
Investments carried at fair value through Profit and loss		
Mutual funds - Quoted (at face value of ₹ 1000 each)		
Nil (10,474) units of HDFC Liquid Fund - Direct Plan - Growth option	-	409.16
0.355 (16,465) units of HDFC Liquid - Direct Plan - Growth option (Face value of ₹ 1000 each)	0.01	642.78
Total	**0.01**	**1,051.94**
(All the above securities are fully paid up)		
Aggregate amount of quoted Investments and market value thereof	0.01	1,051.94

16 Trade receivables

(₹ Lakhs)

	31 March 2021	31 March 2020
Considered good - secured	-	499.27
Considered good - unsecured		
- Related parties (Refer note 48)	650.57	501.18
- Others	8,485.40	5,670.46
Considered doubtful	9,130.97	11,793.92
	18,266.94	**18,464.83**
Less: Allowances for credit losses	(9,130.97)	(11,793.92)
Total	**9,135.97**	**6,670.91**

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 52.

Notes forming part of the Consolidated Financial Statements

17 Cash and bank balances

(₹ Lakhs)

		Current	
		31 March 2021	31 March 2020
A	**Cash and cash equivalents**		
	Balances with banks in Current accounts	563.22	799.98
	Cash on hand	3.05	9.42
	Total (A)	**566.27**	**809.40**
B	**Other balances with banks**		
	Balances with banks -		
	- Unclaimed dividend account - Bank balance @	27.83	25.04
	- In deposits with banks having maturity period upto twelve months #	732.38	718.60
	- In deposits with banks having maturity period of more than twelve months #	6.62	630.52
		766.83	**1,374.16**
	Disclosed under "Other non-current financial assets" (Refer note 10)	(6.62)	(630.52)
	Total (B)	**760.21**	**743.64**
	Total (A+B)	**1,326.48**	**1,553.04**

@ The Group can utilise these balances only towards settlement of unclaimed dividend.

a) Lien for Government authorities ₹/lakhs 0.50 (₹/lakhs 0.50) Lien for others ₹/lakhs 33.10 (₹/lakhs 33.10)

b) Held as lien by bank against bank guarantees issued ₹/lakhs 278.33 (₹/lakhs 264.90) and Held as lien by bank against loan given ₹/lakhs 420.00 (₹/lakhs 420.00).

18 Assets classified as held for sale

(₹ Lakhs)

	31 March 2021	31 March 2020
Assets classified as held for sale	-	64.25
Total	**-**	**64.25**

The Group dispose off property at Gazipur during the year.

Notes forming part of the Consolidated Financial Statements

19 Equity share capital (₹ Lakhs)

	31 March 2021	31 March 2020
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

	31 March 2021		31 March 2020	
	Number of equity shares	₹ Lakhs	Number of equity shares	₹ Lakhs
At the beginning of the year	32,60,92,725	3,260.93	32,60,78,725	3,260.79
Add : Allotted on exercise of Employee Stock Option	-	-	14,000	0.14
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 2021.

d) Details of Equity Shareholders holding more than 5 % of the aggregate Equity shares of the Holding Company

Name of the Shareholders	31 March 2021		31 March 2020	
	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%
Asian Satellite Broadcast Private Limited	2,48,88,250	7.63%	5,73,93,250	17.60%
Moon Capital Trading Pte. Ltd	2,09,55,327	6.43%	2,09,55,327	6.43%
Rattanindia Finance Private Limited	2,09,50,000	6.42%	-	0.00%
Polus Global Fund	2,04,00,000	6.26%	2,06,27,966	6.33%
Jayneer Capital Private Limited	1,94,04,227	5.95%	6,12,10,000	18.77%
Indusind Bank Limited	1,73,70,000	5.33%	-	0.00%

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

e) Employees Stock Option Scheme (ESOP)

The Holding Company has amended its Employee Stock Option scheme (ZLL ESOP 2010) to ZLL ESOP 2010- AMENDED 2015 to align the scheme with provisions of Companies Act 2013 and the SEBI (Shared 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 subsidiary viz Digital Ventures Private Limited as amended in board resolution dated 30 September 2016 at the market price determined as per the SEBI (Shared Bases Employee Benefits) Regulations 2014. The said Scheme is administered by the Nomination and Remuneration Committee of the Board.

f) Summary of options granted under the Scheme

	31 March 2021		31 March 2020	
	Average exercise price per share option ₹	Number of options	Average exercise price per share option ₹	Number of options
Opening balance	22.29	76,67,696	31.56	51,72,625
Granted during the year	14.10	1,50,000	18.70	39,62,181
Exercised during the year (Refer Note (i) below)	-	-	30.49	14,000
Forfeited during the year	14.10	5,88,503	30.62	14,53,110
Closing balance	**-**	**72,29,193**	**-**	**76,67,696**
Vested and exercisable	-	35,53,047	-	38,58,717

g) Expiry date and exercise prices of the share options outstanding at the end of the year:

Grant Numbers	Grant date	Expiry date	Exercise price ₹	Revised Expiry date (Refer note h)	Revised Exercise price (Refer note h) ₹	Share options 31 March 2021	Share options 31 March 2020
1st Grant	27-Jan-2011	27-Jan-2018	26.05	27-Jan-2018	26.05	-	-
2nd Grant	30-Jan-2012	30-Jan-2019	14.50	30-Jan-2019	14.50	-	-
3rd Grant	9-Oct-2013	9-Oct-2020	20.85	30-Dec-2024	14.10	6,026	9,701
4th Grant	2-Apr-2014	2-Apr-2021	27.55	2-Apr-2021	27.55	-	-
5th Grant	29-Sep-2014	29-Sep-2021	35.25	30-Dec-2024	14.10	96,075	1,35,637
6th Grant	28-Oct-2015	28-Oct-2022	31.80	30-Dec-2024	14.10	21,52,490	21,52,490
7th Grant	25-Jul-2016	25-Jul-2023	31.40	25-Jul-2023	31.40	-	50,000
8th Grant	30-Sep-2016	30-Sep-2023	34.15	30-Dec-2024	14.10	8,32,884	9,05,134
9th Grant	15-Jan-2018	15-Jan-2025	46.50	15-Jan-2025	46.50	-	-
10th Grant	19-Feb-2018	19-Feb-2025	42.20	19-Feb-2025	14.10	5,47,774	7,12,703
11th Grant	9-Aug-2018	9-Aug-2025	36.90	9-Aug-2025	36.90	-	-
12th Grant	22-Oct-2019	22-Oct-2026	18.70	22-Oct-2026	14.10	34,83,944	37,02,031
13th Grant	24-Apr-2020	24-Apr-2027	14.10	24-Apr-2027	14.10	1,10,000	-
	Total					**72,29,193**	**76,67,696**
Weighted average remaining contractual life of options outstanding at end of period (in years)						4.67	3.65

h) During the year, the Holding company (Zee Learn Limited) 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 Rs. 1/- (Rupee one) each upon payment of the Exercise price ranging from Rs. 18.70 to Rs. 42.20 per option, as above to Rs. 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 Consolidated Financial Statements

i) The fair value of each option granted is estimated on the date of grant using the black scholes model with the following assumptions

Scheme	1st Grant	2nd Grant	3rd Grant	4th Grant	5th Grant
Grant date	27-Jan-2011	30-Jan-2012	9-Oct-2013	2-Apr-2014	29-Sep-2014
Weighted average fair value of options granted ₹	23.82	6.89	7.98	400.48	13.3
Revised Exercise price (Refer note h above) ₹	26.05	14.50	14.10	27.55	14.10
Share price at the grant date ₹	24.70	14.50	22.25	26.85	35.30
Expected volatility	41.56%	38.53%	36.90%	37.02%	38.82%
Risk free interest rate	6.89%	6.93%	7.01%	7.10%	7.15%
Dividend yield	0.00%	0.00%	0.00%	0.00%	0.00%
Expected life of the options (years)	0.66	0.92	1.72	1.92	2.25

Scheme	6th Grant	7th Grant	8th Grant	9th Grant	10th Grant
Grant date	28-Oct-2015	25-Jul-2016	30-Sep-2016	15-Jan-2018	19-Feb-2018
Weighted average fair value of options granted ₹	3.03	200.24	4.80	922.16	15.15
Revise Exercise price (Refer note h above) ₹	14.10	31.40	14.10	46.50	14.10
Share price at the grant date ₹	32.15	31.35	35.20	46.80	42.75
Expected volatility	38.87%	37.56%	35.81%	35.05%	35.05%
Risk free interest rate	7.21%	6.36%	6.38%	7.04%	7.04%
Dividend yield	0.00%	0.00%	0.00%	0.00%	0.00%
Expected life of the options (years)	2.79	2.57	2.75	3.3	3.4

Scheme	11th Grant	12th Grant	13th Grant
Grant date	9-Aug-2018	22-Oct-2018	24-Apr-2020
Weighted average fair value of options granted ₹	11.99	10.05	8.10
Revise Exercise price (Refer note h above) ₹	36.90	14.10	14.10
Share price at the grant date ₹	36.90	17.80	14.65
Expected volatility	35.02%	79.00%	68.00%
Risk free interest rate	7.98%	6.30%	4.58%
Dividend yield	0.00%	0.00%	0.00%
Expected life of the options (years)	3.86	3.72	3.78

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.

j) Expense arising from share based payments transactions **(₹ Lakhs)**

	31 March 2021	31 March 2020
Gross expense / (reversal) arising from share based payments	187.16	18.70
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)	**187.16**	**18.70**

Notes:

(i) The weighted average share price at the date of exercise of options exercised during the year ended 31 March 2021 was ₹ 29.23 (₹ 30.49).

