Annual Report 2021-22

Building the future of the nation

Through education and child development

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Notice

Forward-looking statements

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

Read more about us
https://zeelearn.com

India is a young country with a large proportion of the population below the age of 25. The future of India stands on the firm shoulders of its youth. Our objective at Zee Learn, is to empower this precious human resource by providing quality education and training to students and pave for them the pathway for better career opportunities and an enriching quality of life.

We focus on holistic development of students by addressing their physical, intellectual and emotional needs. We have designed technology-aided specific educational and training modules on the basis of specific needs of the learner.

With the awareness and affordability of quality education growing in India, we are optimistic of strengthening our performance further and contribute in nation building.

Message
from the CEO

At Zee Learn, we are evolving towards a hybrid mode of teaching, which is a mix of physical and digital teaching.

Dear Esteemed Shareholders

It gives me immense pleasure to present to you the 12th Annual Report of your Company.

With the era of pandemic-induced uncertainty mostly behind us and normalcy returning to our socio-economic life, we, at Zee Learn are optimistic about our road ahead.

The year gone by had put a severe stress on all businesses and Zee Learn was no different. Our team of professional educators and trainers were quick to understand the gravity of the situation and shifted to online classes, so that students do not lose precious learning

hours. Our teachers were also trained to cope with the changed circumstances. Despite the headwinds posed by the pandemic, our consolidated annual revenue for FY'22 stood at Rs. 282 crore, with an EBIDTA of Rs. 47 crore.

Our primary objective across our network of 2,200+ educational centres – including Kidzee, Mount Litera Zee School, Mount Litera School International, ZIMA, ZICA, MT Educare, and other institutes is to elevate human capital through quality education and development. We aim for holistic development of a student, which is not restricted to rote learning. We have built an enabling ecosystem, where the intrinsic potential of the student is allowed to blossom.

At Zee Learn, we are evolving towards a hybrid mode of teaching, which is a mix of physical and digital teaching. It is a flexible approach that takes into account any unpredictable circumstances that can adversely impact brick-and-mortar mode of education. We will continue to innovate and develop new products or learning tools, which will facilitate hybrid mode of learning. The hybrid mode is fast becoming popular across the world, so there is no reason why India should be left behind in the race.

With our presence across 20,000+ teachers, trainers, and support staff, Zee Learn, along with its affiliates and subsidiaries, has a profound impact on the lives of lakhs of students.

Our portfolio includes the fastest expanding chain of K–12 schools in India, Mount Litera Zee School, and the country's most extensively spread preschool chain network, Kidzee.

We cater to the whole range of educational services with our array of innovative service offerings, which goes beyond our core segment of Pre K, K–12, and vocational courses to the supplementary categories as well, including Test Preparation and Tutorials. We have developed robust digital education ecosystems that will boost our brand offering. These ecosystems employ a pedagogically sound approach to improve learning outcomes. Our digital ventures, which include the Kidzee App, Kidzee Tab, Robomate, R+ notepad, and more, enable our students to expand their horizons.

With our innovative approaches, we are fast moving forward towards our overarching objective of serving the full lifecycle of educational needs. The strength of Zee Learn lies in content developed by our highly qualified and dedicated faculty members, who step out of the way to handhold students and deliver extraordinary outcomes. We are exploring opportunities to reimagine education with flexible approaches that effectively cater to the holistic needs and aspirations of all students, as well as offer life-long learning.

With the motto of building the nation through education, we are relentlessly contributing in the field of education across age groups, all the while living up to our 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. We are proud to partner our nation in this journey of empowerment.

I appreciate the hard work and dedication of our teachers, students, employees, and thank all stakeholders for keeping their faith in our vision and capabilities.

Thank you,

Ritesh Handa

Whole-Time Director &
Chief Executive Officer

Zee Learn Limited

Improving
human capital through quality education and development

Zee Learn, a leading player in India's education sector, combines all aspects of education and skill development for holistic development of students, who are the future citizens of our nation.

Our Mount Litera Zee School is India's fastest expanding K-12 school chain, and Kidzee is our country's most extensively present preschool brand.

We have a built robust presence across all levels of education. Our preschool offering, Kidzee and Ankurum, are aimed at providing structured quality education. Our Mount Litera School International and Mount Litera Zee School are co-educational day school. Mount Litera School International provides outstanding education through a holistic International Baccalaureate curriculum.

Our supplementary education programmes include everything from vocational training to test preparation to tutorials. Mahesh Tutorials assists students with foundational coursework for competitive examinations and Secondary Education. While Lakshya, MT Science and MT Commerce support students in their higher secondary education and entrance exams.

We have established the Zee Institute of Media Arts (ZIMA), a TV and film training facility in Mumbai, to provide vocational education beyond the purview of conventional higher education. ZIMA provides diploma programmes in direction, acting, sound, editing, production, and cinematography. The nation's first full-fledged Classical and Digital Animation Training Academy, Zee Institute of Creative Art (ZICA), is another offering provided by us that provides training to young people in more than 15 cities across the nation in traditional 2D, contemporary 3D animation, and VFX.

Our offering in the training and employment sector, Liberium, helps businesses focus on their most pressing issues by delivering innovative and customised solutions.

'Illume' and 'Litera Octave'

Propriety Pedagogies

Purpose

Zee Learn aims to improve human capital through quality education and development.

India's widely present preschool chain

1800+

centres

Aiming

for comprehensive student development

Pre School (2-6 Years)

1800+

centres in

600+

cities

KIDZEE
WHERE KIDS LOVE TO LEARN

ankurum
powered by KIDZEE

K-12 (3–16 Years)

100+

Schools in

86+

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

Higher education

Addressing the growing demand for trained human resources in various social, educational, scientific, technical and professional organisations through Himgiri Zee University (HZU)

HIMGIRI ZEE UNIVERSITY
वसुधैव कुटुम्बकम्

Training and manpower (24+ Years)

Innovative workforce solutions for business requirements of organisations.

LiBERiUM

Z LEARN PRESCHOOL TEACHER TRAINING PROGRAMME

Tutorial (8-15 Years)

Coaching for school children

MAHESH TUTORIALS SCHOOL SECTION

Tutorial/Test preparation (14-21 Years)

Coaching and test preparation for graduation and professional courses.

MAHESH TUTORIALS COMMERCE

Lakshya Forum for Competitions

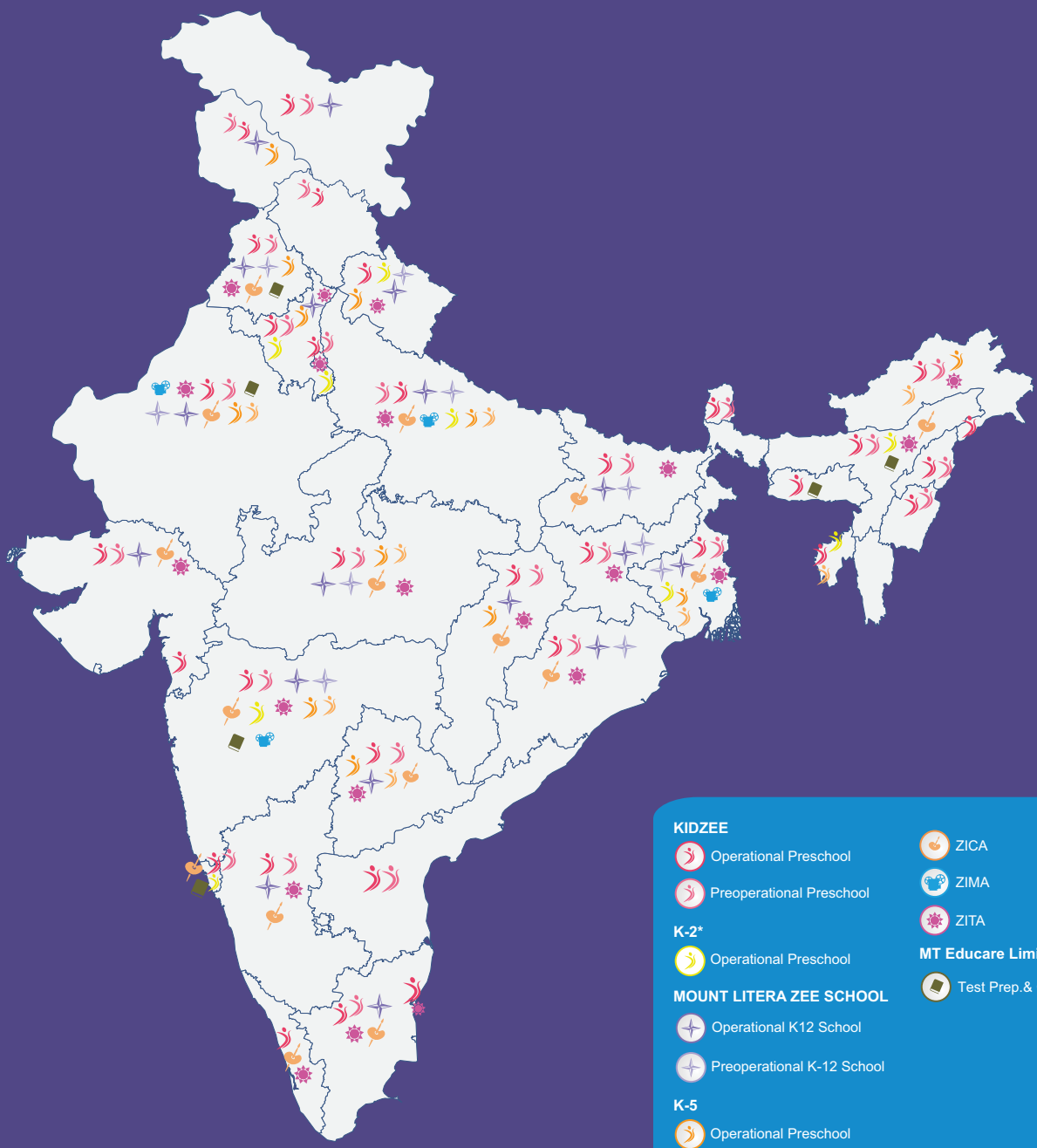
Vocational (16-24 Years)

Leading Player in providing vocational training in Media, Journalism, Animation and Graphics

ZICA ZEE INSTITUTE OF CREATIVE ART Unleash Your Potential

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

Our extensive
pan-India presence



KIDZEE
- Operational Preschool
- Preoperational Preschool

K-2*
- Operational Preschool

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

K-5
- Operational Preschool
- Preoperational Preschools

- ZICA
- ZIMA
- ZITA

MT Educare Limited
- Test Prep.& Coaching centres

Geographical presence

Zee Learn (including MT Educare) ended the year with 2,299 centers located across India and Nepal

State	Kidzee		K-2*	Mount Litera Zee School		K-5		ZICA	ZIMA	ZITA	MT Educare Limited
	Operational Preschool	Preoperational Preschools	Operational Preschool	Operational K-12 Schools	Pre-operational K-12	Operational Preschool	Preoperational Preschools	Operating Centres	Operating Centres	Operating Centres	Test Prep.& Coaching centres
ANDHRA PRADESH	13	5									
ARUNACHAL PRADESH	15	1				2	2			1	
ASSAM	61	10	7					1		3	2
BIHAR	120	16	8	12	8	4		1		7	
CHHATTISGARH	25	1	4	4			1	1		2	
DADRA AND NAGAR HAVELI (UT)	1										
DAMAN AND DIU (UT)	0										
DELHI	27	5	1			3				4	
GOA	11	1	1	1						2	1
GUJARAT	71	9		5				1		5	
HARYANA	40	9	1	2		1				2	
HIMACHAL PRADESH	9	1									
JAMMU AND KASHMIR	33	9		2		2					
JHARKHAND	30	8	2	2						2	
KARNATAKA	140	11		3				2		12	
KERALA	12							1		3	
MADHYA PRADESH	94	19	6	8	1	1	5	1		5	
MAHARASHTRA	160	52	1	11	1	1	5	8	1	25	49
MANIPUR	3	1					1				
MEGHALAYA	3										1
NAGALAND	3										
ODISHA	34	3	2	3			1	1		3	
PUDUCHERRY / PONDICHERRY	2									1	
PUNJAB	50	3	1	5		3		1		2	1
RAJASTHAN	58	4	8	5		2	3	1	1	5	1
SIKKIM	5	1									
TAMIL NADU	114	14	2	5			4	1		16	
TELANGANA	58	8		3		2	3	1		8	
TRIPURA	4		1				1				
UTTAR PRADESH	175	27	6	13	1	5	4	3	1	12	
UTTARAKHAND / UTTARANCHAL	23		3	3	1	1				1	
WEST BENGAL	192	29	5	5	3	4	4	1	1	22	
INDIA TOTAL	**1586**	**247**	**59**	**92**	**15**	**31**	**34**	**25**	**4**	**143**	**55**
NEPAL	8										
GRAND TOTAL	**1594**	**247**	**59**	**92**	**15**	**31**	**34**	**25**	**4**	**143**	**55**

Note: K-2 Center is part of existing Kidzee center.