Notes forming part of the Consolidated Financial Statements

20. (A) Other equity (₹ Lakhs)

	31 March 2021	31 March 2020
Reserves and surplus		
Capital Reserve		
As per last Balance Sheet	17.49	17.49
	17.49	**17.49**
Securities premium		
As per last Balance Sheet	12,962.59	12,957.96
Add: On issue of Shares under Employee Stock Option Plan	-	4.63
	12,962.59	**12,962.59**
Debenture redemption reserve		
As per last Balance Sheet	1,421.88	1,218.75
Add: Transferred from retained earnings	-	203.13
	1,421.88	**1,421.88**
Share options outstanding account		
As per last Balance Sheet	477.45	532.71
Add: Share based payment expense (net)	187.16	18.70
Less : Transferred to retained earnings on lapse of vested options	(50.59)	-
Less : Transfer to securities premium on allotment of shares	-	(1.85)
Less : Transfer to general reserve on allotment of shares	-	(72.11)
	614.02	**477.45**
General reserve		
As per last Balance Sheet	14,043.91	13,971.80
Add: On issue of Shares under Employee Stock Option Plan	-	72.11
	14,043.91	**14,043.91**
Retained earnings		
Opening Balance	14,893.87	11,155.06
Add : Profit / (loss) for the year	(879.33)	4,383.99
Add : Transferred from share options outstanding account on lapse of vested options	50.59	-
Re-measurement gains / (losses) on defined benefit plans (net of tax)	40.60	(48.93)
Less : Appropriations		
Transferred to Debenture redemption reserve	-	(203.13)
Dividend paid	-	(326.09)
Dividend Distribution tax paid	-	(67.03)
	14,105.73	**14,893.87**
Total	**43,165.62**	**43,817.19**

20 (B) Non-controlling Interest (₹ Lakhs)

	31 March 2021	31 March 2020
As per last Balance Sheet	16,231.25	18,103.75
Add : Non-controlling interest arising on account of acquisition of subsidiary	-	-
Add : Loss for the year	(1,222.44)	(1,872.50)
Total	**15,008.81**	**16,231.25**

Notes forming part of the Consolidated Financial Statements

21 Borrowings (₹ Lakhs)

	Non-Current		Current	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020
Debentures (Refer note (I) below)- Secured	1,780.44	3,484.18	2,592.16	890.22
Intercorporate deposits - Unsecured (Refer note (II) below) [(Including interest ₹/lakhs 901.08 (₹/lakhs 455.50)]	8,537.16	7,661.35	-	-
Total (A)	**10,317.60**	**11,145.53**	**2,592.16**	**890.22**
Others - Secured				
Term loan from				
- Banks (Refer note (III), (VII) and (VIII) below)	14,948.79	14,834.51	3,064.33	2,426.69
- Other parties (Refer note (V), (VI), (VII) and (VIII) below)	2,854.19	3,240.71	4.66	4.29
Bank overdraft facility (Refer note (IV), (VII) and (VIII) below)	-	-	4,900.47	4,384.66
Less: Amount disclosed under the head "Other current financial liabilities" (Refer Note 23 B)	(3,053.27)	(1,808.15)	(5,661.15)	(3,321.20)
Total (B)	**14,749.71**	**16,267.07**	**2,308.31**	**3,494.44**
Total (A+B)	**25,067.31**	**27,412.60**	**4,900.47**	**4,384.66**

For transactions relating to related party, refer note 48.

I Debentures

400 (400) 10.40% Rated, Unlisted, Secured, Redeemable Non- Convertible Debentures (NCDs) of ₹/lakhs 10.00 each fully paid up aggregating to ₹/lakhs 4,372.60 (₹/lakhs 4,374.40) [including interest of ₹/lakhs 21.49 (₹/lakhs 374.40), 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 have been revised w.e.f. 14 July 2020. As per the revised terms 400, 10.02% (revised coupon rates) NCDs of ₹/lakhs 6.85 (revised face value) are redeemable by 13 July 2022 in three installments starting from 13 January 2021. The terms of NCDs were revised again and are now redeemable in six installments starting from 13 January 2021. The NCDs 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.

II Intercorporate deposits - Unsecured

The loan carries Interest @12.5% p.a and is repayable on or before 31 March 2023.

III Term loans from banks

a) Term loan from Development Credit Bank (DCB) of ₹/lakhs 1472.47 (₹/lakhs 1408.22) [including interest accrued of ₹/lakhs 72.47 (₹/lakhs 8.22) is 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 installment to be maintained one month prior to its schedule payment. The loan carries interest of 9.76% and is repayable in 12 quarterly installments beginning from financial year 2018-19 as per original terms. However, the Holding Company opted to defer the tenure of its term loan under Moratorium benefits and now the outstanding amount is payable in three equal monthly installments starting from July 2021 (Also refer note VII below).

b) (i) Term loan from Axis Bank Limited ₹/lakhs 9,081.83 (₹/lakhs 8,844.69) [including interest accrued of ₹/lakhs 270.22 (₹/lakhs 94.69) carries interest @ bank's base plus spread of 2.65% p.a viz., 12.90% p.a. The loan is repayable in 37 quarterly installments begining from 4th year i.e Financial year 2018.

(ii) Term loan from Tamilnad Mercantile Bank Limited ₹/lakhs 2,278.03 (₹/lakhs 2,210.78) [including interest of ₹/lakhs 71.64 (₹/lakhs 23.78) carries interest @ bank's base plus spread rate of 1.75% p.a viz., 12.50% p.a. The loan is repayable in 37 quarterly installments beginning from 4th year i.e Financial year 2018.

Notes forming part of the Consolidated Financial Statements

(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 subject to adherence to Banking Regulation Act, 1949, to be held pari passu with RTL II (₹ / lakhs102.21 Cr).

c) Term loan from Axis Bank Limited ₹/lakhs 1,297.92 (₹/lakhs 1,260.49) 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 one of 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 1.75% over banks 12 months Marginal Cost of Funds based Lending Rate (MCLR).
Term loan from SVC Co-operative Bank Ltd ₹/lakhs 3,882.88 (₹/lakhs 3,537.03) 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.

IV Overdraft facilities from Yes Bank, Axis Bank Limited and Development Credit Bank (DCB) of ₹/lakhs 4,900.47 (₹/lakhs 4,384.66) are secured by way of first pari passu charge on all the movable assets (including current assets, loans and advances) of the holding company and a subsidiary company. Further overdraft from Yes Bank and DCB is secured by cross collateralization of pledge of shares given for term loan. Overdraft facilities carry interest ranging from 10.20% to 12%.

V Vehicle loan from Kotak Mahindra Prime Limited of ₹/lakhs 12.73 (₹/lakhs 17.01) is secured against hypothecation of respective vehicle. The rate of interest is 8.92% p.a and repayable upto 05 February 2023.

VI Term loan from Xander Finance Private Limited ₹/lakhs 2,846.12 (₹/lakhs 3,227.99) 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 During the previous year Group availed to defer scheduled Term Loan / Overdraft servicing payments 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, the Group opted to defer interest on term loan amounting to ₹/lakhs 1,102.37 and interest on bank overdraft facility amounting to ₹/lakhs 232.35 and repayable not later than 31 March 2021.

VIII The subsidiary company MT Educare Limited (MTEL) and its subsidiary companies (MTEL Group) have requested for One Time Restructuring (OTR) of their borrowings 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 Axis Bank Limited and Xander Finance Private Limited vide letter dated 22 December 2020.The said restructuring is under process and pending for approval. Pending OTR, delays and defaults in principal and interest amounts are reported below.

a) Details of default in repayments **(₹ Lakhs)**

	Principal			Interest			
Lender	**Amount**	**Due Date**	**Delay Days ****	**Amount**	**Due Date**	**Delay Days ****	**Remarks**
Axis Bank Limited - Term Loan	312.50	31-Aug-20	213	10.87*	31-Mar-21	1	Unpaid
Axis Bank Limited - Term Loan	312.50	28-Feb-21	32	37.08	Various dates	1-60	Unpaid
Axis Bank Limited- Overdraft	5.94*	31-Mar-21	1	-	-	-	Unpaid
Axis Bank Limited- Overdraft	48.47	Various dates	Overdrawn	-	-	-	Unpaid
Xander Finance Private Limited	247.95	30-Sep-20	183	129.77*	31-Mar-21	1	Unpaid
Xander Finance Private Limited	247.95	31-Mar-21	1	27.25	31-Mar-21	60	Unpaid
Xander Finance Private Limited	-	-	-	29.90	28-Feb-21	32	Unpaid
Xander Finance Private Limited	-	-	-	29.58	31-Mar-21	1	Unpaid

Notes forming part of the Consolidated Financial Statements

b) Details of delays in repayments (₹ Lakhs)

Lender	Principal			Interest		
	Amount	Due Date	Delay Days **	Amount	Due Date	Delay Days **
Axis Bank Limited - Term Loan	-	-	-	124.67	Various dates	within 1 year
Xander Finance Private Limited	297.43	30-Sep-20	57	168.18	Various dates	0-91

* MTEL Group availed to defer interest on scheduled term loan and overdraft facility 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, the MTEL Group has deferred interest on term loan and overdraft facility amounting to ₹/lakhs 140.64 and ₹/lakhs 5.94 respectively and shall be repayable not later than 31 March 2021.

** MTEL Group has considered delays/defaults considering moratorium allowed to the Group but pending one time restructuring.

22 Lease liabilities (₹ Lakhs)

	Non-Current		Current	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020
Lease liabilities (Refer note 36)	4,192.15	6,572.75	1,523.05	2,281.71
Total	**4,192.15**	**6,572.75**	**1,523.05**	**2,281.71**

23 Financial liabilities (₹ Lakhs)

	Non-Current		Current	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020
A. Trade payables				
(1) total outstanding dues of micro enterprises and small enterprises (Refer note 40)	-	-	1,046.31	653.91
(2) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	8,170.04	5,117.58
Total (A)	**-**	**-**	**9,216.35**	**5,771.49**
B. Other financial liabilities				
Current maturities of long-term borrowings (Refer note 21)	-	-	8,714.42	5,129.35
Deposits payable - Customers	10.45	10.45	2.00	2.00
Deposits payable - Others	1,828.41	1,256.58	28.27	26.84
Unclaimed dividend payable #	-	-	27.82	25.04
Employee benefits payable	-	-	1,595.80	1,219.46
Book overdraft	-	-	54.62	-
Creditors for capital expenditure				
(1) total outstanding dues of micro enterprises and small enterprises (Refer note 40)	-	-	38.72	12.00
(2) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	426.42	247.59
Other payables				
(1) total outstanding dues of micro enterprises and small enterprises (Refer note 40)	-	-	68.99	20.44
(2) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	3,965.17	2,549.37
Total (B)	**1,838.86**	**1,267.03**	**14,922.23**	**9,232.09**
Total (A+B)	**1,838.86**	**1,267.03**	**24,138.58**	**15,003.58**

Trade payable and others are non-interest bearing and are normally settled In normal trade cycle.
There are no amounts due and outstanding to be credited to Investors Education and Protection Fund as on 31 March 2021.
The Group's exposure currency and liquidity risk related to trade payable is disclosed in note 52.

Notes forming part of the Consolidated Financial Statements

24 Provisions

(₹ Lakhs)

	Non-Current		Current	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020
Provision for employee benefits				
- Gratuity	509.78	485.13	113.87	133.35
- Leave benefits	135.88	150.91	120.81	82.15
Total	**645.66**	**636.04**	**234.68**	**215.50**

25 Other liabilities

(₹ Lakhs)

	Non-Current		Current	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020
Contract liabilities (Refer note 42) #	39.60	322.39	4,440.62	6,476.54
Deferred deposit	16,107.53	17,966.97	622.44	685.79
Statutory dues payable	-	-	1,396.59	1,489.69
Others	-	-	80.91	3,984.32
Total	**16,147.13**	**18,289.36**	**6,540.56**	**12,636.34**

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".

26 Current tax liabilities

(₹ Lakhs)

	31 March 2021	31 March 2020
Provision for taxation (net of advances)	436.37	241.18
Total	**436.37**	**241.18**

27 Revenue from operations

(₹ Lakhs)

	31 March 2021	31 March 2020
Services		
- Course fees/royalty	3,857.22	8,008.30
- Franchisee fees	618.85	989.25
- Lease rental	2,495.43	3,001.15
- Manpower supply & reimbursement of expenses	4,546.04	6,697.26
- Onboarding/recruitment charges	1.64	3.92
- Sale of municipal waste	1,758.66	1,901.75
- Coaching and teaching services (net of discount and concession)	7,378.24	19,848.19
- Others	735.60	402.46
Sales - Educational goods and equipments	4,173.33	9,857.88
Sales - Hardware and content	138.38	344.27
Other operating revenue *	8.86	428.35
Total	**25,712.25**	**51,482.78**

* Other operating revenue mainly includes royalty income.

Notes forming part of the Consolidated Financial Statements

28 Other income

(₹ Lakhs)

	31 March 2021	31 March 2020
Interest income on financial assets at amortised cost		
- on bank deposits	29.97	52.68
- on loans and advances to others	2,862.37	2,489.22
Interest income others		
- others	286.85	285.36
Dividend income on financial assets mandatorily measured at fair value through profit and loss (FVTPL)	-	14.33
Gain on sale of current investments	24.44	13.68
Financial guarantee commission	283.63	283.45
Unwinding of discount of Interest free deposits / Financial guarantee obligation	352.19	335.11
Gain on derecognition of right-of-use assets	166.89	4.07
Profit on sale of property, plant and equipment (net)	0.80	-
Reversal of provision / liabilities no longer required	199.38	88.01
Miscellaneous income	1,426.01	589.49
Total	**5,632.53**	**4,155.40**

For transactions with related parties, refer note 48

29 Operational cost

(₹ Lakhs)

	31 March 2021	31 March 2020
A) Educational goods and equipments		
Opening - Inventories	1,769.93	1,314.48
Add: Purchases	784.58	3,236.56
Less: Closing - Inventories (Refer note 14)	(1,065.78)	(1,769.93)
Total (A)	**1,488.73**	**2,781.11**
B) Other educational operating expenses		
- Rent	265.32	289.82
- Electricity	219.79	671.76
- Manpower cost and other professional fees	3,070.95	7,877.05
- Student material and test expenses	452.23	1,708.83
- Others	228.00	425.32
Total (B)	**4,236.29**	**10,972.78**
Total (A+B)	**5,725.02**	**13,753.89**

30 Employee benefits expense

(₹ Lakhs)

	31 March 2021	31 March 2020
Salaries and allowances	9,079.97	12,652.29
Share based payment expense (Refer note 19 (j))	187.16	18.70
Contribution to provident and other funds	888.17	1,151.41
Training and recruitment cost	144.59	157.00
Staff welfare expenses	54.67	158.58
Total	**10,354.56**	**14,137.98**

Notes forming part of the Consolidated Financial Statements

31 Finance costs

(₹ Lakhs)

	31 March 2021	31 March 2020
Interest expenses on -		
- Borrowings	3,900.51	4,308.03
- Defined benefit obligation	9.28	8.17
- Leases	686.57	1,056.29
- Others	208.23	94.59
Unwinding of discount on interest free deposits	272.52	316.83
Other financial charges	72.01	121.00
Total	**5,149.12**	**5,904.91**

32 Depreciation and amortisation expense

	31 March 2021	31 March 2020
Depreciation on property, plant and equipment	773.52	1,312.28
Amortisation of right-of-use assets	2,319.94	3,185.88
Depreciation on investment property	1,107.98	1,136.58
Amortisation of intangible assets	793.51	775.86
Total	**4,994.95**	**6,410.60**

33 Other expenses

(₹ Lakhs)

	31 March 2021	31 March 2020
Rent	101.10	51.49
Repairs and maintenance - others	318.71	1,177.48
Insurance	64.66	63.10
Rates and taxes	78.89	102.39
Electricity and water charges	33.07	33.09
Communication expenses	128.26	158.63
Printing and stationery	42.61	257.17
Travelling and conveyance expenses	345.79	1,170.31
Legal and professional charges	652.14	404.98
Payment to auditors (Refer note 39)	63.17	60.48
Freight and packaging charges	556.65	773.79
Directors sitting fees	12.10	9.14
Bad debts / advances written off	-	567.72
Loss on sale / discard of Property, plant and equipments (net)	27.78	27.91
Allowances for credit losses	2,229.40	99.54
Marketing, advertisement and publicity expenses	338.65	1,136.59
Provision for Impairment of Property, plant and equipments	103.76	-
Net loss on foreign exchange transactions and translations	0.61	0.69
Corporate social responsibility expenditure (Refer note 43)	55.37	14.01
Miscellaneous expenses	170.26	643.36
Total	**5,322.98**	**6,751.87**

Notes forming part of the Consolidated Financial Statements

34 Tax expense

a) The major components of income tax for the year are as under: **(₹ Lakhs)**

	31 March 2021	31 March 2020
Income tax related to items recognised directly in the consolidate statement of profit and loss		
Current tax - current year	827.62	2,558.49
- earlier years	215.71	(25.29)
Deferred tax charge/ (credit)	869.86	519.61
Total	**1,913.19**	**3,052.81**

b) A reconciliation of income tax expense applicable to profit before income tax at statutory rate to the income tax expense at Group's effective income tax rate for the year ended 31 March 2021 and 31 March 2020 is as follows: **(₹ Lakhs)**

	31 March 2021	31 March 2020
Profit / (Loss) before tax	**(201.85)**	**5,564.28**
Statutory income tax rate of 25.17% (25.63%) on profit	(50.80)	1,425.88
Tax effect on non-deductible expenses	791.96	591.83
Additional allowances for tax purposes	(545.04)	(603.94)
Other temporary difference	869.86	519.61
Effect of change in tax rate	847.21	1,123.10
Effect of exempt income and income tax at lower rates	-	(3.67)
Tax expense recognised in the consolidated statement of profit and loss	**1,913.19**	**3,052.81**

c) Deferred tax recognized in statement of other comprehensive income **(₹ Lakhs)**

For the year ended	31 March 2021	31 March 2020
Defined benefits obligation	5.78	19.14

d) The applicable tax rate is the standard effective corporate income tax rate in India. The tax rate is 25.17% (25.63%) for the year ended 31 March 2021.

During the year, the Group elected to exercise the option permitted under section 115BAA of the Income-Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019. Accordingly, the Group has recognized provision for income tax and re-measured its net deferred tax liabilities basis the rate prescribed in the said section.

Deferred tax assets and liabilities are offset where the Group has a legally enforceable right to do so. For analysis of the deferred tax balances (after offset) for financial reporting purposes refer note 11.

e) The group does not have any temporary differences in respect of unutilized tax losses.

f) Deferred tax recognized in consolidate statement of profit and loss **(₹ Lakhs)**

For the year ended	31 March 2021	31 March 2020
Defined benefits obligation	55.18	49.99
Depreciation and amortization	115.32	254.50
Provision for doubtful debts	966.17	230.97
Difference in Right-of-use assets and lease liabilities	(104.52)	(168.09)
Other temporary difference	(162.29)	152.24
Total	**869.86**	**519.61**

Notes forming part of the Consolidated Financial Statements

(₹ Lakhs)

g) Reconciliation of deferred tax assets / (liabilities) net:	31 March 2021	31 March 2020
Opening balance	**(705.29)**	**(204.82)**
Deferred tax (charge)/credit recognised in		
- Statement of profit and loss	(869.86)	(519.61)
- Recognised in other comprehensive income	5.78	19.14
Total	**(1,569.37)**	**(705.29)**
Other temporary difference	9,367.48	9,391.39
MAT Credit entitlement	11.37	11.37
Grand Total	**7,809.48**	**8,697.47**

35 Leases

A. Operating leases taken by the group :

The Group has taken offices, centers, residential facilities and plant and machinery (including equipments) etc. under cancellable/non-cancellable lease agreements that are renewable on a periodic basis at the option of both the Lessor and the Lessee. The initial tenure of the lease generally is for 11 months to 120 months.

(₹ Lakhs)

	31 March 2021	31 March 2020
Lease rental charges for the year	366.42	341.31
Future Lease rental obligation payable (under non-cancellable lease)		
Not later than one year	-	-
Later than one year but not later than five years	-	-
Later than five years	-	-

B. Operating leases granted by the group :

The group has given property under cancellable lease agreement that are renewable on a periodic basis at the option of both the Lessor and the Lessee.

Description of significant leasing arrangements

(₹ Lakhs)

	31 March 2021	31 March 2020
Rent income as per consolidated statement of profit and loss	2,495.43	3,001.15
Gross carrying value of asset (Including premises in Investments)	31,236.61	31,195.36
Accumulated depreciation	5,965.16	4,741.12
Depreciation recognised in consolidated statement of profit and loss	1,264.59	1,299.23
Impairment losses	-	-

(₹ Lakhs)

	31 March 2021	31 March 2020
Lease rental Income for the year	2,495.43	3,001.15
Future Lease rental receivable (under non-cancellable lease)		
Not later than one year	3,519.74	3,385.96
Later than one year but not later than five years	15,708.23	15,169.00
Later than five years	1,00,354.44	1,04,413.41

Notes forming part of the Consolidated Financial Statements

36 Disclosure as per Ind-AS 116 (Leases)

Right of Use Asset

(a) ROU asset' comprises leased assets of office/branch premises that do not meet the definition of investment property.