Our popular
brands/products

Our leading brands across the nation deliver services that cater to the growing educational and training needs of the younger generation of our nation. We operate our brands through the following business models:

- Franchise
- Company owned company operated (COCO)
- School Management Contract

Pre-School

KIDZEE
WHERE KIDS LOVE TO LEARN

- Pedagogy, Curriculum and Content
- Teacher Training
- Marketing & Academic Centre Audits
- Parenting Programs & Seminars
- I Care – programme for prevention of child abuse
- Interactive 'Illume', the best research-based pedagogy for Early Childhood Learning
- Virtual blended learning programme
- Kidzee App

ankurum

- Structured quality education at an affordable cost
- Curriculum powered by Kidzee
- Virtual blended learning programme

Mount Litera
World Preschool

- Multicultural experience
- Learn-to-think philosophy
- Ambient learning spaces
- I care for abuse free environment
- Virtual blended learning programme

K-12 Schools

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

- Architectural designs
- Curriculum -Blended Learning Designs integrated with digital content
- Teacher Training, Marketing & Academic Audits
- Parenting Programs & Seminars
- Affiliation with the CBSE Board
- Proprietary pedagogy of 'Litera Octave'

Mount Litera School
INTERNATIONAL

- International Baccalaureate (IB) school
- Provide the best of teaching and learning by making the students future-ready

Higher Education

HIMGIRI ZEE UNIVERSITY
वसुधैव कुटुम्बकम्

- Training in various social, educational, scientific, technical and professional organisations

Test Prep / Tutorial

Lakshya Forum for Competitions

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

MAHESH TUTORIALS COMMERCE

- Class XI & Class XII
- Chartered accountancy
- CA Foundation
- Inter CA
- Final CA
- Other Professional Courses

MAHESH TUTORIALS SCHOOL SECTION

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

Vocational

ZICA ZEE Institute of Creative Art

- Assists in placements
- Faculty training
- Marketing support
- Animation, Visual Effects, Graphic and Web Design

ZIMA ZEE Institute of Media Arts

www.zimainstitute.com

- Assists in placements
- Faculty training
- Film Making & TV Journalism

Teacher Training

- Bridging the gap between preschools and qualified teachers
- Virtual Classes

Training and Manpower

- Innovative workforce solutions
- Recruitment, training and customised solutions

Digital

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

Learning Made Simple

- School courses
- Science courses
- Commerce courses
- Test Prep courses

A Simple and Unique Way to Learn Mathematics

- Combines the textbook, notebook and study material into one

- Learn with Kidzee is a home learning product for children in the age group of 1.5 years to 4 years affected by the pandemic lockdown.
- A DIY model supported with a Digital App having daily lesson plans and instructional and demo videos for execution and weekly support by Kidzee Child Expert.
- The LWK kit components are a well-balanced blend of hands-on activity and writing worksheets, Art and Craft, Augmented Reality, Rhymes, AV stories, Visual-Auditory-Kinesthetic components against Early Child development professionally integrated with interactive play.

The differentiation
that we deliver

We have carved out a niche for ourselves in India's education sector. We leverage our advantages to enable continuous growth and expansion. Our diverse portfolio is supported by our continuous innovation and the unique academic experience we strive to offer.

Effective business model

We have developed a strong base for annuity-based business models in the preschool K-12 school, Wherein its share of royalty is collected in advance. We are led by a stable, performance driven, coherent management team that has played a pivotal role in laying the strong foundation of the business and is now geared to take it to the next level.

Members in our R&D

Through a mix of degrees, diplomas and certificate courses, we offer a plethora of options to both fresh graduates and professionals. We are uniquely positioned to cater to the large unmet needs in child's

development in the education domain enabled by strong brands.

Our diverse portfolio helps increase the wallet share per customer by leveraging existing relationships with business partners resulting in higher revenue per centre/school. Our partnerships for creating or sourcing differentiated best in class products from across the world are strongly aligned with the Indian curriculum.

Strong geographical footprint

We have the India's widely present preschool chain over 1800+ centres. Additionally, we have built a strong franchise network and developed school infrastructure through Brick & Mortar K-12 schools. We leverage our asset-light business model to faster scale our operations, increased geographical penetration (currently present in about 20% cities across India) and enhanced control on the service delivery levels for desired outcomes.

~260

Average new signups in PreSchools every year

~8

Average new signups in K-12 schools every year

Exceptional academic experience

At Zee learn, we have designed our courses in such way that it addresses the unique and different needs of children and youth. Our integrated parenting curriculum empowers parents to facilitate child development in the right manner. We offer state-of-the-art infrastructure, contemporary technology-aided learning and teaching methods, well-researched proprietary content and constructive learning environment.

Continuous innovation

With an R&D team of over 60 members, we constantly focus on pedagogy, curriculum design and content creation. After years of research, we have created an integrated educational model, 'Litera Octave', which facilitates a deeper understanding of concept.

Our flexible pedagogy named 'Illume' observes children on pre-defined parameters and accordingly identifies the preferred learning style. We have also developed an in-house digital content and an activity-based learning programme that provides multiple pathways to learn from children.

70+

Members in our R&D

The year 2021-22 innovative initiatives:

- **The Kidzee Learning Ferris program:**

  A weekly series of highly interactive and engaging virtual centralised classes for children affected due to the pandemic lockdown of SARS COVID-19. This was initiated form September 2022 in the network.

- **Learn with Kidzee (ab ghar par bhi) level 1 and 2.**

  Children in the age group of 1.5 year to 6 years most vulnerable to the zero years due to the pandemic. An interactive developmental interactive program (DIY) to assist parents in ensuring these foundational and formative years are beneficial despite th challenges. A well balanced blend of Early years content in Virtual, Auditory and Kinaesthetic components; with instructional videos and integration of Augmented reality in an attractively designed home learning kit for level 1 and level 2 children. The objective was to ensure children's readiness for school.

- **Kidzee – Upgrade and Extension: K-2 and K5 (Kidzee+ MLZS Primary):**

  The Kidzee Franchisee and the customer (Kidzee parent) delighted with the KIDZEE EXPERIENCE always expressed the need for continuity and extension of Kidzee services against the primary years of the child. The opportunity to upgrade Kidzee centers to class 1 and 2 in the current location was chosen by 84 franchisees of Kidzee, thus giving themselves to extend their business and also preparing themselves to adopt to NEP. The opportunity to add on to their existing business of Kidzee with MLZS Primary in exclusive and appropriate locations was chosen by 60 franchisees of Kidzee, thus adding on to their preschool business with a MLZS primary school.

- **These centers / schools were activated for operation from the academic year 2022-23.**

  For the academic year 23-24 the company is in process of redefining its content strategy, pedagogy, curriculum for the preschool segment. For the same academic year the company is also in the process of upgrading the curriculum as per (NEP) the New Education Policy.

Growth
levers for the future

With a diversified portfolio of offerings in different sectors, we have numerous factors, augmenting our growth and expansion.

Preschool education sector

Increasing population and the rise in urbanisation, coupled with increased propensity to spend on quality education has boosted the preschool education sector in India. There has been a gap in demand and supply for pre-schools and we have capitalised on it by providing quality pre-schools. India's pre-school education sector is seeing astonishing growth for franchisee models.

School (K12) education sector

This sector is also witnessing a huge potential with private schools being preferred by Indian parents. The Government is also encouraging private players to enter into the market. The International Baccalaureate schools are also aiding the growth of the premium segment in India.

Higher education sector

The lockdown imposed due to COVID-19 pandemic has made the distance education programs operationally profitable from the first year itself. The Government colleges and universities are facing constraints in handling current demand as there is a growing importance and requirement of specialised and skilled manpower. Additionally, there is more foreign direct investment in the sector.

Test preparation and tutoring sector

The increased internet and smartphone penetration along with lack of quality coaching centres in Tier-2 and Tier-3 regions of the country is helping the preparation and tutoring sector. There has been a robust investment flow in the education technology space and advanced technologies have enabled to increase the reach of learning.

Vocational education sector

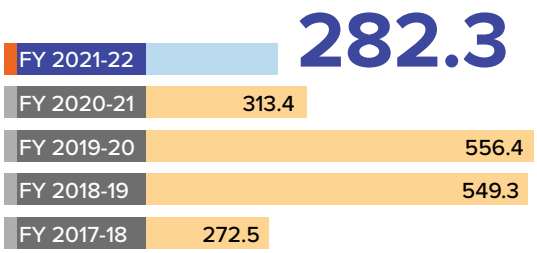
There has been a shortage of skilled workers in the growing economy which is giving an opportunity for the vocational education sector to flourish. The modernisation of formal vocational education and training (VET) and government policies supporting skill development has also served as a growth driver for the sector.

Employability sector

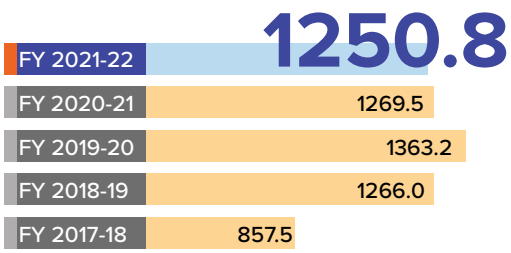
Women, youth, and high-skilled workers are positively impacted by the flexi-employment market trends post the pandemic. The government schemes are also providing a strategic framework for skill development for early school leavers and existing workers. These trends are catalysing the growth of the employability sector in India.

Key performance indicators

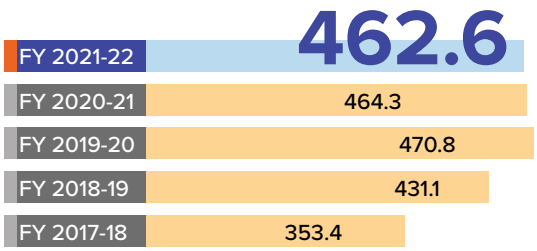
Total Revenue
(₹ in Crore)



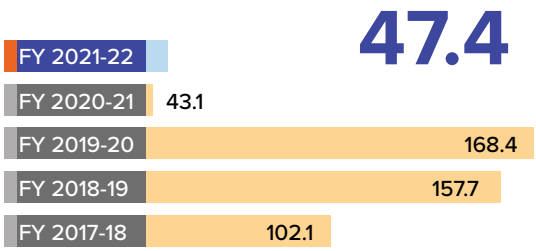
Non-current Assets
(₹ in Crore)



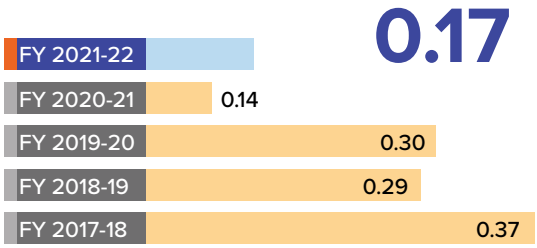
Net Worth
(₹ in Crore)



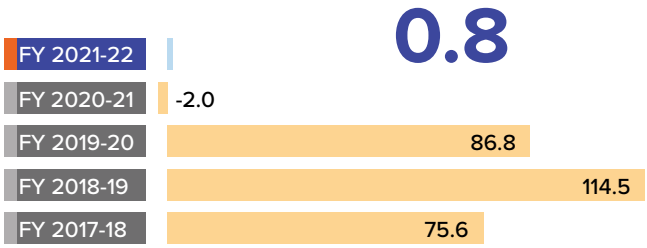
EBITDA
(₹ in Crore)



EBITDA Margin
(in %)



PBT
(₹ in Crore)



Board
of Director & Key Managerial Personnel

Mr. Surender Singh
Non-Executive Director

Mr. Ritesh Handa
Whole-Time Director &
Chief Executive Officer

Ms. Nanette D'sa
Independent Director

Mr. Dattatraya Kelkar
Independent Director

Mr. Roshan Lal Kamboj
Independent Director

Mr. Karunn Kandoi
Independent Director

Mr. Anish Shah
Chief Financial Officer

Mr. Anil Gupta
Company Secretary

CORPORATE information

Board of Directors

Mr. Ritesh Handa
Whole-time Director

Mr. Surender Singh
Non-Executive Director

Mr. Roshan Lal Kamboj
Independent Director

Mr. Dattatraya Kelkar
Independent Director

Mr. Nanette D'sa
Independent Woman Director

Mr. Karunn Kandoi
Independent Director

Board Committees

AUDIT COMMITTEE

Mr. Nanette D'sa
Chairperson; Independent Woman Director

Mr. Roshan Lal Kamboj
Member; Independent Director

Mr. Dattatraya Kelkar
Member; Independent Director

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Nanette D'sa
Chairperson; Independent Woman Director

Mr. Roshan Lal Kamboj
Member; Independent Director

Mr. Dattatraya Kelkar
Member; Independent Director

NOMINATION AND REMUNERATION COMMITTEE

Mr. Nanette D'sa
Chairperson; Independent Woman Director

Mr. Roshan Lal Kamboj
Member; Independent Director

Mr. Dattatraya Kelkar
Member; Independent Director

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. Nanette D'sa
Chairperson; Independent Woman Director

Mr. Roshan Lal Kamboj
Member; Independent Director

Mr. Dattatraya Kelkar
Member; Independent Director

Key Managerial Personnel

Mr. Ritesh Handa
Chief Executive Officer

Mr. Anish Shah
Chief Financial Officer

Mr. Anil Gupta
Company Secretary

Statutory Auditors

Ford Rhodes & Parks LLP, Chartered Accountants

Bankers

Yes Bank Limited

Axis Bank Limited

ICICI Bank Limited

State Bank Of India

Development Credit Bank Limited

Registered Office

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

Registrar & Share Transfer Agent

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

Contact Us

**Investor Email ID:
investor_relations@zeelearn.com**

**Website:
www.zeelearn.com**

Awards
and Recognition

Recognised by ASSOCHAM for our Diversity and Inclusion Practice.