(₹ Lakhs)

	31 March 2021	31 March 2020
Opening Balance	8,820.89	-
Assets created on transition date (01 April 2019)	-	9,274.73
Additions during the year	164.57	2,903.46
Amortisation during the year	2,319.94	3,185.88
Disposal during the year (net)	1,060.53	171.42
Closing Balance	5,604.99	8,820.89

The aggregate amortisation expense on right-of-use asset is included under depreciation and amortisation expense in the consolidated statement of profit and loss.

When measuring lease liabilities, the Group discounted lease payments using its incremental borrowing rate at 1 April 2019. The weighted-average rate applied is between 10.65% to 12.85%.

(b) The following is the break-up of current and non-current lease liabilities

(₹ Lakhs)

	31 March 2021	31 March 2020
Current lease liabilities	1,523.05	2,281.71
Non current lease liabilities	4,192.15	6,572.75
Total	**5,715.20**	**8,854.46**

(c) The following is the movement in lease liabilities

(₹ Lakhs)

	31 March 2021	31 March 2020
Opening Balance	8,854.46	8,704.58
Additions during the year	164.57	2,966.80
Interest on lease liability	686.57	1,056.29
Payment of lease liabilities	2,762.98	3,697.73
Disposal / Derecognition of Lease Liability	1,227.42	175.48
Closing Balance	5,715.20	8,854.46

(d) Lease liabilities Maturity Analysis

(₹ Lakhs)

	31 March 2021	31 March 2020
Maturity analysis - contractual undiscounted cash flows		
Less than one year	2,406.74	3,209.87
One to five years	3,716.22	6,168.99
More than five years	8,990.71	9,269.02
Total undiscounted lease liabilities	**15,113.67**	**18,647.88**

(e) Lease rental of ₹/lakhs 366.42 (₹/lakhs 341.31) pertaining to short term leases and low value asset has been charged to consolidated statement of profit and loss.

Notes forming part of the Consolidated Financial Statements

37 A) Contingent liabilities (to the extent not provided for) :

(₹ Lakhs)

	31 March 2021	31 March 2020
a) Claims against the Group not acknowledged as debts (Refer note (i) and (ii) below)	259.98	46.98
b) Disputed direct taxes #	568.88	499.65
c) Disputed indirect taxes	3,916.25	2,213.62
d) Corporate guarantees to others to the extent of loans availed/ outstanding ₹/lakhs 41,242.83 (₹/lakhs 38,687.62) @	49,435.00	49,435.00
e) Guarantees given in favour of Government bodies	-	78.65
f) Other matters	356.88	-

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.

@ Group has provided Corporate guarantees to various trusts pursuant to the long term partnership arrangement entered. Corporate Guarantee is utilised for business purposes.

(i) 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.

(ii) 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.

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 not provided for (net of advances) is ₹/lakhs 4,826.66 (₹/lakhs 4,865.99)

39 Payment to auditors*

For Holding Company

(₹ Lakhs)

	31 March 2021	31 March 2020
Audit fees (including limited review)	17.50	17.00
Tax audit fees	2.50	2.00
Tax representation	-	1.27
Certification and Others	0.67	4.29
Total	**20.67**	**24.56**

* includes fees paid to retiring auditor.

For subsidiaries

(₹ Lakhs)

	31 March 2021	31 March 2020
Audit fees	37.50	32.10
Tax audit fees	3.70	0.50
Certification and Others	1.30	3.32
Total	**42.50**	**35.92**

Notes forming part of the Consolidated Financial Statements

40 Micro, small and medium enterprises

Disclosure required under the Micro, Small and Medium Enterprises Development Act, 2006 ("The Act") are given as follows.

(₹ Lakhs)

		31 March 2021	31 March 2020
a)	The principal amount remaining unpaid to any supplier at the end of each accounting year	896.94	575.67
b)	The interest due thereon remaining unpaid to any supplier at the end of each accounting year	150.58	55.52
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	257.08	110.68
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.	-	-

41 Dividend

No Dividend on equity shares is paid or proposed declared by the Board of Directors for the year ended 31 March 2021..

42 Disclosures as required by Ind AS 115

Revenue consists of following :

(₹ Lakhs)

	31 March 2021	31 March 2020
Services		
- Course fees/Royalty	3,857.22	8,008.30
- Franchisee fees	618.85	989.25
- Manpower supply and reimbursement of expenses	4,546.04	6,697.26
- Onboarding/Recruitment charges	1.64	3.92
- Sale of Municipal Waste	1,758.66	1,901.75
- Coaching and teaching services	7,378.24	19,848.19
- Others	735.60	402.46
Sales - Educational goods and equipments	4,173.33	9,857.88
Sales - Hardware and content	138.38	344.27
Other operating revenue	8.86	428.35
Total	**23,216.82**	**48,481.63**

Notes forming part of the Consolidated Financial Statements

Revenue Disaggregation by Industrial Vertical & Geography is as follows :

(₹ Lakhs)

Revenue by offerings :	31 March 2021	31 March 2020
Educational Services / India	16,910.49	39,878.70
Training, Manpower and related activities / India	6,306.33	8,602.93
Total	**23,216.82**	**48,481.63**

Timing of Revenue Recognition :

(₹ Lakhs)

Revenue by offerings :	31 March 2021	31 March 2020
Services transferred at point in time	7,435.30	13,927.88
Services transferred over period in time	15,781.52	34,553.75
Total	**23,216.82**	**48,481.63**

Contract Balances :

(₹ Lakhs)

	31 March 2021	31 March 2020
Advances received and unearned revenue (contract liabilities) as at	4,480.22	6,798.93
Unbilled receivables (contract assets) as at	492.03	546.96
Trade receivables as at	9,135.97	6,670.91

Management expect that 100 % of the transaction price allocated to the unsatisfied contracts as of 31 March 2021 ₹/lakhs 4,440.62 will be recognised as revenue upto 31 March 2022.

43 Corporate social responsibility (CSR)

As per Section 135 of the Companies Act, 2013, the Group has a CSR Committee. The Group is required to spend ₹/lakhs 163.15 (₹/Lakhs 108.85) for the year against which Nil (₹/lakhs 14.01) has been spent on activities specified in Schedule VII of the Companies Act, 2013. During the year, the Group has spent CSR expenditure of ₹/lakhs 55.37 for the year 2019.

44 The Code on Social Security, 2020 ('Code')

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post employment 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.

Notes forming part of the Consolidated Financial Statements

45 Covid 19 - Impact

The nation-wide lockdown due to spread of COVID-19 and other significant restrictions imposed on the movement had an impact on the businesses of the Group. However, during this period, the Group has taken lots of efforts to keep the disruption in the business to the minimum.

In preparation of these consolidated financial statements, the Group has taken into account internal and external sources of information to assess possible impacts of the pandemic, including but not limited to the assessment of liquidity and going concern, recoverable value of its financial and non-financial assets, and the impact on revenues. Based on current indicators of future economic conditions, the Group expects to fully recover the carrying amount of its assets. Basis the Group's projected cash flows for the next one year, management has concluded that the Group will have sufficient liquidity to continue its operations, although it expects possible delays with respect to collections from its customers. The Group has made necessary provisions under the Expected Credit loss model.

The extent of the impact on the Group's operations remain uncertain and may differ from that estimated as at the date of approval of these consolidated financial statements and will be dictated by the length of time that such disruptions continue which will in turn depend on the currently unknowable duration of COVID-19 and among other things, the impact of governmental actions imposed in response to the pandemic. The Group is monitoring the rapidly evolving situation and its potential impacts on the Group's consolidated financial position, results of operations, liquidity and cash flows.

46 Earnings per share (EPS)

	31 March 2021	31 March 2020
Profit/ (Loss) after Tax (₹ lakhs)	(879.30)	4,369.30
Weighted Average number of equity shares for Basic EPS (in numbers)	32,60,92,725	32,60,86,681
Weighted Average number of equity shares for Diluted EPS (in numbers)	32,60,92,725	32,60,86,681
Face value of equity shares (₹)	1	1
Basic EPS (₹)	(0.27)	1.34
Diluted EPS (₹)	(0.27)	1.34

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 leave benefits (non funded) is also recognised using the projected unit credit method.

(₹ Lakhs)

I.	Expenses recognised during the year	31 March 2021	31 March 2020
		Gratuity (Non Funded)	
1	Current Service Cost	74.67	76.47
2	Interest Cost	36.94	35.49
	Total Expenses	**111.61**	**111.96**

Notes forming part of the Consolidated Financial Statements

(₹ Lakhs)

II.	Amount recognized in other comprehensive income (OCI)	31 March 2021	31 March 2020
1	Opening amount recognized in OCI	(10.64)	(31.18)
2	Remeasurement during the period due to		
	- Changes in financial assumptions	2.98	13.13
	- Changes in experience charges	(74.35)	53.71
3	Closing amount recognized in OCI	(82.01)	35.66

III.	Net (Asset) / Liability recognised in the Balance Sheet as at	31 March 2021	31 March 2020
1	Present value of defined benefit obligation (DBO)	639.29	633.06
2	Net (Asset) / Liability	(639.29)	(633.06)

IV.	Reconciliation of Net (Asset) / Liability recognised in the Balance Sheet as at	31 March 2021	31 March 2020
1	Net (Asset) / Liability at the beginning of year	(633.06)	(520.35)
2	Expense as per I above	(111.60)	(111.95)
3	Other comprehensive income as per II above	71.37	(66.83)
4	Benefits paid	34.00	66.07
	Net (Asset) / Liability at the end of the year	**(639.29)**	**(633.06)**

V.	The following payments are expected to defined benefit plan in future years :	31 March 2021	31 March 2020
1	Expected benefits for year 1	298.92	112.65
2	Expected benefits for year 2 to year 5	186.92	330.03
3	Expected benefits beyond year 5	185.02	433.11

VI.	Actuarial Assumptions	31 March 2021	31 March 2020
1	Discount rate	8.54%	7.55%
2	Expected rate of salary increase	8.33%	6.33%
3	Mortality	IALM (2012-14)	IAL (2006-08)

VII. Sensitivity Analysis

The key actuarial assumptions to which the benefit obligation results are particularly sensitive to are discount rate and future salary escalation rate. The following table summarizes the impact in percentage terms on the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 100 basis points

(₹ Lakhs)

	Discount Rate	Salary Escalation rate
Impact of increase in 100 bps on DBO	135.38	177.45
Impact of decrease in 100 bps on DBO	179.22	136.54

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.

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 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 (formerly known as Lakshya Educare Private Limited)
MT Education Services Private Limited
Chitale's Personalised Learning Private Limited
Sri Gayatri Educational Services Private Limited
Robomate Edutech Private Limited
Letspaper Technologies Private Limited
Labh Ventures India Private Limited

(ii) Key Managerial Personnel

Mr. Ajey Kumar - Managing Director (Resigned w.e.f. 18 August 2020)
Ms. Sangeeta Pandit - Non-Executive Independent Director (Resigned w.e.f. 01 October 2019)
Mr. Himanshu Modi - Chairman and Non-Executive Director (Resigned w.e.f. 07 January 2020)
Dr. Manish Agarwal - Non-Executive Independent Director (Resigned w.e.f. 01 April 2020)
Mrs. Nandita Agarwal Parkar - Non-Executive Independent Director (Resigned w.e.f. 14 Jan 2021)
Mr. Roshan Lal Kamboj - Non-Executive Independent Director
Mr. Dattatraya Kelkar - Non-Executive Independent Director
Ms. Nanette D'sa - Non-Executive Independent Director
Mr. Umesh Pradhan - Chief Financial Officer (Resigned w.e.f. 07 October 2019)
Mr. Debshankar Mukhopadhyay - Chief Executive Officer (Resigned w.e.f. 23 April 2020)
Mr. Vikash Kar - Chief Executive Officer and Whole-Time Director (Resigned w.e.f. 14 June 2021)
Mr. Surender Singh - Non-Executive Non-Independent Director (Appointed w.e.f. 31 July 2020)
Mr. Karunn Kandoi - Non-Executive Independent Director (Appointed w.e.f. 03 March 2021)
Mr. Ritesh Handa - Chief Executive Officer (Appointed w.e.f 14 June 2021)
Mr. Rakesh Agarwal - Chief Financial Officer (Appointed w.e.f. 07 April 2020)
Mr. Bhautesh Shah - Company Secretary (Resigned w.e.f. 12 May 2020)
Mr. Prashant Parekh - Company Secretary (Resigned w.e.f 29 January 2021)
Mr. Anil Gupta - Company Secretary (Appointed w.e.f. 29 June 2021)

(iii) Other related parties with whom transactions have taken place during the year and balance outstanding as on the last day of the year.

Asian Satellite Broadcast Private Limited, Diligent Media Corporation Limited, Evenness Business Excellence Services Private Limited, Pan India Network Infravest Private Limited, Essel Infra Projects Private Limited, Zee Studios Limited (Formerly Essel Vision Productions Limited), Digital Subscriber and Management Consultancy Services Private Limited, Himgiri Zee University (upto September 2019), Pan India Infrastructures Private Limited, Amritsar MSW Limited, Darbhanga Motihari Transmission Company Limited, Digital Subscriber Management and Consultancy Services Private Limited, Essel Bhind Mihona Gopalpur Toll Roads Private Limited, Essel Bina Khimlasa Malthon Toll Roads Private Limited, Essel Damoh Jabalpur Toll Road Limited, Essel Business Excellence Services Limited, Essel Corporate LLP, Essel Finance AMC Limited, Essel Finance Business Loans Limited, Essel Finance Home Loans Limited, Essel Finance Management LLP, Essel Green Charge Private Limited, Essel Highways Limited, Essel Ludhiana Talwandi Toll Road Private Limited, Essel Mhow Ghatabillod Toll Road Private Limited, Essel Sagar Damoh Toll Road Limited, GNEX Realtech Private Limited, Jabalpur MSW Private Limited, Jabalpur Waste Collection and Transportation Management Private Limited, Kundli Manesar Expreeways Limited, Living Entertainment Enterprise Private Limited, NRSS XXXI B Transmission Limited, NRSS XXXVI Transmission Limited, Pan India Infra Project Private Limited Ranhil Utilities SDN BHD Consortium, Pan India Infra Projects Limited, Rama Associates Limited, Ranchi MSW Private Limited, SITI Networks Limited, Subhash Chandra Foundation, Tonk Water Supply Limited, Varanasi STP Projects Private Limited, Warora-Kurnool Transmission Limited, Western Mp Infrastructure & Toll Roads Private Limited, Zee Akash News Private Limited, Zee Entertainment Enterprises Limited, Zee Media Corporation Limited, Zen Cruises Private Limited.

Notes forming part of the Consolidated Financial Statements

(₹ Lakhs)

	31 March 2021	31 March 2020
A) Transactions with related parties		
Long- term borrowings	**-**	**5,755.00**
Other related parties		
Asian Satellite Broadcast Private Limited	-	5,755.00
Repayment of Long- term borrowings	**10.00**	**35.00**
Other related parties		
Asian Satellite Broadcast Private Limited	10.00	35.00
Interest expense	**957.63**	**506.11**
Other related parties		
Asian Satellite Broadcast Private Limited	957.63	506.11
Sales and services	**6,290.17**	**8,657.87**
Other related parties		
Himgiri Zee University	-	56.00
Amritsar MSW Limited	820.76	882.03
Darbhanga Motihari Transmission Company Limited	-	0.22
Digital Subscriber Management and Consultancy Services Private Limited	-	1.18
Essel Bhind Mihona Gopalpur Toll Roads Private Limited	12.36	-
Essel Bina Khimlasa Malthon Toll Roads Private Limited	4.66	-
Essel Damoh Jabalpur Toll Road Limited	12.43	-
Essel Business Excellence Services Limited	-	42.38
Essel Corporate LLP	18.43	30.57
Essel Finanace AMC Limited	4.29	6.12
Essel Finance Business Loans Limited	-	60.79
Essel Finance Home Loans Limited	-	14.84
Essel Finance Management LLP	0.15	3.29
Essel Green Charge Private Limited	-	1.98
Essel Highways Limited	142.56	322.45
Essel Ludhiana Talwandi Toll Road Private Limited	17.02	-
Essel Mhow Ghatabillod Toll Road Private Limited	7.99	-
Essel Sagar Damoh Toll Road Limited	11.34	-
Gnex Realtech Private Limited	9.73	28.28
Jabalpur MSW Private Limited	122.69	116.31
Jabalpur Waste Collection and Transportation Management Private Limited	937.89	960.57
Kundli Manesar Expreeways Limited	11.57	-
Living Entertainment Enterprise Private Limited	83.30	382.29
NRSS XXXI B Transmission Limited	-	1.23
NRSS XXXVI Transmission Limited.	4.08	4.04
Pan India Infra Project Private Limited Ranhil Utilities SDN BHD Consortium	-	15.52
Pan India Infraprojects Limited	44.82	116.02
Rama Associates Limited	-	3.36
Ranchi MSW Private Limited	-	68.62
SITI Networks Limited	1,718.05	1,819.84
Subhash Chandra Foundation	0.32	1.75
Tonk Water Supply Limited	-	12.30
Varanasi STP Projects Private Limited	7.45	6.81
Warora-Kurnool Transmission Limited	4.28	6.97
Western Mp Infrastructure & Toll Roads Private Limited	57.84	54.86
Zee Akaash News Private Limited	26.18	23.46
Zee Entertainment Enterprise Limited	484.86	1,708.05
Zee Media Corporation Limited	1,701.73	1,899.29
Zen Cruises Private Limited	23.39	6.45

Notes forming part of the Consolidated Financial Statements

(₹ Lakhs)

	31 March 2021	31 March 2020
Other income	**-**	**88.02**
Reversal of provision / liabilities no longer required		
Other related parties		
Diligent Media Corporation Limited	-	88.02
Purchase of Intangible assets	**35.00**	**61.17**
Other related parties		
Essel Corporate LLP	35.00	61.17
Purchase of Services	**312.36**	**961.59**
Other related parties		
Pan India Network Infravest Private Limited	12.99	8.66
Zee Entertainment Enterprises Limited	104.02	101.51
Digital Subscriber Management and Consultancy Services Private Limited	8.66	13.09
Diligent Media Corporation Limited.	-	112.41
Zee Media Corporation Limited	20.89	29.63
Essel Infra Projects Private Limited	38.30	15.00
Essel Corporate LLP	120.00	30.00
Zee Studios Limited	-	21.19
Evenness Business Excellence Services Private Limited	7.50	630.10
Capital advance given	**-**	**6.62**
Other related parties		
Pan India Infrastructure Private Limited	-	6.62
Remuneration	**111.60**	**145.97**
Key Managerial personnel		
Mr. Debshankar Mukhopadhyay	26.14	74.32
Mr. Umesh Pradhan	-	54.64
Mr. Vikash Kar	48.19	-
Mr. Rakesh Agarwal	28.98	-
Mr. Bhautesh Shah	2.51	17.01
Mr. Prashant Parekh	5.78	-
Directors sitting fees	**6.10**	**5.54**
Key Managerial personnel		
Dr. Manish Agarwal	-	2.20
Ms. Sangeeta Pandit	-	1.00
Mrs. Nandita Agarwal Parkar	0.30	0.60
Ms. Nanette D'sa	2.00	-
Mr. Surender Singh	0.30	-
Mr. Dattatraya Kelkar	1.50	0.54
Mr. Roshan Lal Kamboj	2.00	1.20

Notes forming part of the Consolidated Financial Statements

(₹ Lakhs)