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

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

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

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

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

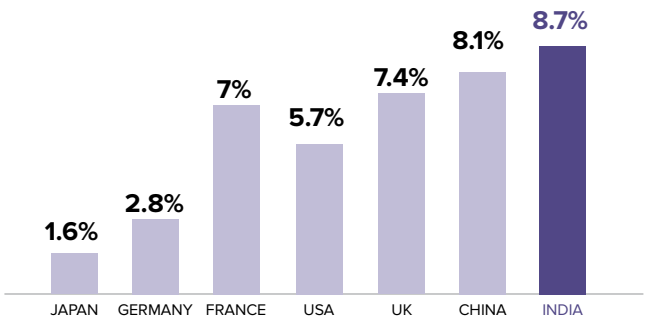
Management Discussion and Analysis

Indian Economy

In FY 2021-22, India remained on track to report rapid recovery, after the first wave of the pandemic. However, the nation reeled under a severe health threat with the onset of the second wave of Covid-19. Despite the crisis, the economic impact of the second wave was far more muted in comparison to the first wave. Supported by conducive fiscal measures, implemented through monetary, regulatory and liquidity policies undertaken by the RBI, the GDP bounced back in the second quarter, growing by 1.3% over FY 2019-20. The recovery continued in the third quarter of the fiscal but, the fourth quarter was somewhat marred by recurrent waves of the pandemic and geopolitical uncertainties.

After registering growth of 8.7% in FY 2021-22, the GDP is expected to grow by 7.4% in FY 2022-23. The IMF in its latest forecast has revised its GDP estimate of 8.2% owing to unfavourable external conditions and rapid policy tightening. However, despite these headwinds, India is projected to grow at a much faster pace in comparison to the developed economies of the US and China.

Annual GDP Growth Rate



Source: IMF projections, NSO

Indian Education industry

India is a significant participant in the global education market and has one of the largest networks of higher education institutions globally. However, prolonged shutdown of educational institutes in 2020, due to the Covid-19 pandemic, has largely impacted the sector. It has not only affected the educational institutes but, has also impacted students across the country.

The sector was estimated to be worth US$ 117 billion in FY 20 and is expected to reach US$ 225 billion by FY 25. India has over 250 million school-going students, more than any other country in the world. Alongside, the number of colleges in India has touched 42,343 in FY 20.

Indian K-12 industry

With 218 million students and 1.55 million K-12 schools, India is a significant player in the global education sector. School education in India has traditionally been associated with overcrowded classrooms and ineffective learning methods for students. However, due to increased private and public investment in education, improvement of educational facilities and technological advancements, schools have been modernised and are continuously aiming for better infrastructure facilities for students. Moreover, schools are consistently adopting formats for digital learning and smart classrooms. It has not only enhanced academic performance of students but, has also made teaching effective.

India is the most populous country in the world, after China, with a steadily growing population. As a result, millions of students are being enrolled in the formal education system every year. But, the shortage of educational facilities and inadequate number of schools continue to affect the delivery of quality education.

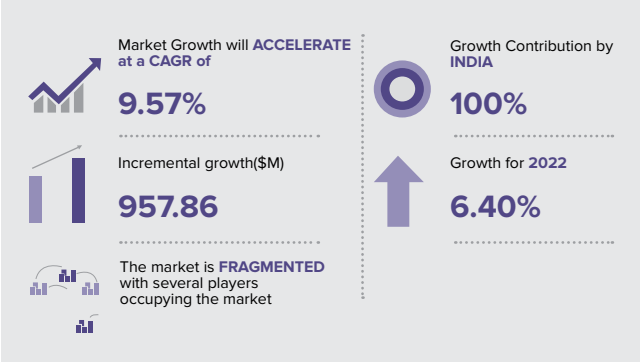
In recent times, however, government support has enabled a rapid development of the education sector in urban as well as rural areas. Along with a focus on improving the infrastructure of schools, adoption of advanced methods of learning have introduced smarter ways of imparting education. Smart classes, digital libraries and augmented reality has also made learning more participatory for students, demonstrating an immense opportunity landscape for the Indian school market.

Indian Preschool industry

The preschool education market has grown as one of the most lucrative segments of the Indian education industry. Mainly comprising of the organised and structured pre-primary education program for children in the age group of 2-5 years, it continues to attract new and established players from the industry. But, the Indian preschool sector still remains largely unorganised and structural changes are anticipated to usher improvements in the near future.

The preschool market size in India is growing at a CAGR of 9.57% and is expected to register an incremental growth of USD 957.86 million between 2021 and 2026[1]. The availability of employment opportunities along with an emphasis on the education of the girl child has resulted in a rapid transition in this segment. The Indian government is also undertaking a number of programmes to encourage women's participation in the workforce. These factors have played an important role in fuelling the growing demand for preschools in the country.

PreSchool Market in India 2022-2026



Opportunities in Indian Education industry

- Favourable Demographics: A major proportion of India's population is below the age of 30, as per the 2011 census. With literacy rates at about 74% (as per the 2011 census) and relatively favourable demographics, demand for quality education is expected to continuously rise.
- Urbanisation: Rapid urbanisation continues to expand opportunities for income generation and this in turn has increased affordability and higher investment on education.
- Demand-supply gap: While the demand for quality education within the country continues to rise, there is a shortage of institutes offering higher education and vocational training. It is estimated that India requires an additional 200,000 schools, 35,000 colleges, 700 universities and 40 million seats in vocational training centres to adequately fulfil the demand for educational facilities.

Challenges

- Lack of awareness about preschools- In India, not many parents are aware of the benefits of preschool education. Moreover, the concept of preschools appeal to a targeted population staying in close proximity to the school. These factors often appear as a challenge for this segment.
- Quality of education: Government run schools, especially those in the rural areas, lack basic educational infrastructure. It not only impacts the quality of education but, also limits the introduction of modern methods of teaching and learning.
- Preference for going abroad for higher studies: More and more students are travelling abroad for higher studies and this remains a challenge for the domestic higher education industry.
- Dismal enrolment rates for higher education: Student enrolment rates for higher education are quite dismal across the country due to numerous factors ranging from regional to gender disparities.

Favourable government policies:

- The NEP, to be fully implemented over the course of the decade starting 2021-22, will have a strong focus on high-quality vocational education.
- In February 2022, the central government approved the 'New India Literacy Programme' for the period FY 2022-2027 to cover all aspects of adult education and align it to the National Education Policy 2020 and Budget Announcements of FY2022-23.
- The Unnat Bharat Abhiyan aims to meet the educational needs of rural communities by encouraging reputed higher education institutions (both public and private) to expand operations in rural areas.
- NIPUN Bharat Mission: On July 5,5th July 2021, the government launched a National Mission on Foundational Literacy and Numeracy, 'National Initiative for Proficiency in Reading with Understanding and Numeracy' (NIPUN Bharat). It outlines priorities and actionable agenda for States/UTs to meet the objective of increasing proficiency in foundational literacy and numeracy for every child by grade 3.
- As per the Union Budget 2022-23, allocation towards the Samagra Shiksha Scheme increased by around 20.3%, from ₹ 31,050.16 crore (US$ 4.16 billion) in FY22 to ₹ 37,383.36 crore (US$ 5.01 billion) in FY23.

Company overview

Zee Learn Limited. is a diversified education brand that delivers varied learning solutions and advanced training through multiple award-winning brands. It has expanded its presence across the entire spectrum of core education and supplementary education. The Company continues to further strengthen its foray in the supplementary education segment through its foray in vocational and skill development trainings and tutorials.

[1] https://www.iqstock.news/n/preschool-market-india-research-report-technavio-predicts-usd-957-86-mn-growth-4111260/

Business performance

Business Performance

Kidzee

Kidzee is a pioneer in ECCE (Early Childhood Care and Education). With 1800+ preschools in its network and over 600 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 Academic Delivery. 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) and the human rights of a child is premium. The right to trust, the right to gain respect and the right to live in an abuse free world is what shapes Kidzee's fundamental 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 app also ensures that children are free from the direct influence of internet, its commercials and an exclusive focus on the developmental domains.

At the start of FY 20-21, the company had 2,000+ centers. However, the onslaught of COVID pandemic and subsequent lockdowns resulted in a high attrition of centres as many Business Partners could not maintain the business sustainability amidst drastic fall in enrollments, high establishment costs and inability of the pre-school age-group to study online. This attrition of centers continued till first quarter of FY 21-22, which saw a second COVID wave of delta variant. However in FY 21-22, despite of two COVID waves and lockdowns of four and half months, company managed to add new centers from second quarter onwards. Last quarter of FY 21-22 also saw a huge surge in enrollments of students in centers for off-line study after two years of study-at-home and on-line studying. As a result, the company could signup 250 new centers and operationalised 146 new centers.

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.

K2 and K5 format of Schools: A Proactive Approach towards New Opportunity.

Declaration of NEP (New Education Policy) 2020, resulted in new opportunities in education sectors. The new pedagogical and curricular structure of school education mandates first five years (Nursery, Jr. Kg, Sr. Kg. Grade 1 and Grade 2) as foundational years. Similarly Class 3 to 5 are mandated as preparatory stage. To cater to this new requirement, Company has come out with two new products – K2 and K5 formats of School. K2 format enables the existing Kidzee franchisee to upgrade from pure pre-school to foundational stage under the proposed NEP 2020. Furthermore, K5 format enables new business partners and franchisees to enter the education sector under new NEP 2020 with a lesser upfront investment than a full-fledged K12.

Benefits to the existing Kidzee franchisee to upgrade to K2 include the following:

- Expansion of business from pre-school to school as Kidzee to be the first to initiate this and our franchisees have a first mover advantage in the education sector.
- Good opportunity to rollover Sr. KG students to class 1 as a confirmed customer base.

- Capacity utilization of the Kidzee center in multiple shifts.
- Retention of child for a period of 6 continuous years.

Benefits to new business partners for signing up a new K5 center include the following:

- An opportunity to explore the K-12 segment in small portions with leading brand support and service.
- An opportunity to register a school under CBSE board in line with NEP with regulatory authorities.
- A future opportunity to upgrade to a full-fledged K12 MLZS school.

For FY21-22, the company upgraded 59 existing Kidzee centers to K2 and signed 65 new centers of K5 out of which the company operationalized 31 K5 centers.

Launch of Learn with Kidzee (LwK) -"Ab Ghar Par Bhi"

Closure of off-line pre-primary centers during pandemic and lockdown created a new opportunity for the company to launch a new product that catered to parents who wished to teach their kids at home. Learn with Kidzee (Lwk) kits contain a complete end-to-end program that envisaged to assist the parents in making learning fun for the child with outcome-oriented activities. The program focuses on the various areas of learning like Language, Math, Concept, Sensory Motor, Self-Management, and Creative. The program also includes pre-recorded instructional videos for parents and rhyme videos for the child. Weekly support from our academic guides is a part of the Learn with Kidzee program to track children's achievements. The program is planned in such a way that parents can spend some quality time bonding with their child. Certain activities also require parental supervision like Augmented Reality, Interactive table-top games, etc.

LwK programme came with different Kits containing toys, learning resources and educational material for which catered to different age groups as follows:

For 1.6 – 2.6 years - Tubby's Tools (1 Month), Toto's Treasure (2 Months) and Zippy's Zone (3 Months)

For 2.6 – 4 years - Giffy's Gem (1 Month), Berry's Bundle (2 Months) and Dippy's Devices (3 months)

This programme ensured that the child would avoid the zero year of development during the lockdown. Furthermore, the children could learn at their own pace. Hence activities in the Learn With Kidzee boxes can be repeated as many times as required for the purpose of practice. There was an enthusiastic response from the market for the Lwk kits, especially during the lockdown.

K-12

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

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

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

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

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

The company partners with local educational Trust from across the country who share the company's passion in furthering the cause of effective and highly quality and inclusive education, to all. The company provides hand holding to its partners in various areas of school management be it infrastructure planning & development, staff recruitment & training, sales & marketing, affiliation & statutory compliances. The range of services and

solutions provided by the company to its partners also includes Student Learning Resources, Blended Learning Curriculum, Teaching Materials and Assessments.

In FY 20-21 the company had 130 + Mount Litera Zee Schools pan-India. However, many business partners (trusts managing the Mount Litera Zee Schools) could not sustain the business of running and operating the schools in the COVID pandemic due to attrition of students whose parents could not afford the fees of schools under MLZS standard of education. As a result, many schools shut down the operations or chose to leave the MLZS franchisee arrangement. However, FY 21-22 saw strong enrollments and cessation of attrition of schools from the MLZS network. During the year, the company welcomed operationalisation of 4 new MLZS schools and signed up 3 new business partners.

Financial review- Standalone results

Income

The Company's total income increased by 15% to ₹ 13,815 Lakhs in FY22 over ₹ 12,032 Lakhs of FY21 on account of increase in revenue from operation.

Total Expenditure

Total expenditure increased by 3% to ₹9,998 Lakhs in FY22 over ₹ 9,748 Lakhs of FY21 largely on account of operational cost and other expenses.

Operational Expenses

Operational Expenses increased by 33% to ₹ 2,414 Lakhs in FY22 over ₹ 1,821 Lakhs in FY21 commensurate to increase in sales.

Employee Benefit Expenses

Employee benefits expenses decreased by 16% to ₹ 2,095 Lakhs in FY22 against ₹ 2,484 Lakhs of FY21 on account of reduction of top management staff.

Other Expenditure

Other expenditure increased by 21% to ₹ 2,525 Lakhs in FY22 against ₹ 2,086 Lakhs of FY21 largely on account of Travelling cost, Repairs & maintenance cost and Marketing & advertisement cost.

Finance Costs

Finance costs decreased by 6% to ₹ 2,423 Lakhs in FY22 over ₹ 2,586 Lakhs in FY21 on account of IND AS adjustment of Lease accounting & Unwinding of discount on interest free deposits.

Depreciation and Amortisation Expenses

Depreciation and amortisation expenses decreased by 30% to ₹541 Lakhs in FY22 over ₹ 772 Lakhs in FY21 on account of IND AS adjustment of Lease accounting.

EBIDTA

The Company's EBIDTA increased by 28% to ₹ 3,367 Lakhs in FY22 over ₹ 2,640 lakhs in FY 21 majorly on account of decrease in employee cost commensurate to increase in sales.

EBIDTA % to operating revenue achieved at 32% in FY22 over 29% in FY 21.

Profit Before/After Tax

The Company's profit before tax increased by 67% to ₹ 3,817 Lakhs in FY22 over ₹ 2,284 Lakhs of FY21 on account of increase in operational profit & decrease in employee cost.

PBT % to operating revenue achieved at 37% in FY22 over 25% in FY 21.

SOURCE OF FUNDS

Share Capital

The equity share capital remains same at ₹ 3,260.93 lakhs as on 31 March 2022 against 31 March 2021.

Other Equity

Other equity saw an decrease of ₹ 8,110 Lakhs from ₹ 46,359 Lakhs as on 31 March 2021 to ₹ 38,249 Lakhs as on 31 March 2022 largely on account of Impairment loss book during the year under exceptional items in profit and loss account.

Non-Current Liabilities

Non-Current liabilities saw a decrease of ₹ 2,141 Lakhs from ₹19,023 Lakhs as on 31 March 2021 to ₹ 16,882 Lakhs as on 31 March 2021.

Non – Current Financial Liabilities

Financial Liabilities saw an decrease of ₹ 1,544 Lakhs from ₹12,895 Lakhs as on 31 March 2021 to ₹ 11,351 Lakhs as on 31 March 2022 on account of IND AS adjustment of Lease liabilities.

Non – Current Other Liabilities

Other Liabilities saw a decrease of ₹ 597 Lakhs from ₹ 6,128 Lakhs as on 31 March 2021 to ₹ 5,531 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 ₹ 2,328 Lakhs from ₹ 16,815 Lakhs as on 31 March 2021 to ₹ 19,143 Lakhs as on 31 March 2022 on account of increase in current maturities of debt repayment and increase in other liabilities.

APPLICATION OF FUNDS

Non-Current Assets

Non-Current Assets saw a net decrease of ₹ 8,740 lakhs from ₹ 71,777 Lakhs as on 31 March 2021 to ₹ 63,037 Lakhs as on 31 March 2022 on account decrease in loans.

Current Assets

Current assets saw an increase of ₹ 817 Lakhs from ₹ 13,680 Lakhs as on 31 March 2021 to ₹ 14,497 Lakhs as on 31 March 2022 on account of increase in bank balance.

Financial Review - Consolidated Results

During FY22, the Company signed 190 new Kidzee Pre Schools and 60 K-5 schools ,3 Mount Litera Zee K12 Schools, expanding its network to more than 623 cities in India. The Company strengthened its leadership position in the school segment with over 1841 Kidzee Pre-Schools and 100+ Mount Litera Zee K12 Schools. Through network of pre-school centres, K-12 schools and Youth centres, the Company is serving 1,25,000+ students

Income

The Company's total income decreased by 10% to ₹ 28,226 Lakhs against ₹ 31,345 Lakhs of FY21 on account of reduction in other income.

Expenditure

Total expenditure decreased by 11% to ₹ 28,143 Lakhs in FY22 against ₹ 31,547 Lakhs in FY21. largely on account of operational cost, employee cost and other expenses commensurate to decrease in sales.

Operational Expenses

Total Operational expenses decreased by 4% to ₹ 5,519 Lakhs in FY22 against ₹ 5,725 Lakhs in FY21. commensurate to decrease in sales.

Employee Benefit Expenses

Total Employee benefits expenses decreased by 9% to ₹ 9,417 Lakhs in FY 22 over ₹ 10,355 Lakhs in FY21 on account of reduction in top management staff.

Other Expenditure

Other expenditure decreased by 4% to ₹ 5,112 Lakhs in FY 22 against ₹ 5,323 Lakhs in FY21 largely on account of reduction in allowances for credit losses.

Finance Costs

Finance costs decreased by 14% to ₹ 4,425 Lakhs in FY22 against ₹ 5,149 Lakhs in FY21 on account of IND AS adjustment of Lease accounting.

Depreciation and Amortisation Expenses

Depreciation and amortisation expenses decreased by 27% to ₹3,669 Lakhs in FY22 against ₹ 4,995 Lakhs in FY21 on account of IND AS adjustment of Lease accounting.

EBIDTA

The Company's EBIDTA increased by 10% to ₹ 4,740 Lakhs in FY22 against ₹ 4,310 Lakhs in FY 21 on account of decrease in expenses commensurate to decrease in sales.

EBIDTA % to Operating Revenue achieved at 19% in FY 22 against 17% in FY 21.

SOURCE OF FUNDS

Share Capital

The equity share capital remains same at ₹ 3,260.93 lakhs as on 31 March 2022 against 31 March 2021.

Other Equity

Other equity saw an decrease of ₹ 172 Lakhs from ₹ 43,166 Lakhs as on 31 March 2021 to ₹ 42,994 Lakhs as on 31 March 2022, largely on account of Net Profits/(Loss) earned during the year.

Non-Current Liabilities

Non-Current liabilities saw an decrease of ₹ 4,437 Lakhs from ₹ 47,976 as on 31 March 2021 to ₹ 43,539 Lakhs as on 31 March 2022.

Non – Current Financial Liabilities

Financial Liabilities saw an decrease of ₹ 3,476 Lakhs from ₹ 31,098 Lakhs as on 31 March 2021 to ₹ 27,622 Lakhs as on 31 March 2022 majorly on account of INDA AS adjustment of Lease liabilities and regrouping of borrowings from non current to current.

Non – Current Other Liabilities

Other Liabilities saw decrease of ₹ 959 Lakhs from ₹ 16,877 Lakhs as on 31 March 2021 to ₹ 15,918 Lakhs as on 31 March 2022 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 ₹ 3,212 Lakhs from ₹ 37,774 Lakhs as on 31 March 2021 to ₹ 40,986 Lakhs as on 31 March 2022 on account of regrouping of borrowings from non current to current.

APPLICATION OF FUNDS

Non-Current Assets

Non-Current Assets saw a net decrease of ₹ 1,876 Lakhs from ₹ 1,26,953 Lakhs as on 31 March 2021 to ₹ 1,25,077 Lakhs as on 31 March 2022 on account of IND AS asset adjustments of Right of Use asset.

Current Assets

Current assets saw an decrease of ₹ 559 Lakhs from ₹ 20,232 Lakhs as on 31 March 2021 to ₹ 19,673Lakhs as on 31 March 2022 largely on account of utilization of inventory and regrouping of loans.

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 Resources

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

Key ratios

Standalone

Ratios	2021-22	2020-21
Trade receivable turnover	7.9	5.3
Inventory Turnover	3.1	1.3
Net capital turnover ratio	0.3	0.2
Current Ratio	0.8	0.8
Debt Equity Ratio	0.5	0.4
Net profit ratio	9.8%	6.9%

Consolidated

Ratios	2021-22	2020-21
Trade receivable turnover	2.6	3.3
Inventory Turnover	7.1	4.0
Net capital turnover ratio	0.4	0.4
Current Ratio	0.5	0.5
Debt Equity Ratio	0.66	0.63
Net profit ratio	(5.3%)	(8.2%)

Opportunities:

Update this: (Also share word file)

- Visible trend towards offline teaching and a clear fatigue factor towards online teaching mode.
- Positive approach of the Government towards the education sector
- National Education Policy implementation will strengthen standards of education delivery across the country
- Consolidation and formalisation of pre-school segment under NEP will push the majority of pre-school segment in informal sector to formal sector benefiting companies like Zee Learn.
- 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

- Limited availability of quality teachers
- Uncertainity with respect to hybrid mode of learning
- Occurrence of lockdown like situations
- Dependency on franchisees and Business partners on ability to deliver Content and academics in a timely manner within the quality and compliance framework set by Zee learn.
- Changing government norms, policies and priorities.

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 was severly affected by the COVID-19 pandemic in FY2020-21 and FY2021-22. However, the impact of the pandemic was mitigated to a certain extent by introduction of Lwk (Learn with Kidzee) home kits and introduction of new formats of K2 and K5 schools. Also the rebound in the the economy post-lockdowns, mild severity of Omnicron variant and fatigue from online learning mode contributed to the revival of the company.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. The company has also managed to reverse the trend of attrition amongst the business partners with returning of earlier business partners who had dropped out due to pandemic and also signups of new business partners as our franchisees.

SWOT Analysis

Strengths

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

Weakness

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

Opportunities

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

Threats

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

Directors' Report

To,
The Members,
Zee Learn Limited

The Board of Directors of the Company have great pleasure in presenting the 12th Directors' Report of the Company together with Audited Financial Results for the year ended March 31, 2022. 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, 2022 and the Statement of Profit & Loss for the year ended as on that date, have been prepared on a going concern basis following applicable accounting standards and that no material departures have been made from the same;

b) Accounting policies selected were applied consistently and the judgments and estimates related to these financial statements have been made on a prudent and reasonable basis, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2022, 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, 2022 is summarized as follows:

(₹ in Lakhs)

Particulars	Standalone		Consolidated	
	Year ended March 31, 2022	Year ended March 31, 2021	Year ended March 31, 2022	Year ended March 31, 2021
Revenue from Operations	10,400.38	9,031.07	24,788.27	25,712.25
Other Income	3,415.07	3,000.55	3,437.59	5,632.53
Total Income	**13,815.45**	**12,031.62**	**28,225.86**	**31,344.78**
Total Expenses	9,998.38	9,748.05	28,142.74	31,546.63
Profit/Loss before Tax	**3,817.07**	**2,283.57**	**83.12**	**(201.85)**
Less : Exceptional items	**11,000**	**-**	**-**	**-**
Profit/Loss before Tax	**(7,182.93)**	**2,283.57**	**83.12**	**(201.85)**
Provision for Taxation (Net)	1,019.49	625.07	1,398.96	1,913.19
Profit/Loss after Tax	**(8,202.42)**	**1,658.50**	**(1,315.84)**	**(2,115.04)**
Other Comprehensive Income	38.04	21.06	50.72	53.91
Total Comprehensive Income	**(8,164.38)**	**1679.56**	**(1,265.12)**	**(2,061.13)**

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 ₹ 13,815.45 Lakhs for the year ended March 31, 2022 as against ₹ 12,031.60 Lakhs in the previous financial year.

The Company has recorded a Profit (PBT) of ₹ 3,817.07 Lakhs for the year ended March 31, 2022 as compared to ₹ 2,283.57 Lakhs in the previous financial year.

The Profit/(Loss) after Tax (PAT) for the year ended March 31, 2022 stood at ₹ (8,202.42) Lakhs as compared to ₹ 1,658.50 Lakhs in the previous financial year.

ON CONSOLIDATED BASIS

During the year under review, the Company has earned a Total Income of ₹ 28,225.86 Lakhs for the year ended March 31, 2022 as against ₹ 31,344.78 Lakhs in the previous financial year.

The Company has recorded a Profit/(Loss) (PBT) of ₹ 83.12 Lakhs for the year ended March 31, 2022 as compared to Loss of ₹ (201.85) Lakhs in the previous financial year.

The Profit/Loss after Tax (PAT) for the year ended March 31, 2022 stood at ₹ (1,315.84) Lakhs as compared to Loss of ₹ (2,115.04) Lakhs in the previous financial year.