B) Balances outstanding as at	31 March 2021	31 March 2020
Long-term borrowings	**8,537.16**	**7,661.35**
Other related parties		
Asian Satellite Broadcast Private Limited	8,537.16	7,661.35
Loans, advances and deposits given	**1,556.32**	**1,556.53**
Other related parties		
Pan India Infrastructure Private Limited	1,451.06	1,451.06
Diligent Media Corporation Limited	-	0.21
Essel Infra Projects Private Limited	10.00	10.00
Zee Studios Limited	15.26	15.26
Evenness Business Excellence Services Private Limited	80.00	80.00
Advance from customer	**1.15**	**1.15**
Other related parties		
Zee Entertainment Enterprises Limited	1.15	1.15
Trade receivables	**650.57**	**501.16**
Other related parties		
Himgiri Zee University	-	89.28
Amritsar MSW Limited	190.37	180.36
Darbhanga Motihari Transmission Company Limited	0.26	0.26
Digital Subscriber Management and Consultancy Services Private Limited	0.06	0.06
Essel Bhind Mihona Gopalpur Toll Roads Private Limited	4.96	-
Essel Bina Khimlasa Malthon Toll Roads Private Limited	0.94	-
Essel Damoh Jabalpur Toll Road Limited	4.84	-
Essel Corporate LLP	3.95	2.09
Essel Finanace AMC Limited	0.01	0.01
Essel Finance Management LLP	-	0.30
EsselGreen Charge Private Limited	0.31	0.31
Essel Highways Limited	45.09	81.94
Essel Ludhiana Talwandi Toll Road Private Limited	7.71	-
Essel Mhow Ghatabillod Toll Road Private Limited	2.57	-
Essel Sagar Damoh Toll Road Limited	4.39	-
Gnex Realtech Private Limited	2.05	2.40
Jabalpur MSW Private Limited	11.52	14.37
Jabalpur Waste Collection and Transportation Management Private Limited	134.48	37.99
Kundli Manesar Expreeways Limited	6.85	-
Living Entertainment Enterprise Private Limited	1.34	27.69
NRSS XXXI B Transmission Limited	0.45	0.45
NRSS XXXVI Transmission Limited	1.89	1.23
Pan India Infraprojects Limited	14.11	32.52
Pan India Utilities Distribution Company Limited	0.01	-
Rama Associates Limited	0.05	0.05
SITI Networks Limited	166.57	1.34
Subhash Chandra Foundation	0.20	0.37
Varanasi STP Projects Private Limited	8.47	2.74
Warora-Kurnool Transmission Limited	1.96	1.31
Zee Akaash News Private Limited	2.88	1.66
Zee Entertainment Enterprise Limited	22.51	20.61
Zee Media Corporation Limited	8.38	1.82
Zen Cruises Private Limited	1.39	-

Notes forming part of the Consolidated Financial Statements

(₹ Lakhs)

	31 March 2021	31 March 2020
Other payables	**753.86**	**1,253.63**
Other related parties		
Pan India Network Infravest Private Limited	12.31	2.64
Digital Subscriber Management and Consultancy Services Private Limited	12.06	10.56
Diligent Media Corporation Limited	281.02	281.02
Zee Media Corporation Limited	-	41.77
Zee Entertainment Enterprises Limited	269.27	723.00
Essel Infra Projects Private Limited	12.00	22.27
Essel Corporate LLP	68.16	-
Zee Studios Limited	40.73	40.73
Evenness Business Excellence Services Private Limited	17.31	90.64
Zee Media Corporation Limited	41.00	41.00

Note: Figures considered based on the IND AS financials of the Group.

49 Segment reporting

The Group follows Ind AS 108 "Operating Segment" relating to the reporting of financial and descriptive information above their operating segments in financial statements:

The Group's reportable operating segments have been determined in accordance with the business operations, which is organised based on the operating business segments as described below.

1 **"Educational"** which principally provides learning solutions and delivers training.

2 **"Construction and leasing for education"** which principally consists of constructing and leasing of properties for commercial use.

3 **"Training Manpower and related activities"** which principally provides services related to consultancy and advisory in areas of human resources, viz. manpower placement, recruitment, selection, business process and others.

There being no business outside India, the entire business is considered as a single geographic segment.

Notes forming part of the Consolidated Financial Statements

Primary segment disclosure - Business segment for the year ended 31 March 2021

(₹ Lakhs)

Particulars	31 March 2021	31 March 2020
Segment revenue		
- Educational services and related activities	16,548.88	39,953.71
- Construction and leasing (for education)	3,252.03	3,504.90
- Training, Manpower and related activities	6,474.51	8,735.64
Total segment revenue	**26,275.42**	**52,194.25**
Less: Inter segment revenue	563.17	711.47
Net Sales / Income from operations	**25,712.25**	**51,482.78**
Segment results (Profit before tax and interest from ordinary activities)		
- Educational services and related activities	(2,544.48)	9,870.23
- Construction and leasing (for education)	1,878.08	277.37
- Training, Manpower and related activities	(18.86)	280.84
Total segment results	**(685.26)**	**10,428.44**
Add / (Less) :		
Finance cost	(5,149.12)	(5,904.91)
Interest income	3,268.23	3,445.82
Exceptional items (Refer note 51)	-	(3,114.65)
Unallocable	2,364.30	709.58
Total profit/(loss) before tax from ordinary activities	**(201.85)**	**5,564.28**
Less : Tax expenses		
Current tax - current year	827.62	2,558.49
- earlier years	215.71	(25.29)
Deferred tax charge / (credit)	869.86	519.61
Profit /(loss) after tax	**(2,115.04)**	**2,511.47**
Capital employed (Segment assets less Segment liabilities)		
- Educational services and related activities	80,254.82	78,324.64
- Construction and leasing (for education)	42,577.76	42,370.02
- Training, Manpower and related activities	977.99	541.45
- Unallocable (net)	(44,331.52)	(42,291.54)
Total capital employed in segments	**79,479.05**	**78,944.57**
Less: Inter segment eliminations	33,052.50	31,866.45
Total capital employed	**46,426.55**	**47,078.12**

Notes forming part of the Consolidated Financial Statements

(₹ Lakhs)

	31 March 2021	31 March 2020
Capital expenditure		
- Educational services and related activities	263.96	757.50
- Construction and leasing (for education)	780.60	650.80
- Training, Manpower and related activities	-	-
	1,044.56	**1,408.30**
Depreciation		
- Educational services and related activities	3,617.19	5,003.89
- Construction and leasing (for education)	1,377.70	1,406.62
- Training, Manpower and related activities	0.09	0.09
	4,994.98	**6,410.60**

50 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.

51 Exceptional items

The Group in earlier years, had given loan to a Trust to support its business operations. On account of delays in recovery of the same (including interest accrued thereon), the Group has made provision of ₹/lakhs 3,114.65 against the loan receivable (including interest accrued thereon) during the previous year and disclosed the same as an 'Exceptional item'.

52 Financial Instruments

i) Financial risk management objective and policies

The group's principal financial liabilities, comprise loans and 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 loan from banks. Non-Redeemable Debentures and Intercorporate deposits carries fixed coupon rate and hence is not considered for calculation of interest rate sensitivity of the group.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the group's profit before tax is affected through the impact of change in interest rate of borrowings, as follows:

(₹ Lakhs)

	Increase / decrease in basis points	Effect on Profit before tax
As on 31 March 2021	+ 50 / - 50	128.86
As on 31 March 2020	+ 50 / - 50	124.45

Notes forming part of the Consolidated Financial Statements

2) Foreign currency risk

The group enters into transactions in currency other than its functional currency and is therefore exposed to foreign currency risk. The group analyses currency risk as to which balances outstanding in currency other than the functional currency of that group. The management has taken a position not to hedge this currency risk.

The group undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are not hedged considering the insignificant impact and period involved on such exposure.

The following table sets forth information relating to foreign currency exposure:

(₹ Lakhs)

Currency	Assets as at		Liabilities as at	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020
United States Dollar (USD)	-	-	2.00	2.14
Arab Emirates Dirham (AED)	-	7.88	-	-

Foreign Currency sensitivity analysis

The following table demonstrates the sensitivity to a 10% increase / decrease in foreign currencies with all other variable held constant. The below impact on the group's profit before tax is based on changes in the fair value of unhedged foreign currency monetary assets and liabilities at balance sheet date.

(₹ Lakhs)

Currency	Sensitivity analysis			
	31 March 2021		31 March 2020	
	₹ decrease by 10%	₹ increase by 10%	₹ decrease by 10%	₹ increase by 10%
United States Dollar (USD)	0.20	(0.20)	0.21	(0.21)
Arab Emirates Dirham (AED)	-	-	(0.79)	0.79

3) Credit risk

Credit risk is the risk of financial loss to the group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the group's receivables from customers, deposits and loans given, investments and balances at bank.

The group measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates. Expected Credit Loss is based on actual credit loss experienced and past trends based on the historical data.

Ageing of trade receivables

(₹ Lakhs)

	As at 31 March 2021	As at 31 March 2020
Trade Receivables (Unsecured)		
Over six months	13,707.79	12,447.59
Less than six months	4,559.15	6,017.24
Total	**18,266.94**	**18,464.83**

(₹ Lakhs)

	As at 31 March 2021	As at 31 March 2020
Movement in allowance for credit loss during the year was as follows :		
Opening Balance	11,793.92	660.11
Add :- Provided during the year	(2,662.95)	11,133.81
Balance as at	9,130.97	11,793.92
Net Trade receivable	**9,135.97**	**6,670.90**

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.

Notes forming part of the Consolidated Financial Statements

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 2021

(₹ Lakhs)

	Less than 1 year	2 to 5th year	more than 5 years
Financial liabilities			
Trade payable and other financial liabilities	24,182.11	174.12	1,621.21
Borrowings*	4,900.47	25,067.31	-
Lease liabilities	1,523.05	4,192.15	-
Total	**30,605.63**	**29,433.58**	**1,621.21**

* Current maturities of borrowings aggregating ₹/lakhs 8,714.42 form part of other financial liabilities hence the same is not consider separately in borrowings.

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at 31 March 2020

(₹ Lakhs)

	Less than 1 year	2 to 5 year	more than 5 years
Trade payable and other financial liabilities	15,047.11	174.12	1,049.38
Borrowings*	4,384.66	27,412.60	-
Total	**19,431.77**	**27,586.72**	**1,049.38**

* Current maturities of borrowings aggregating ₹/lakhs 5,129.35 form part of other financial liabilities hence the same is not consider separately in borrowings.

ii) Capital Management

For the purpose of the group' s capital management, capital includes issued capital and all other equity reserves. The group manages its capital structure to ensure that it will be able to continue as a going concern while maximising the return to the stakeholders.

The group monitors capital using gearing ratio, which is total debt divided by total capital plus debt

(₹ Lakhs)

	As at 31 March 2021	As at 31 March 2020
Gross Debt (inclusive long term and short term debt) *	29,967.77	31,797.26
Less: Cash and cash equivalents and Other Bank Balances	(1,292.03)	(897.48)
Net Debt	28,675.74	30,899.79
Total Equity	46,426.55	47,078.12
Total Capital	**75,102.29**	**77,977.90**
Gearing ratio	**38.18%**	**39.63%**

Notes forming part of the Consolidated Financial Statements

iii) Categories of financial instruments and fair value thereof

(₹ Lakhs)

Particulars	As at 31 March 2021		As at 31 March 2020	
	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	9,135.97	9,135.97	6,670.91	6,670.91
Cash and cash equivalents and bank balances	1,326.48	1,326.48	1,553.04	1,553.04
Other financial assets	2,978.22	2,978.22	2,965.43	2,965.43
Loans and Advances	5,437.29	5,437.29	1,936.04	1,936.04
ii) Measured at Fair value through profit and loss account				
Non-Current Investments	0.34	0.34	0.34	0.34
Current Investment	0.01	0.01	1,051.94	1,051.94
B) Financial liabilities				
Measured at amortised cost				
Trade Payables	9,216.35	9,216.35	5,771.49	5,771.49
Borrowings (Non current)	25,067.31	25,067.31	27,412.60	27,412.60
Borrowings (Current)	4,900.47	4,900.47	4,384.66	4,384.66
Other Financial Liabilities	16,761.09	16,761.09	10,499.12	10,499.12

The management assessed that cash and cash equivalents and bank balances, trade receivables, other financial assets, certain investments, trade payables and other current liabilities approximate their fair value largely due to the short-term maturities of these instruments. Difference between carrying amount and fair value of bank deposits, other financial assets, other financial liabilities and borrowings subsequently measured at amortised cost is not significant in each of the year presented.

(iv) Fair value hierarchy

The following table provides the fair value measurement hierarchy of the group's assets and liabilities.

Quantitative disclosures of fair value measurement hierarchy for assets and liabilities as at 31 March 2021

(₹ Lakhs)

Financial assets	Fair Value as at		Fair Value Hierarchy	Valuation Technique(s) & key inputs used
	31 March 2021	31 March 2020		
Investment in Mutual funds	0.01	1,051.94	Level 1	Quoted in an active market
Total	**0.01**	**1,051.94**		

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 and financial liabilities included in the level 1 categories above have been determined in accordance with quoted in active market.

Notes forming part of the Consolidated Financial Statements

53 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.

54 In previous year, during the quarter ended 30 September 2019, the Group entered into contracts with a few education trusts to provide management services in respect of operation of their respective educational activities. Based on the scope of work and the corresponding consideration as laid out in the respective contracts, revenue of ₹/lakhs 910.00 from management services was recorded by the Group in the third quarter ended 31 December 2019.
However, subsequently, on the requests of these Trusts, the "scope of work" and the basis of measurement of corresponding "consideration" have been renegotiated and redefined which are detailed in the addendums executed to the existing contracts. The new arrangement is applicable from retrospective effect (inception of the contracts).
The change in the basis of measurement of revenue from management services has given rise to reversal of revenue recorded in the third quarter to the extent of ₹/lakhs 745.33. The reversal entry has been recorded in the fourth quarter ended 31 March 2020.
The resultant management services revenue for the year, recorded in these consolidated financial statements aggregate ₹/lakhs 164.67.

55 Collateral / Security Pledged

The carrying amount of assets pledged as security for current and non-current borrowings of the group are as under ;

(₹ Lakhs)

	31 March 2021	31 March 2020
Property, plant and equipment (includes Capital work in progress, Investment property, Investment property under development, Goodwill, Other intangible assets and Intangible assets under development)	68,751.09	70,704.71
Inventories	1,065.78	1,769.93
Other current and non-current assets	27,857.93	24,724.02
Total assets pledged	**97,674.80**	**97,198.66**

56 Reconciliation between opening and closing balances in the balance sheet for liabilities arising from financing activities as required by Ind AS 7 "Statement of Cash Flows" is as under:

(₹ Lakhs)

	As at 31 March 2020	Cash Inflows	Cash outflows	Non Cash Changes		As at 31 March 2021
				Interest Accured	Other Changes	
Long Term Borrowings	27,412.60	1,569.00	(3,255.49)	-	(658.80)	25,067.31
Short Term Borrowings (Including Current maturities) (For Bank, Financial Institution and intercorporate deposits etc.)	9,514.02	63.56	-	1,352.18	2,748.70	13,614.89
Lease liabilities (including interest)	8,854.46	-	(1,225.45)	-	(1,913.81)	5,715.20

(₹ Lakhs)

	As at 31 March 2019	Cash Inflows	Cash outflows	Non Cash Changes		As at 31 March 2020
				Interest Accured	Other Changes	
Long Term Borrowings	33,539.94	5,755.00	(11,882.34)			27,412.60
Short Term Borrowings (Including Current maturities) (For Bank, Financial Institution and intercorporate deposits etc.)	9,627.38		(766.31)	652.95		9,514.02
Dividend paid (including dividend distribution tax)	-	-	393.12	-	-	-

Notes forming part of the Consolidated Financial Statements

57 Additional Information as required by Schedule III of the Companies Act 2013

(₹ Lakhs)

	Name of the entity	Net Assets, i.e., Total Assets minus Total Liabilities		Share in Profit or loss	
		% of consolidated net assets	Amount	% of consolidated Profit	Amount
I	**Parent -**				
	Zee Learn Limited	45.32%	49,619.77	-92.07%	1,658.51
II	**Subsidiaries -**				
	MT Educare Limited (Consolidated financial statements)	10.67%	11,686.12	185.85%	(3,347.76)
	Digital Ventures Private Limited	29.59%	32,394.61	10.57%	(190.41)
	Academia Edificio Private Limited	-0.01%	(10.62)	0.43%	(7.74)
	Liberium Global Resources Private Limited	0.72%	787.35	-4.78%	86.09
	Non Controlling Interest in subsidiaries	13.71%	15,008.81	0.00%	-

(₹ Lakhs)

	Name of the entity	Shares in Other Comprehensive Income		Share in Total Comprehensive Income	
		% of consolidated Profit	Amount	% of consolidated Profit	Amount
I	**Parent -**				
	Zee Learn Limited	39.07%	21.06	-96.12%	1,679.57
II	**Subsidiaries -**				
	MT Educare Limited (Consolidated financial statements)	60.38%	32.55	189.72%	(3,315.21)
	Digital Ventures Private Limited	0.25%	0.13	10.89%	(190.28)
	Academia Edificio Private Limited	0.00%	-	0.44%	(7.74)
	Liberium Global Resources Private Limited	0.30%	0.16	-4.94%	86.25
	Non Controlling Interest in subsidiaries	**0.00%**	**-**	**0.00%**	**-**

Note: Net assets / Share of Profit of subsidiary are considered based on the respective audited standalone/consolidate financial statements without considering eliminations / consolidation IND AS adjustments.

58 The Group has loans, trade and other receivables of ₹/lakhs 4,904.26 (net of provisions on consolidated basis) outstanding as at 31 March 2021 from other parties having operations in the education sector, which are overdue. The management is of the opinion that COVID-19 pandemic and the subsequent lockdowns have disrupted the operations of parties in education sector and such outstandings have arisen primarily due to lockdowns and therefore the management considers the same as good and recoverable.

59 The Group has undertaken various Central and State Government/ Agencies, projects in education/skill development sector. Most of these projects are complete, however the dues outstanding (net of provisions) of ₹/lakhs 3,074.97 lakhs from the concerned department/ agency have not been realized mainly on account of delays and long process . In the opinion of the management, it has made necessary provision, wherever required and such balances are fully recoverable.

Notes forming part of the Consolidated Financial Statements

60 The subsidiary company viz MT Educare Limited (MT) and its subsidiaries (together referred to as MT Group) had taken loan from a Non Banking Financial Company (lender) which was secured against the pledge of equity shares of MT held by one of the promoters of MT. The pledge was invoked by the lender during the quarter ended 31 December 2020 and ₹/lakhs 738.40 is adjusted against the dues owed by the MT Group.

61 The subsidiary company viz MT Educare Limited (MT) and its subsidiaries (together referred to as MT Group) did not obtain/ receive balance confirmation from the most of the customers /creditors and other parties including certain advances other than related parties for the balances as on 31 March 2021 due to Covid-19 disruption. Hence, the reconciliation could not be carried out for the year ended 31 March 2021.

62 The Covid-19 pandemic has caused an adverse impact on the business operations of the subsidiary viz MT Educare Limited (MT) and its subsidiaries (together referred to as MT Group) and their financial health. The revenue of MT Group has declined sequentially for the year ended 31 March 2021 and as a result MT Group has been incurring losses. Further, MT Group has defaulted in their debt and other obligations. These indicate the existence of uncertainty that may cast doubt on the MT Group's ability to continue as a going concern. The appropriateness of assumption of going concern is dependent upon improvement in cash flows through normal operations in post COVID-19, timely monetization of assets and approval of MT Group's one time restructuring of debts. The consolidated financial statements of MT Group have been prepared on a going concern basis based on the future business potentials and mitigating factors.

63 Prior year comparatives

Previous year's figures have been regrouped / reclassified / rearranged wherever necessary to correspond with the current year's classifications / disclosures, figures in brackets pertain to previous year.

Notice

NOTICE is hereby given that the Eleventh (11th) Annual General Meeting of the Members of Zee Learn Limited (CIN: L80301MH2010PLC198405) will be held on Wednesday, September 29, 2021 at 4:00 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, 2021.

To receive, consider and adopt

a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021, including the Audited Balance Sheet as on March 31, 2021, 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, 2021, including the Audited Balance Sheet as on March 31, 2021, 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 2021-22.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force), the Members hereby ratify and confirm the remuneration of Rs. 55,000/- (Rupees Fifty-Five Thousand 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, 2022 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 appoint Mr. Karunn Kandoi as the Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and 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), Mr. Karunn Kandoi (DIN: 01344843), who was appointed as an Additional Director of the Company by the Board of Directors, based on the recommendation of Nomination and Remuneration Committee with effect from March 3, 2021 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature to the office of Director, be and is hereby proposed to be appointed as an Independent Director of the Company not liable to retire by rotation for a period of 3 (three) consecutive years up to March 3, 2024.

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."

5. To appoint Mr. Ritesh Handa as the Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and 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), Mr. Ritesh Handa (DIN: 02725365), who was appointed as an Additional Director of the Company by the Board of Directors, based on the recommendation of Nomination and Remuneration Committee by Circular Resolution with effect from August 7, 2021 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature to the office of Director, be and is hereby proposed to be appointed as an Executive Director of the Company, liable to retirement by rotation.

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.