CAPITAL STRUCTURE & LIQUIDITY

AUTHORIZED SHARE CAPITAL

The Authorized Share Capital of the Company as on March 31, 2022 was ₹ 1,00,00,00,000 /- (Rupees Hundred Crore) divided into 1000000000 shares of ₹ 1/- each.

ISSUED AND PAID UP CAPITAL

The paid up Equity Share Capital as on March 31, 2022 was ₹ 32,60,92,725 /- (Rupees Thirty-Two Crore Sixty Lakhs Ninety-Two Thousand Seven Hundred Twenty Five Only) divided into 326092725 shares of ₹ 1/- each.

During the year under review the Company has not issued any shares or convertible securities with differential voting rights nor has granted any sweat equity shares or warrants. As on March 31, 2022, 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 ₹ 10,00,000/- (Rupees Ten Lakhs Only) each, for cash, aggregating upto ₹ 65,00,00,000/- (Rupees Sixty Five Crores Only) in terms of the Information Memorandum circulated on Private Placement basis. The terms of the Debentures had been earlier revised dated July 14, 2020 according to which 400, 10.02% (revised coupon rates) NCD of ₹ 6.85 lakhs (revised face value) were redeemable by July 13, 2022 in 6 installments starting from January 13, 2021.

The tem of the debentures have been further revised by an amendment deed dated June 17, 2022 and the revised date of redemption is agreed to be August 13, 2023.

The 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 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 ₹ 19.50 per share underlying Global Depository Receipts ("GDRs") on May 21, 2013. 5,61,79,770 Global Depository Receipts had been listed on the Luxembourg Stock Exchange since May 24, 2013. As at March 31, 2022, 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 its eligible employees of the Company and its Subsidiaries. The Nomination and Remuneration Committee of the Board of Directors of the Company, inter alia, administers and monitors the Employee Stock Option Scheme of the Company.

The applicable disclosures under Regulation 14 of the SEBI (Share Based Employees Benefits) Regulations, 2014, relating to

the Scheme are posted in the Investor Relations section on the Company's website www.zeelearn.com.

During the year under review, 150,000 Stock Options were granted on June 14, 2021. These options when vested as per the terms and conditions of the Scheme would entitle the option holder to apply for and be allotted equal number of equity shares of face value of ₹ 1/- each at an exercise price of ₹ 14.85 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 June 11, 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 2022, and may be exercised within a maximum of four years from the date of vesting, subject to terms and conditions of the Scheme and the grant letter. The Directors believe that this Scheme will help create long term value for shareholders and operate as a long term incentive to attract and retain senior managerial talent. Requisite disclosures as required under Regulation 14 of the Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 is annexed to this report as "**Annexure A".**

SUBSIDIARY/ASSOCIATE/JOINT VENTURES

WHOLLY-OWNED SUBSIDIARIES

The Company has three Wholly-Owned Subsidiaries as on March 31, 2022, which are as follows:

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

SUBSIDIARIES

As on March 31, 2022 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, 2022 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 appended as an annexure to the financial statements. The statement also provides details of the performance and financial position of the subsidiary.

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

MATERIAL SUBSIDIARIES:

The Board has adopted a Policy for determining Material Subsidiaries in accordance with the requirements of Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Policy, as approved by the Board, is uploaded on the Company's website (www.zeelearn.com). In terms of the criteria laid down in the Policy and as per the definition of material subsidiary provided in Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Consolidated Financial Results for the financial year ended March 31, 2022, 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, 2022. 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 the 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, 2022.

APPOINTMENT

Mr. Ritesh Handa was appointed on the Board of the Company under the Category of Executive Director; of the Company with effect from August 7, 2021, he was later appointed as the Whole-time Director of the Company with effect from August 31, 2021.

RESIGNATION

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

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

KEY MANAGERIAL PERSONNEL OF THE COMPANY

In terms of Section 203 the Company consisted of Whole-time Director, Chief Executive Officer and Chief Financial Officer and Company Secretary as on March 31, 2022. There were changes in the Key Managerial Personnel of the Company during the financial year. The details of which are constituted below:

APPOINTMENT

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. Ritesh Handa was appointed on the Board of the Company under the Category of Executive Director; of the Company with effect from August 7, 2021, he was later appointed as the Whole-time Director of the Company with effect from August 31, 2021.

Mr. Anish Shah was appointed as the Chief Financial Officer of the Company with effect from January 18, 2022.

RESIGNATION

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

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

Mr. Ritesh Handa; Whole-time Director of the Company shall be liable to retire by rotation at the 12th 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.

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 Chairperson 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 8 (Eight) times during the financial year 2021-22. 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, the Board has 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 forms 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, 2022 comprised of Ms. Nanette D'sa; Independent Director as Chairperson, Mr. Roshan Lal Kamboj, Independent Director and Mr. Dattatraya Kelkar, Independent Director as Members.

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

CSR at Zee Learn is all about creating sustainable programs that actively contribute to and support the social and economic development of the society. as per the CSR policy of the Company 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 audit report given by Ford Rhodes Parks & Co. LLP., Chartered Accountants on the financial statements of the Company for the financial year ended March 31, 2022 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, and 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 has appointed Ms. Mita Sanghavi, Practicing Company Secretary to undertake the Secretarial Audit of the Company for the financial year 2021-22. The report issued by the Secretarial Auditor is annexed as "**Annexure D**" and forms part of the Board's Report.

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

The auditors have placed a qualification in their Report and the management's reply on the same is annexed to 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 2021-22 for all applicable compliances as per SEBI Regulations and Circulars/Guidelines issued thereunder. The Annual Secretarial Compliance Report duly issued by Mrs. 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 is annexed to this report in Annexure B.

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 separate Annexures, together with the Certificate from the Practicing Company Secretary 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.

ANNUAL RETURN

Pursuant to Section 92 of the Act read with the applicable Rules, the Annual Return for the year ended March 31, 2022 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 THE DATE OF THE REPORT

Yes Bank has initiated insolvency proceedings against the Company before National Company Law Tribunal under Insolvency and Bankruptcy Code 2016, in respect of 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.

Tamilnad Mercantile Bank has invoked the Corporate Guarantee issued by the Company upon defaults in repayment of credit facilities availed by Digital Ventures Private Limited (Subsidiary Company) to make payment of an amount of Rs. 91.62 Crores.

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

Conservation of Energy:	
(i) Steps taken or impact on conservation of energy	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 out go 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 the compliance of Secretarial Standards as issued by the Institute of Company Secretaries of India.

CAUTIONARY STATEMENT

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

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
WHOLE-TIME DIRECTOR &
CHIEF EXECUTIVE OFFICER
DIN: 02725365

NANETTE D'SA
DIRECTOR
DIN: 05261531

Place: Mumbai
Date: August 2, 2022

Annexure A

Disclosures under Regulation 14 of SEBI (Share Based Employee Benefits) Regulations, 2014

Sr. No.	Particulars	Details
1	Relevant disclosures in terms of the Guidance Note on Accounting for employees share-based payments issued by ICAI or any other relevant Accounting Standards as prescribed from time to time	Refer Note: 17(f) of standalone financial statements for the financial year ended March 31, 2022 for details.
2	Diluted EPS on issue of shares pursuant to all the Schemes covered under the regulations shall be disclosed in accordance with Accounting Standard 20 – Earning Per Share issued by ICAI or any other relevant accounting standards as prescribed from time to time	Diluted EPS as per Indian Accounting Standards-33 is ₹ (2.52) (Refer Note No. 47 of Standalone financial statements for details)
3	Details relating to ESOS	
i	A description of each ESOS that existed at any time during the year, including the general terms and conditions of each ESOS including:	Presently the Company has an Employee Stock Option Scheme, namely ZLL ESOP 2010 - AMENDED 2015", which was amended to align the Scheme in line with the requirements of Companies Act, 2013 and SEBI (Share Based Employee Benefits) Regulations, 2014 and to provide flexibility to the Nomination & Remuneration Committee for determination of exercise price.
a	Date of Shareholders approval	December 18, 2015
b	Total No. of Options approved under ESOP	1,60,07,451 Stock Options.
c	Vesting Requirements	Options granted under ZLL ESOP would vest not less than one year and not more than five years from the date of grant of such options. Vesting of options would be subject to continued employment/ association with the Company and /or its Subsidiary companies and/ or its Associate companies and/or its holding company and thus the options would vest on passage of time. In addition to this, the Nomination & Remuneration Committee may also specify certain performance parameters, if applicable, subject to which the options would vest. The specific vesting schedule and conditions subject to which vesting would take place would be outlined in the document given to the option grantee at the time of grant of options.
d.	Exercise Price or pricing formula	The exercise price shall be equal to the closing market price on the day previous to the grant date or such other price (minimum being the value equivalent to face value of ₹ 1 per equity share) as may be decided by the Nomination & Remuneration Committee.
e	Maximum term of Options granted	Options granted under ZLL – ESOP 2010 - AMENDED 2015 shall be capable of being exercised within a period of four years from the date of Vesting of the respective Employee Stock Options. By a special resolution passed by the Members at the Annual General Meeting of the Company held on December 30, 2020 the excersice period for the term of options whether vested or not but yet to be exercised was extended by four years from the date of approval of shareholders in the aforesaid Annual General Meeting.

Sr. No.	Particulars	Details
f	Source of shares (primary, secondary or combination)	Primary
g	Variation in terms of Options	None
ii	Method used to account for ESOS – Intrinsic or Fair value	Fair Value
iii	Where the company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	Not Applicable as the Company has accounted for the Stock Option at Fair Value using the Black-Scholes-Merton Model based on assumptions detailed in Note No. 17 (i) to the Notes to standalone financial statements for FY 2021-22.
iv	Option movement during the year	
	Number of options outstanding at the beginning of FY 21-22	72,29,193
	Number of Options granted during FY 21-22	1,50,000
	Number of options forfeited / lapsed during FY 21-22	6,83,732
	Number of options vested during FY 21-22	74,891
	Number of options exercised during FY 21-22	Nil
	Number of shares arising as a result of exercise of options	Nil
	Money realized by exercise of options ( ), if scheme is implemented directly by the company	Nil
	Loan repaid by the Trust during the year from exercise price received	Not Applicable
	Number of options outstanding at the end of FY 21-22	66,95,461
	Number of options exercisable (vested) at the end of FY 21-22	60,42,795
v	Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or exceeds or is less than the market price of the stock	3.71
vi	Employee wise details (name of employee, designation, number of options granted during the year, exercise price) of options granted to (a) Senior Managerial Personnel; (b) Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year; and (c) Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant	Name: Ritesh Handa Designation: Chief Executive Officer No. of options granted: 1,50,000 Exercise Price: Rs. 14.85

Sr. No.	Particulars	Details
vii	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information viz. (a) the weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model; (b) the method used and the assumptions made to incorporate the effects of expected early exercise; (c) how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; and (d) whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition	Refer Note No. 17 (f to k) to the Notes to standalone financial statements for FY 2021-22 for description of method and significant assumptions used to estimate fair value of Options granted during FY 21-22

For and on behalf of the Board

RITESH HANDA
WHOLE-TIME DIRECTOR &
CHIEF EXECUTVE OFFICER
DIN: 02725365

NANETTE D'SA
DIRECTOR
DIN: 05261531

DATE: AUGUST 2, 2022
PLACE: MUMBAI

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

6. Average net profit of the company as per section 135(5): ₹ 64,53,81,553 /-

7. (a) Two percent of average net profit of the company as per section 135(5): ₹ 1,29,07,631 /-

   (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): ₹ 1,29,07,631 /-

8. (a) CSR amount spent or unspent for the financial year 2021-22:

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)= NIL				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer.
1,30,00,000	-	-	-	-	-

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

1	2	3	4	5		6	7	8	9	10	11	
Sr. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/ No).	Location of the project.		Project duration.	Amount allocated for the project (in ₹).	Amount spent in the current financial Year (in ₹).	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementaion 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 ₹).	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency.	
				State	District			Name	CSR Registration number
1.	CSR Project	Promoting Education	No	Uttar Pradesh	Mathura	1,30,00,000	No	Jan Jagrati Sevarth Sansthan	CSR00006903

(d) Amount spent in Administrative Overheads: Nil

(e) Amount spent on Impact Assessment: Nil

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): ₹ 1,30,00,000/-

(g) Excess amount for set off: ₹ 92,369/-

Sr. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per section 135(5)	1,29,07,631
(ii)	Total amount spent for the Financial Year	1,30,00,000
(iii)	Excess amount spent for the financial year [(ii)-(i)]	92,369
(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)]	92,369

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

Sr. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹)	Amount spent in the reporting Financial Year (in ₹).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in ₹)
				Name of the Fund	Amount (in ₹).	Date of transfer.	
1.	19-20	-	-	-	-	-	1,08,84,647
2.	20-21	-	-	-	-	-	1,63,14,948
3.	21-22	-	-	-	-	-	-
	TOTAL	-	-	-	-	-	2,71,99,595

*For the amount pertaining to FY 19-20 the Company has not spent the CSR amount and the same had been disclosed in the Boards' Report in compliance with the Companies Act, 2013.