6. To appoint Mr. Ritesh Handa as Whole-Time Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and any other applicable provisions, if any of the Companies Act, 2013 ("Act"), the Companies (Appointment and Remuneration of Key Managerial Personnel) Rules, 2014 and other applicable rules made thereunder, the SEBI (Listing Regulation and Disclosure Requirements) 2015, including any statutory modification(s) or re-enactment thereof, for the time being in force, the Articles of Association of the Company and subject to such other approvals as may be necessary, approval of the Members be and is hereby accorded for appointment of Mr. Ritesh Handa (DIN: 02725365), as an Executive Director designated as Whole-Time Director ("WTD") of the Company, w.e.f August 31, 2021 for a period of 5 (five) years on such terms and conditions and at such remuneration not exceeding 5% of the Net Profits of the Company calculated as per Section 198 of the Act, as set out in the Explanatory Statement annexed here to.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which shall be deemed to include any Committee constituted by the Board) be and is hereby authorized to vary, alter, enhance or widen the scope of remuneration (including fixed salary, incentives, allowances and perquisites) payable to Mr. Ritesh Handa during his tenure as Whole-Time Director and CEO to the extent permitted under Section 197 read with Schedule V and other applicable provisions, if any of the act without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided however that any such variation, alteration enhancement or widening shall not result in payment of remuneration in the excess of limits prescribed under the applicable law without obtaining requisite approval.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary, to give effect to the above resolution including agreeing to such amendments/ modifications in the aforesaid clauses as may be required by any authority or as may be deemed fit by the Board.

For and on behalf of the Board of Directors
ZEE LEARN LIMITED

ANIL GUPTA
Company Secretary

Place : Mumbai
Date : August 31, 2021

Registered Office:
Continental Building,
135, Dr. Annie Besant Road,
Worli, Mumbai - 400 018
CIN: L80301MH2010PLC198405
E-mail: investor_relations@zeelearn.com

Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular Nos. 14/2020, 17/2020, 20/2020, and 02/2021 dated April 8, 2020, April 13, 2020, May 5 2020, and January 13, 2021 respectively and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue for the 11th AGM shall be the Registered Office of the Company.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. 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.

4. 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.

5. 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 voting on the day of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.zeelearn.com. The Notice can also be accessed from the 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 the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING AGM ARE AS UNDER: -

The remote e-voting period begins on **Sunday, September 26, 2021 at 09.00 A.M (IST) and ends on Tuesday, September 28, 2021 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 22, 2021 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 22, 2021.

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. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

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.
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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or Contact Mr. Sagar Ghosalkarfrom NSDL at the designated email Ids: sagar.ghosalkar@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 at 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, on the recommendation of the Audit Committee, has approved the 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, 2022 on a remuneration of Rs. 55,000/- (Rupees Fifty-Five Thousand) plus applicable taxes and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification of the remuneration payable to the Cost Auditor for the Financial Year ending March 31, 2022.

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

Based on the recommendation of the Nomination & Remuneration Committee of the Board and after reviewing confirmation of independence received, the Board of Directors of the Company had appointed Mr. Karunn Kandoi (DIN: 01344843) as an Additional Director of the Company, in the category of Independent Director with effect from March 3, 2021. Pursuant to Section 161(1) of the Companies Act, 2013 ('Act'), Mr. Karunn Kandoi holds office till the date of this Annual General Meeting.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Director requires approval of the Members.

Mr. Kaunn Kandoi has consented to act as Non-Executive Independent Director and is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has also received notice in writing from Member of the Company under Section 160 of the Act proposing his candidature for the office of Director of the Company. The Company has also received declarations from him stating that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Karunn Kandoi who is proposed to be appointed as an Independent Director of the Company for the period of 3 consecutive years up to March 3, 2024 fulfils the conditions in the Act and Rules made thereunder and is Independent of the management of the Company.

Brief profile and other details of Mr. Karunn Kandoi are provided in the Annexure to the Notice pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on the General Meeting issued by the Institute of Company Secretaries of India.

He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

The Board of Directors recommends the Ordinary Resolution set out at Item no. 4 of the Notice for approval by the Members.

None of the other Directors and / or Key Managerial Personnel of the Company or their relatives except Mr. Karunn Kandoi (whose appointment is proposed in this resolution) are, in any way, concerned or interested, financially or otherwise in this resolution.

Item No. 5 & 6

Based on the recommendation of the Nomination and Remuneration Committee of the Board, the Board of Directors of the Company had appointed Mr. Ritesh Handa (DIN: 02725365) as an Additional Director of the Company, in the category of Executive Director with effect from August 7, 2021. Pursuant to Section 161(1) of the Companies Act, 2013 ('Act'), Mr. Ritesh Handa holds office till the date of this Annual General Meeting. The Board of Directors at their meeting held on August 31, 2021, based on the recommendation of the Nomination and Remuneration Committee appointed Mr. Ritesh Handa as the Whole-Time Director on the Board of the Company subject to the approval of Members with effect from August 31, 2021 for a period of five (5) years who shall be liable to retire by rotation.

Mr. Ritesh Handa has consented to act as Executive Director and Whole-Time Director and is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has also received notice in writing from the Member of the Company under Section 160 of the Act proposing his candidature for the office of Director of the Company.

The Board of Directors recommends the Ordinary Resolution set out at Item no. 5 & 6 of the Notice for approval by the members.

None of the other Directors and / or Key Managerial Personnel of the Company or their relatives except Mr. Ritesh Handa (whose appointment is proposed in this resolution) are, in any way, concerned or interested, financially or otherwise in this resolution.

The remuneration payable to Mr. Ritesh Handa as approved by the Members and Board shall be inclusive of the remuneration drawn by him in the capacity of Chief Executive Officer. The proposed remuneration payable to him shall be within the limits of 5% of the net profit of the Company as prescribed under Section 197 of Companies Act, 2013 read with Schedule V.

The material terms of appointment and remuneration are given below:

a) Basic Salary: The Basic Salary of Mr. Ritesh Handa shall be Rs. 2,66,146 per month with the authority to the Board of Directors to determine any increments from time to time during the term of his appointment as per the recommendations of the Nomination and Remuneration Committee.

b) Allowance, Perquisites and other items

In addition to the basic salary, he shall be entitled to:

(i)Allowances as per rules of the Company including Personal Allowance, City Compensatory Allowance, House Rent Allowance, Children Education Allowance etc. which in the aggregate shall not be exceeding Rs. 2,97,001/- per month, with an authority to the Board of Directors to determine any increase from time to time as recommended by the Nomination and Remuneration Committee.

(ii) Perquisites as per rules of the Company including Club fees, Personnel accident, Medical insurance, Life insurance, Company provided housing, meal & gift vouchers, use of chauffeur driven company car, company provided communication & IT equipment, telecommunication facilities at residence etc. He will also be entitled to travel, boarding and lodging for business purposes as per company's applicable rules. As Executive/Whole-Time Director or otherwise, he shall be eligible to such number of stock options as may be granted and recommended by the Nomination and Remuneration Committee from time to time which will be over and above stock options already granted earlier. Perquisites shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost;

(iii) Other Perquisites, Allowances and Reimbursements like Books & periodicals, Uniform, Entertainment, Car/Driver/Maintenance/related costs, Communication, White goods, Leave Travel, Medical reimbursement etc. as per the policy of the Company.

(iv) Company's contribution to Provident fund, Gratuity, Leave encashment, Superannuation etc. as per the rules of the Company; and

(v) Variable Pay as approved by the Board based on the recommendation of the Nomination and Remuneration Committee.

Other Terms:

Mr. Ritesh Handa shall not be paid any sitting fees for attending meetings of the Board or Committee thereof.
Further details relating to Mr. Ritesh Handa including his qualifications, other Directorships, membership in Committees of other Boards are given in the Annexure forming part of this Notice. This explanatory statement together with the accompanying Notice and annexure there to may also be regarded as a disclosure under Regulation 36 (3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India.

The Board of Directors is of the opinion that Mr. Ritesh Handa brings in significant experience which will play an important role to guide and manage the day to day affairs of the Company and considering his vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at

Item no. 5&6 of this Notice relating to his appointment as an Executive Director designated as Whole-time Director, liable to retire by rotation, as Ordinary Resolution for approval of Shareholders.

Annexure to the Notice dated September 29, 2021

Details of Directors seeking appointment/Re-appointment at the 11th AGM to be held on September 29, 2021.

(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)

Name of Director	Mr. Karunn Kandoi
DIN	01344843
Age	43
Date of First Appointment on the Board	March 3, 2021
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 18 years of experience and has a demonstrated history of working in the education industry.
No. of Equity shares held in the Company	None
Terms and Conditions of Appointment/Re-appointment	Appointment as Non- Executive Independent Director of the Company, not liable to retire by rotation for a term of three consecutive years from March 3, 2021 to March 3, 2024 on such terms and conditions including commission on profits, if any, as applicable to other Non-Executive Independent Directors in accordance with Nomination and Remuneration Policy of the Company
Directorship held in other public companies (excluding Private and Section 8 Companies) as on March 31, 2021	MT Educare Limited
Membership/Chairmanship held in committees of other public companies (excluding Private and Section 8 Companies) as on March 31, 2021	None
Relationship with any other Directors / Key Managerial Personnel	None

Name of Director	Mr. Ritesh Handa
DIN	02725365
Age	46
Date of First Appointment on the Board	August 7, 2021
Qualification	He is a qualified Chartered Accountant as well as an MBA from Faculty of Management Studies, Delhi
Experience and Expertise	Mr. Ritesh is a strategic business and operations senior executive with diversified business and management experience with proven track record over the last 20 years. A qualified Chartered Accountant as well as an MBA from Faculty of Management Studies, Delhi, he has now been in the Education business domain for the last 10 years. He was the CEO of the Test Prep Business at Pearson in India and CEO of Alternative Learning Systems. Ritesh had earlier worked in Rockwell Automation, HT Media (Fever 104 FM), Genpact etc. in various capacities.
No. of Equity shares held in the Company	None
Directorship held in other public companies (excluding Private and Section 8 Companies) as on March 31, 2021	None
Membership/Chairmanship held in committees of other public companies (excluding Private and Section 8 Companies) as on March 31, 2021	None
Relationship with any other Directors / Key Managerial Personnel	None

For and on behalf of the Board of Directors
ZEE LEARN LIMITED

ANIL GUPTA
Company Secretary

Place : Mumbai
Date : August 31, 2021

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