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

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

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

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

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

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

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

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

RITESH HANDA
WHOLE-TIME DIRECTOR &
CHIEF EXECUTIVE OFFICER
DIN: 02725365

NANETTE D'SA
CHAIRPERSON CSR COMMITTEE
DIN: 05261531

ANNEXURE C

MANAGEMENT'S REPLY TO AUDITOR'S QUALIFICATION

A. The Statutory Auditor's qualification/observation and the Management's reply on the aforesaid qualification/observation in the Standalone Financial Statements of the Company for the financial year ended March 31, 2022 is as follows:

1. The Company has investment in equity shares of its subsidiary company viz MT Educare Limited (MTEL) which is carried at cost of Rs. 27,812.22 Lakhs. While MTEL on a consolidated basis has a positive net worth as at March 31, 2022, there has been significant decline in the market capitalization of MTEL which is listed on National Stock Exchange Limited (NSE) and BSE Limited (BSE). However as stated in the said note, considering the revival of education business post COVID-19, brand potential of MTEL and its subsidiaries in the education market and considering the valuation carried out by an independent agency, the management is of the opinion that no impairment is required to the said investments, and hence no adjustments have been considered by the Company to the carrying value of its investment in equity shares of MTEL as at March 31, 2022.

   The management has carried out valuation of its investment in equity shares based on the valuation performed by an independent agency using the discounted future cash flows method, which is significantly dependent on achievement of certain key assumptions considered in the aforementioned valuation. Also the market capitalization of MTEL, which is listed on NSE and BSE, is significantly eroded. Further, MTEL and its subsidiary have defaulted in repayment of loan taken from Bank and Financial Institution and such loan is declared as Non-Performing Asset (NPA). Accordingly, owing to above events and uncertainties, we are unable to comment on the appropriateness of the carrying value of its investment in equity shares of MTEL and its consequential impact on the net loss, total comprehensive loss for the quarter/year ended March 31, 2022 and the financial position of the Company as at March 31, 2022.

   The Company has investment in its equity shares of its subsidiary company viz MT Educare Limited (MTEL) which is carried at cost of Rs. 27,812.22 lakhs. While, MTEL on a consolidated basis has a positive net worth as at March 31, 2022, there has been significant decline in the market capitalization of MTEL which is listed on BSE and NSE. However, considering the revival of education business post COVID-19, brand potential of MTEL and its subsidiaries in the education market and considering the valuation carried out by an independent valuer, the management is of the opinion that no impairment is required to the said investments, and hence no adjustments have been considered by the Company to the carrying value of its investment in equity shares of MTEL as at March 31, 2022.

2. Yes Bank Limited (Yes Bank) has invoked the Corporate Guarantee issued by the Company and its subsidiary i.e. Digital Ventures Private Limited (DVPL) upon non-repayment of credit facilities availed by four trusts/ entity, and called upon the Company and DVPL to make payment of an amount of Rs. 44,962.56 lakhs (including interest and other charges upto July 31, 2021). As further stated in the note, subsequent to March 31, 2022, the Company has received notice from Yes Bank regarding filing of a petition under section 7 of the Insolvency and Bankruptcy Code, 2016 to initiate Corporate Insolvency Resolution Process (CIRP) of the Company, before the Hon'ble National Company Law Tribunal (NCLT), Mumbai, which is pending for admission in the NCLT. As further explained in the note, since the CIRP matter is pending for admission in the NCLT and considering expected revival of education industry post Covid-19 pandemic, the Company is of the opinion that no liability is required to be provided at this stage.

   As stated in the note 8, DVPL has defaulted in repayment of loans availed from two lenders. In this regard, one of the lenders vide its notice dated February 14, 2022 issued to the Company has invoked the Corporate Guarantee issued by the Company on behalf of DVPL, and called upon the Company to pay an amount of Rs. 9,162 lakhs outstanding as at June 30, 2021 with further interest w.e.f. July 1, 2021 as per the terms of the sanction letters. As further stated in note 8, DVPL is in discussions with the lenders and evaluating various options including orderly restructuring of loans and the Company is of the opinion that an amicable resolution will be achieved at the earliest.

However, the Company has not provided for liability against above invocation of the Corporate Guarantees as at March 31, 2022 as required by the applicable Indian Accounting Standard (Ind AS). Further, in the absence of sufficient and appropriate evidence to substantiate management's conclusion on the resolution including restructuring of some of the credit facilities, we are unable to comment upon adjustments, if any, required on the net loss, total comprehensive loss for the quarter/ year ended March 31, 2022 and the financial position of the Company as at March 31, 2022.

In respect of invocation of corporate guarantee of Rs. 44,962.56 Lakhs.

The four trusts/entity have been running all their operations under the brick and mortar model in pre-Covid-19 era and had switched to digital mode of imparting education during the lockdown. However, the trusts/entity have now started offline education and students are enrolling in schools and business recovery is envisaged. Since the CIRP matter is pending for admission before NCLT and considering expected revival of education industry post Covid-19 pandemic, the Company is of the opinion that no liability is required to be provided at this stage.

In respect of invocation of corporate guarantee of Rs. 9,162 Lakhs.

DVPL is in discussions with the lenders and evaluating various options including orderly restructuring of loans and the Company is of the opinion that an amicable resolution will be achieved at the earliest.

B. Further, the Auditors of the Company in their Report have also given certain qualification on Consolidated Financial Statements of the Company for the year ended March 31, 2022. The qualified opinion of the Statutory Auditors and the management reply thereto is as follows:-

3. In one of the subsidiaries viz. MT Educare Limited (MTEL), the other auditor who audited the consolidated annual financial results of MTEL reported that MTEL has recognized net deferred tax assets of Rs. 6,959.96 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 over the estimated profits for future years 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 March 31, 2022. Had the deferred tax assets not been recognized, the net loss for the year ended March 31, 2022 would have been higher by Rs. 6,959.96 lakhs and other equity as at that date would have been lower by the said amount.

   The management has made internal assessment and have projected Profit & Loss for next 5 years and are of view to have sufficient taxable profits to utilize the DTA.

4. In one of the subsidiaries viz. MT Educare Limited (MTEL), the other auditor who audited the consolidated annual financial results of MTEL reported that MTEL has not provided interest w.e.f October 1, 2021 on loan taken from Bank and Financial Institution ("lenders") declared as Non-Performing Assets (NPA) and are under dispute with the lenders and also the matter is pending for admission in the National Company Law Tribunal (NCLT) by one of the lenders. Had the interest expenses been recognised the loss for the year ended March 31, 2022 would have been higher by Rs. 257.74 lakhs (excluding penal interest if any) and other equity as at that date would have been lower by the said amount.

   The matter is under dispute with the lenders and also matter is pending for admission in the National Company Law Tribunal (NCLT) by one of the lender. The Group is in discussions with lenders to find the resolution of the matter.

5. There is goodwill of Rs 31,323.64 lakhs as at March 31, 2022 (carried at cost) in respect of acquisition of its subsidiary company viz MT Educare Limited (MTEL). While MTEL on a consolidated basis has a positive net worth as at March 31, 2022, there has been significant decline in the market capitalization of MTEL which is listed on National Stock Exchange Limited (NSE) and BSE Limited (BSE). However as stated in the said note, considering the revival of education business post COVID-19, brand potential of MTEL and its subsidiaries in the education market and considering the valuation carried out by an independent agency, the management is of the opinion that no impairment is required to the carrying value of goodwill, and hence no adjustments have been considered by the Holding Company to the carrying value of goodwill as at March 31, 2022.

   The management has carried out valuation of MTEL based on the valuation performed by an independent

agency using the discounted future cash flows method, which is significantly dependent on the achievement of certain key assumptions considered in the aforementioned valuation. Also the market capitalization of MTEL, which is listed on NSE and BSE, is significantly eroded. Further, MTEL and its subsidiary have defaulted in repayment of loan taken from Bank and Financial Institution and such loan is declared as Non-Performing Asset (NPA). Accordingly, owing to above events and uncertainties, we are unable to comment on the appropriateness of the carrying value of goodwill and its consequential impact on the consolidated net profit/total comprehensive income for the quarter ended March 31, 2022, consolidated net loss/total comprehensive loss for the year ended March 31, 2022 and on the financial position of the Company as at March 31, 2022.

MTEL on a consolidated basis has a positive net worth as at March 31, 2022, there has been significant decline in the market capitalization of MTEL which is listed on BSE and NSE. However, considering the revival of education business post COVID-19, brand potential of MTEL and its subsidiaries in the education market and considering the valuation carried out by an independent agency, the Group is of the opinion that no impairment is required to the said goodwill, and hence no adjustments have been considered by the Company to the carrying value of goodwill as at March 31, 2022.

6. In one of the subsidiaries viz. MT Educare Limited (MTEL), the other auditor who audited the consolidated annual financial results of MTEL reported that MTEL has loans and other receivables of Rs 8,402.36 lakhs (net of provisions on consolidated basis) outstanding as at March 31, 2022, from other parties having operations in the education sector, which are overdue/rescheduled. The management considers that COVID-19 has disrupted the operations of parties in education sector and such outstanding's have arisen primarily due to lockdowns. Even after withdrawal of lockdown, MTEL is facing difficulties in ramping up the business and the management considers that this has resulted in deferment of recovery process than envisaged but the same is considered as good and recoverable. Accordingly, owing to the aforementioned overdues/ reschedulement, the other auditor is unable to comment upon adjustments, if any, that may be required to the carrying value of the outstanding receivables and further provisions, if any, required and the consequential impact on the Statement.

The management is of the opinion that COVID-19 pandemic and the subsequent lockdowns have disrupted the operations of parties in education sector. Although, even after the withdraw of lockdown, the Group / Company is facing difficulties in ramping up the business which has resulted in deferment of recovery process beyond what has been envisaged. We anticipate progress in business in the coming quarters which will enable recovery of the receivables in an orderly manner. At this present juncture, the management considers the outstanding dues to be good and recoverable.

7. Yes Bank Limited (Yes Bank) has invoked the Corporate Guarantee issued by the Holding Company and its wholly owned subsidiary i.e. Digital Ventures Private Limited (DVPL) upon defaults in repayment of credit facilities availed by four trusts/entity, and called upon the Holding Company and DVPL to make payment of an amount of Rs. 44,962.56 lakhs (including interest and other charges upto July 31, 2021). As further stated in the note, subsequent to March 31, 2022, the Holding Company has received notice from Yes Bank regarding filing of petition under section 7 of the Insolvency and Bankruptcy Code, 2016 to initiate Corporate Insolvency Resolution Process (CIRP) of the Holding Company, before the Hon'ble National Company Law Tribunal (NCLT), Mumbai, which is pending for admission in the NCLT. As further explained in the note, since the CIRP matter is pending for admission in the NCLT and considering expected revival of education industry post Covid-19 pandemic, the Holding Company is of the opinion that no liability is required to be provided at this stage.

However, the Holding Company has not provided for liability against above invocation of the Corporate Guarantee as at March 31, 2022 as required by the applicable Indian Accounting Standard (Ind AS). Further, in the absence of sufficient and appropriate evidence to substantiate management's conclusion on the resolution including restructuring of some of the credit facilities, we are unable to comment upon adjustments, if any, required on the consolidated net profit/total comprehensive income for the quarter ended March 31, 2022, consolidated net loss/total comprehensive loss for the year ended March 31, 2022 and on the financial position of the Company as at March 31, 2022.

The said trusts/entity have been running all their operations under the brick and mortar model in pre-covid era and had switched to digital mode of imparting education during the lockdown. However,

the trusts/entity have now started offline education and students are enrolling in schools and business recovery is envisaged. Since the CIRP matter is pending for admission before NCLT and considering expected revival of education industry post Covid-19 pandemic, the Holding Company is of the opinion that no liability is required to be provided at this stage.

C. The Management's reply to the Secretarial Auditor's qualification/observations in Secretarial Audit Report and Annual Secretarial Compliance Report is as follows:

1. Non-filing of E-form MGT 14 in connection with Board resolution dated June 9, 2021 for establishing subsidiaries and making investment therein. There have been certain delays in filing other e-forms under the Companies Act, 2013 during the year.

   The Company has not incorporated any subsidiaries in connection to the Board resolution passed at the meeting of the Board on June 9, 2021. Non-filing of MGT-14 was an unintentional error.

2. The unspent Corporate Social Responsibility (CSR) budget for FY 2020-21 was not remitted to the Fund under Schedule VII as per Section 135 of the Companies Act, 2013, read with Rules thereunder.

   During the COVID-19 period the Company has faced an extreme situation of inadequate cash flows and as the result of which the Company was only able to spend towards CSR activity for the FY 21-22. The Management is of the strong opinion that the Company shall be able to recover its projected cash flows and transfer the said amount to a fund under Schedule VII in the near future.

3. As at March 31, 2022 the listed entity had 6 Directors. However, the Board strength during the period from June 15, 2021 till August 7, 2021 was 5.

   The vacancy in the office of the Director was created due to the resignation of the Executive Director during the financial year, the Board filled the vacancy by appointing an Executive Director on August 7, 2021 within the prescribed timelines under the Companies Act, 2013 and non-compliance of listing regulation in the interim was set right.

4. Non-reporting to Stock Exchange of a minor deviation of reverse sell of 2 Equity Shares of the listed entity by an Active Designated Person as per deviation report submitted by Company. The Board had authorised issuance of warning letter to the designated person.

   In respect to the minor deviation of reverse sell of 2 Equity Shares of the Company, the Compliance officer had issued warning letter to the designated person. Additionally considering Company's share price, the 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.

ANNEXURE D-1

FORM NO MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended March 31, 2022

[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.

Auditor's Responsibility:

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

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

Modified Opinion:

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, 2022, 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, 2022 according to the provisions of:

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

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

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, if any in the Company; - Not applicable

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 dated June 9, 2021 for establishing subsidiaries and making investment therein. There have been certain delays in filing other e-forms under the Companies Act, 2013 during the year.

2. The unspent Corporate Social Responsibility (CSR) budget for FY 2020-21 was not remitted to the Fund under Schedule VII as per Section 135 of the Companies Act, 2013, read with Rules thereunder.

3. During Audit period the Company had not complied with following requirements of SEBI Regulations:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviation
1	Regulation 6(1) of SEBI LODR – Appointment of Company Secretary as Compliance Officer	Since the Listed entity did not have Company Secretary till June 29, 2021, the Chief Financial Officer was nominated as Compliance Officer under SEBI LODR
2	Regulation 17(1)(c) of SEBI LODR – Top 2000 Listed entity to have minimum 6 Directors on Board.	As at March 31, 2022 the Listed entity had 6 Directors. However, the Board strength during the period from 15th June 2021 till 6th August 2021 was 5.
3	SEBI (Prohibition of Insider Trading) Regulations, 2015	Non-reporting to Stock Exchange of a minor deviation of reverse sell of 2 Equity Shares of the Listed entity by an Active Designated Person as per deviation report submitted by Company. The Board had authorised issuance of warning letter to the Designated person

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, 2022, 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:

- Company had submitted disclosures to the Stock Exchanges (i) intimating defaults in payment of Interest & Principal in connection with financing facilities amounting to ₹ 58 Crores availed from Development Credit Bank, (ii) confirming invocation of Corporate Guarantee by Axis Bank Limited for financing facilities amounting to ₹ 91.62 Crores granted to Digital Ventures Pvt Ltd, a Material Subsidiary, and (iii) confirming invocation of Corporate Guarantee by Yes Bank Limited in connection with financing facilities aggregating to ₹ 449.63 Crores granted to various entities.

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

MITA SANGHAVI
Practicing Company Secretary
FCS No.7205 / CP No. 6364
UDIN: F007205D000724812

Date: 2nd August 2022
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, 2022, 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: F007205D000724812

Date: 2nd August 2022
Place: Mumbai

ANNEXURE D-2

FORM NO MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended March 31, 2022

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

Auditor's Responsibility:

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

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

Modified Opinion:

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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2022, 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, 2022 according to the provisions of:

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

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

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

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - *Not Applicable to the Company during the Audit Period*

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

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

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

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

d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - *Not Applicable to the Company during the Audit Period*

e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - *Not Applicable to the Company during the Audit Period*

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

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; - *Not Applicable to the Company during the Audit Period; and*

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

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

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, subject to following observation:

1. The Company being subsidiary of a Public Limited, is deemed to be a Public Company and therefore is required to have minimum of 3 Directors as per Section 149 of the Companies Act, 2013. As at March 31, 2022, the Board of Directors of the Company comprised of only 2 (two) Directors as against minimum mandated 3 (three) and therefore violated Section 149 of the Companies Act, 2013. The vacancy caused in the office of Director due to resignation of Mr. Rakesh Agarwal w.e.f. December 18, 2021 has not been filled resulting in violation of Section 149 of the Companies Act, 2013.

2. The Company had not filed E-form MGT14 in connection with the Board resolution dated 12th August 2021 for approving Directors report for FY 2020-21, resulting in violation of Section 179(1)(g) of the Companies Act, 2013.

I further report that

- *As mentioned in observation (1) above, the constitution of Board of Directors of the Company as at March 31, 2022 was not in compliance with the requirements of Section 149 of the Companies Act, 2013*. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- *Except for meetings held at shorter notice, adequate notice was given to all directors to schedule the Board Meetings. Agenda and detailed notes to agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decisions is carried through while the dissenting Member's views, if any, were captured and recorded as part of Minutes.*

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

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

- The Company had defaulted in repayment of loans due to consortium led by Axis Bank Limited and to Tamilnad Mercantile Bank Limited and the said loans have been classified as Non-Performing Asset by the said Banks. Axis Bank had invoked Corporate Guarantee issued by the Holding Company, Zee Learn Limited in connection with facilities availed by the Company.

- The Board of Director had with the approval of Sole Preference Shareholder, extended redemption period of 1,00,000 – 0.1% Non-Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10/- each issued at Premium of Rs. 9562/- per share in 2013-14. The said Preference Shares post extension of 5 years shall now be due for redemption on March 31, 2027.

MITA SANGHAVI
Practicing Company Secretary
FCS No.7205
CP No. 6364
UDIN: F007205D000723129
Date: 1st August 2022
Place: Mumbai

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

Annexure A

To,
The Members,
DIGITAL VENTURES PRIVATE LIMITED
CIN U72900MH2006PTC165215

My Secretarial Audit report for financial year ended on March 31, 2022, 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: F007205D000723129

Date: 1st August 2022
Place: Mumbai

ANNEXURE D-3

FORM NO MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended March 31, 2022

[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 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.

Auditor's Responsibility:

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

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

Modified Opinion:

Based on 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2022, 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, 2022 according to the provisions of:

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

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

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

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - *Not Applicable to the Company during the Audit Period*

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

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

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

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

d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - *Not Applicable to the Company during the Audit Period*

e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; - *Not Applicable to the Company during the Audit Period*

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

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; - *Not Applicable to the Company during the Audit Period; and*

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

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

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:

1. The Company being a wholly owned subsidiary of Zee Learn Limited, a Public Company is required to fulfil the following conditions applicable to a public limited company:

   a. having minimum of 3 Directors – as on 31st March 2022, the Company had 3 Directors on its Board. However, during the period from April 1, 2021 till August 12, 2021 there were only 2 Directors resulting in violation of Section 149 of the Companies Act, 2013

   b. having minimum 7 Shareholders – as on 31st March 2022, the Company had 7 Shareholders. However, during the period from April 1, 2021 till March 23, 2022, the Company had only 2 Shareholders.

2. The Company had not filed E-form MGT-14 in connection with the Board resolution dated August 12, 2021 for approving Directors Report for FY 2020-21 resulting in violation of Section 117 of the Companies Act, 2013.

3. The Company had not filed E-form DIR 12 in connection with regularization of an Additional Director. Subsequently, the said Director resigned and E-form DIR12 for the resignation was filed.

I further report that

- Subject to above observations, the Board of Directors is duly constituted as at March 31, 2022. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

- 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 and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decisions is carried through while the dissenting Member's views, if any, were captured and recorded as part of Minutes.

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

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

MITA SANGHAVI
Practicing Company Secretary
FCS No.7205
CP No. 6364
UDIN: F007205D000723096

Date: 1st August 2022
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, 2022, 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: F007205D000723096

Date: 1st August 2022
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	Percentage increase in remuneration	Ratio of Director's remuneration to median remuneration
Executive Directors		
[1]Mr. Ritesh Handa	NA	NA
[2]Mr. Vikash Kar	-	4.3:1
Non- Executive Directors		
Mr. Surender Singh	-	-
Independent Director		
Mr. Dattatraya Kelkar	-	-
Ms. Nanette D'sa	-	-
Mr. Roshan Lal Kamboj	-	-
Mr. Karunn Kandoi	-	-
Key Managerial Personnel		
[1]Mr. Ritesh Handa	NA	-
[2]Mr. Vikash Kar	-	-
[3]Rakesh Agarwal	-	-
[4]Anil Gupta	NA	-
[5]Anish Shah	NA	-

Note:

The percentage increase in remuneration refers to the percentage increase in remuneration from FY 2020-21. The remuneration of the Non-Executive Directors excludes Sitting Fees. Non-Executive Directors Remuneration represents Commission for financial year 2021-22 and percentage increase is compared with Commission for financial year 2020-21 (annualized, if for a part of the year). Percentage increase in Remuneration is not applicable for Executive Director and KMP who were appointed/resigned during the financial years 2020-21 and 2021-22.

The Directors have not received any commission for the financial year 2021-22

1. Mr. Ritesh Handa was appointed as Chief Executive Officer w.e.f June 14, 2021, an Executive Director w.e.f August 7, 2021 and was appointed as the Whole-time Director w.e.f August 31, 2021.
2. Mr. Vikash Kar has resigned as a Chief Executive Officer and Whole-time Director w.e.f June 14, 2021.
3. Mr. Rakesh Agarwal has resigned w.e.f July 1, 2021
4. Mr. Anil Gupta was appointed as Company Secretary and Compliance Officer w.e.f June 29, 2021.
5. Mr. Anish Shah was appointed as the Chief Financial Officer of the Company w.e.f January 18, 2022.

Sr. No.	Requirements	Disclosure
1.	The Percentage increase in median remuneration of employees in Financial Year	7.23%
2.	Number of permanent employees on the rolls of the Company	193 (As on March 31, 2022)
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, the Company was unable to provide increments for FY 21-22. Accordingly, there has been no change 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.

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

B. Particulars of Employees whose remuneration exceeded Rs. 1.02 Crore per annum or Rs. 8.5 Lakhs per month during financial year 2021-22

Sr. No.	Employee Name	Age	Designation	Qualification	Total Exp	Remuneration	Date of joining	Last Employment

1. Details of remuneration of top ten employees for the year 2021-22

Sr. No.	Employee Name	Age	Designation	Qualification	Total Exp	Remuneration	Date of Joining	Last Employment
1	[1]Ritesh Ravi Handa	47	Whole-time Director & Chief Executive Officer	B.Com., MBA, CA		67,79,655	14.06.2021	ALS Satellite Education Private Limited
2	[2]Vikash Kar	43	Whole-time Director & Chief Executive Officer	B.Sc., MBA	21	30,13,014	15.10.2014	MSCI Services Private Limited
3	[3]Anish Shah	48	Chief Financial Officer	B.Com & CA	24	6,74,083	17.01.2022	IL&FS
4	[4]Raju Babu Sinha	54	Chief Operating Officer	MCA	29	10,08,916	01.04.2020	Independent Education Consultant
5	[5]Rakesh Agarwal	47	Chief Financial Officer	CA, ICWA	22	9,48,099	07.04.2020	Sujan ContiTech AVS Private Limited
6	Vivek Bhanot	48	Business Head (SAT)	B.Sc, MBA	26	24,29,724	03.11.2017	Millennium Education Management Private Limited
7	Santosh Gupta	45	Head Information Technology	M.Com, MCA	24	24,69,202	11.12.2009	Capgemini India Private Limited
8	[6]Sandeep Sundara Shetty	49	Head Vocational Business	B.Sc	27	12,57,511	18.02.2019	APG Learning
9	[7]Brijesh Jadia	49	Head Supply Chain & Commercial	B.E, MBA	25	18,06,443	08.12.2014	Ingersoll Rand International (India) Limited
10	[8]Avinash Kundalia	49	National Franchise Development Manager	B.Com, MBA	28	8,56,911	18.03.2021	Brainbees Solution Private Limited

Note:

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

1. Mr. Ritesh Handa was appointed as Chief Executive Officer w.e.f June 14, 2021, an Executive Director w.e.f August 7, 2021 and was appointed as the Whole-time Director w.e.f August 31, 2021.
2. Mr. Vikash Kar resigned as the Whole-time Director and Chief Executive Officer w.e.f. June 14, 2021.
3. Mr. Anish Shah; Chief Financial Officer was appointed w.e.f. January 18, 2022.
4. Mr. Raju Babu Sinha; Chief Operating Officer resigned w.e.f. July 15, 2021.
5. Mr. Rakesh Agarwal resigned as Chief Financial Officer of the Company w.e.f. July 1, 2021.
6. Mr. Sandeep Shetty; Head Vocational Business resigned w.e.f. June 22, 2021.
7. Mr. Brijesh Jadia; Head Supply Chain & Commercial resigned w.e.f. August 13, 2021.
8. Mr. Avinash Kundalia; National Franchise Development Manager - Kidzee resigned w.e.f. July 31, 2021.

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. Your Company has enabled to earn the trust and goodwill of its investors, business partners, employees and the communities in which it operates. In its endeavor to improve on the Corporate Governance practices.

POLICIES

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

Whistle Blower & Vigil Mechanism Policy

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

Code of Conduct

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

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

Declaration

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

I, Ritesh Handa, Whole-time Director & Chief Executive Officer of Zee Learn Limited declare that all the Members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year ended March 31, 2022

Ritesh Handa
Whole-time Director Chief Executive Officer

Place: Mumbai
Date: May 28, 2022

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 and 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. 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 and then Mr. Anil Gupta was appointed as Company Secretary and Compliance officer w.ef 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

As at March 31, 2022, Zee Learn Limited is in compliance with the Board composition requirements under the Listing Regulations. Independent Directors of the Company provide appropriate annual certifications to the Board confirming satisfaction of the conditions of their being independent as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, the Independent Directors fulfill the conditions specified in the Listing Regulations and are Independent of the Management.

Composition of the Board as on March 31, 2022

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, 8 (Eight) meetings of the Board were held June 09, 2021, June 14, 2021, June 29, 2021, August 13, 2021, August 31, 2021, October 29, 2021, January 18, 2022, and February 04, 2022.

Particulars of Directors, their attendance at the Annual General Meeting and Board Meetings held during the financial year 2021-22 and also their other directorships/ memberships held in Indian Public Companies (excluding Foreign Companies and Section 8 Companies of Companies Act, 2013) and Membership/ Chairpersonship of Audit Committee and Stakeholder Relationship Committee of other Public Companies as at March 31, 2022 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 8 Meetings)	11th AGM held on September 29, 2021	Member	Chairperson	Member	Chairperson
Whole-time Director						
* Mr. Ritesh Handa	5	Yes	-	-	-	-
** Mr. Vikash Kar	1	-	-	-	-	-
Non Executive Director						
Mr. Surender Singh	7	Yes	3	1	2	0
Non- Executive Independent Director						

Name of Director	Attendance at		No. of Directorship in Public Companies		No. of Committee positions held in public Companies	
	Board Meeting (Total 8 Meetings)	11th AGM held on September 29, 2021	Member	Chairperson	Member	Chairperson
Mr. Karunn Kandoi	6	Yes	2	-	2	-
Mr. Roshan Lal Kamboj	8	Yes	3	-	4	2
Mr. Dattatraya Kelkar	5	Yes	2	-	4	-
Ms. Nanette D'sa	8	Yes	3	-	5	3

* Mr. Ritesh Handa was appointed as an Chief Executive Officer w.e.f. June 14, 2021 and as a Whole-time Director w.e.f August 31, 2021.

** Mr. Vikash Kar resigned as a Whole-time Director and Chief Executive Officer w.e.f. June 14, 2021

-Directorships in other Companies does not include alternate directorships, directorship in foreign bodies corporate, private companies.

- In accordance with Regulation 26 of the Listing Regulations, Chairmanships/Memberships of only Audit Committees and Stakeholders Relationship Committee in all Public Limited Companies (Listed and Unlisted including Deemed Public Limited Companies) except Foreign Companies, Private Companies, companies registered under Section 8 of the Act has been considered.

Further, Chairpersonship has also been counted in membership.

The number of Directorship (s), Committee Membership(s) / Chairpersonship (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, 2022 are as under:

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

Note:

* Mr. Vikash Kar had resigned as Whole Time Director & Chief Executive Officer of the Company w.e.f. June 14, 2021.

** Mr. Ritesh Handa was appointed as Chief Executive Officer w.e.f. June 14, 2021 and as Whole Time Director w.e.f August 31, 2021

Compliance with Directorship limits

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

Compliance with Committee positions

Disclosures have been made by the Directors regarding their Chairpersonships/Memberships of mandatory Committees of the Board and the same are within the permissible limits as stipulated under Regulation 26(1) of the Listing Regulations. Accordingly, none of the Directors on the Board of your Company is a 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, 2022, the Company does not have any convertible instruments and none of Non-Executive Directors held any shares of the Company as on March 31, 2022.

Declaration from Independent Directors

All the Independent Directors on the Board of your 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 not 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 your 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 your Company fulfil the conditions specified in the Listing Regulations and the Act and are independent of the management.

Board Procedures

Except for meeting(s) convened and held at shorter notice (if any), 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. The Board meetings are generally held through Video Conference. 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.

BOARD COMMITTEES

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

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

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 , 2022 to review the performance of Chairperson and Non-Independent Directors, evaluate performance of the Board of Directors and its Committees and review flow of information between the management and the Board.

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

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

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 your 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. Ritesh Handa	leadership qualities, industry knowledge and experience, understanding of relevant laws, rules, regulations and policies, strategic thinking, financial expertise, and Talent
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, financial expertise, Human Resource and Talent, risk management
5	Mr. Karunn Kandoi	leadership qualities, industry knowledge and experience, corporate governance and management, and rich experience in education sectior, EdTech organized. And risk management and mergers and acquisitions.
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 at March 31, 2022, the Audit Committee of the Board comprises of three (3) Directors, including Ms. Nanette D'sa, Independent Director as Chairperson, Mr. Dattatraya Kelkar Independent Director; and Mr. Roshan Lal Kamboj, Independent Director as Members of the Audit Committee. There was no change in the Audit Committee during the year.

During the year under review, five (5) meetings of the Audit Committee were held on June 9, 2021, June 29, 2021, August 13, 2021, October 29, 2021, and February 4, 2022.

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. The Company Secretary acts as the secretary to the Audit Committee.

Nomination & Remuneration Committee

Constitution

As at March 31, 2022, the Nomination & Remuneration Committee comprises of Mr. Roshan Lal Kamboj, Independent Director, 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 4 (Four) times on June 14, 2021, June 29, 2021, August 31, 2021, and January 18, 2022.

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.

(Managing ESOP Policy)

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. Ritesh Handa, Whole -time Director & Chief Executive Officer of the Company during the year ended March 31, 2022 is as under:

Particulars	Amount (in ₹)
Salary & Allowances	64,74,115
Profits in Lieu of Salary	-
Commission as a % of Profit	-
Provident Fund Contribution	3,05,540
TOTAL	**67,79,655**

Note: Mr. Ritesh Handa was appointed as CEO w.e.f. June 14, 2021 and as Whole-time Director w.e.f. August 31, 2021.

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, 2022 is as under:

Particulars	Amount (in ₹)
Salary & Allowances	29,10,324
Profits in Lieu of Salary	-
Commission as a % of Profit	-
Provident Fund Contribution	1,02,690
TOTAL	**30,13,014**

Note: Mr. Vikash Kar resigned as Whole-time Director & Chief Executive Officer 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 ₹ 10,000/- per meeting of the Board and the Committees of the Board 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 the Annual General Meeting held on December 30, 2020.

Since the Company has net loss the Company as decided by the Board shall be unable to pay any commission to the Independent Directors.

The details of Commission payable and Sitting Fees paid to the Non-Executive Directors during F.Y 2021-22 are as mentioned herein:

(Amount in ₹)

Name of Director	Commission	Sitting Fees	Total
Mr. Roshan Lal Kamboj Independent Director	-	2 ,00,000	2,00,000
Mr. Dattatraya Kelkar Independent Director	-	1,30,000	1,30,,000
Ms. Nanette D'sa Independent Director	-	2,00,000	2,00,000
Mr. Surender Singh Non-Executive Director	-	80,000	80,000
Mr. Karunn Kandoi Independent Director	-	70,000	70,000
Total	-	**6,80,000**	**6,80,000**

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

Particulars of Stock Options granted under the ESOP scheme and their outstanding as at March 31, 2022, are as under:

Name of Director	Grant no. 14	Options Vested	Options Exercised
***Mr. Ritesh Handa** Whole Time Director & CEO	1,50,000	0	0

Name of Director	Grant no. 8	Grant no. 12	Grant no. 13	Options Vested	Options Exercised
****Mr. Vikash Kar** Whole Time Director & CEO	50,000	38,000	60,000	1,12,300	0

Note:

* Mr. Ritesh Handa was appointed as Chief Executive Officer w.e.f. June 14, 2021 and Whole time Director w.e.f August 31, 2021

** Mr. Vikash Kar resigned from the position of Whole time Director & Chief Executive Officer of the Company w.e.f. June 14, 2021

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

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

Stakeholders' Relationship Committee

Constitution

As at March 31, 2022, the Stakeholders Relationship Committee of the Board comprised of Ms. Nanette D'sa, Independent Director as Chairperson, Mr. Dattatraya Kelkar, Independent Director and Mr. Roshan Lal Kamboj, Independent Director as members

During the year under review, Stakeholder Relationship Committee met one (1) time on December 03, 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 2021-22, 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, 2022 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, 2021	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, 2022	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, 2022 committee comprising of Ms. Nanette D'sa, Independent Director, Mr. Dattatraya Kelkar, Independent Director and Mr. Roshan Lal Kamboj, Independent Director as its Members.

During the year under review, CSR Committee met once on August 13, 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, 2022 the Committee comprises of Mr. Roshan Lal Kamboj, Independent Director as Chairperson, and Mr. Dattatraya Kelkar, Independent Director. 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, 2022 comprised of Mr. Roshan Lal Kamboj, Independent Director as the Chairperson, Mr. Datttreya Kelkar, Independent Director and Ms. Nanette D'sa, Independent Director as its member.

With a view to facilitate monitoring and expediting any debt fund raising process, approve financing facilities offered and / or sanctioned to the Company by various Banks and /or Indian Financial Institutions from time to time, in the form of Term Loans, Working Capital facilities, Guarantee facilities etc., including the acceptance of terms and conditions of such facilities being offered and exercising other authorities as may be delegated by the Board from time to time, the Board has constituted a Finance Sub-Committee. No Meeting of Finance Sub-Committee was held during the year

iii) Corporate Management Committee

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

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

iv) Issue & Allotment Sub- Committee

In order to facilitate the process of approving Company's Offering Document for issue of Global Depository Receipts (GDRs) etc, appointment of various intermediaries, approving various agreements, deciding on the terms of issue along with timing thereof, obtaining approval of Stock Exchange(s) and/or other regulatory / statutory / administrative authorities etc., the Board has constituted an Issue and Allotment Committee as on March 31, 2022 comprising of Mr. Roshan Lal Kamboj, Independent Director as Chairperson and Mr. Dattatraya Kelkar Independent Director as its member. No Meeting of Issue and Allotment Sub - Committee was held during the year.

GENERAL MEETINGS

The Twelfth Annual General Meeting of the Company for the financial year 2021-22 will be held through VC/OAVM on Tuesday, September 27, 2022 at 03:00 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
2018-19	Thursday, September 26, 2019 at 11.30 a.m.	None	'The Hall of Culture', Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai – 400 018
2019-20	Wednesday, December 30, 2020 at 04:00 P.M.	To authorise repricing of outstanding Stock Options granted under Company's Employee Stock Option Scheme.	Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")
2020-21	Wednesday, September, 29, 2021 at 04:00 P.M.	None	Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

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 2021-22.

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.

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

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

received a warning letter from SEBI in regard to delay in filing in respect of disclosure of Credit rating.

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

The 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 2021-22 for Overdraft Term Loan of the Company from Brickworks are as follows:

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

Fees to Statutory Auditors

During the FY 2021-22, the Company has paid to Statutory Auditor, Ford Rhodes Parks & Co. LLP, Chartered Accountants, an aggregate remuneration of ₹ 20.15 Lakhs which is bifurcated as ₹ 17.50 Lakhs paid as Audit fees, ₹2.50 Lakhs as Tax Audit Fees and ₹ 0.15 Lakhs as fees for certification and tax representation. The total fees paid by the Company to Ford Rhodes Parks & Co. LLP, Chartered Accountants, 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 2021-22 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 Statutory Auditors' Certificate 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 Journal' and in a vernacular language newspaper 'Mumbai Lakshadeep/Navshakti' (Marathi) as per the requirements of Listing Regulations. The financial and other information are filed by the Company on electronic platforms of NSE (NEAPS) and BSE Listing Centre.

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

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

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, 2022 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 (i) Company did not have Company Secretary as Compliance Officer till June 29, 2021 and (ii) the Board of Company comprised of five (5) directors during the period from June 14, 2021 to August 7, 2021, as against minimum six (6) mandated under Listing Regulations.

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:

Place: Mumbai
Date:

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, 2022 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, 2022 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

ANISH SHAH
CHIEF FINANCIAL OFFICER

DATE: MAY 30, 2022
PLACE: MUMBAI

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members,
Zee Learn Limited

I have examined the relevant records, forms, returns and disclosures received from all the Directors of **Zee Learn Limited** having CIN L80301MH2010PLC198405 and having registered office at Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai 400018 (hereinafter referred to as '**the Company**'), produced before 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 31st March, 2022 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.

Sr. No.	Name of the Director	Category	Director Identification Number	Date of Appointment
1	Nanette D'sa Ralph	Non-Executive - Independent Director	05261531	31/03/2020
2	Roshan Lal Kamboj	Non-Executive - Independent Director	01076066	17/05/2019
3	Dattatraya Kelkar	Non-Executive - Independent Director	00118037	30/12/2019
4	Surender Singh	Non-Executive Director	08206770	31/07/2020
5	Karunn Kandoi	Non-Executive - Non Independent Director, Chairperson	01344843	03/03/2021
6	Ritesh Handa	Whole-time Director	02725365	07/08/2021

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.

MITA SANGHAVI
Practicing Company Secretary
FCS No.7205 / CP No. 6364
UDIN: F007205D000724911

Date: 2nd August 2022
Place: Mumbai

Shareholders' Information

1	Date, Time and Venue of Shareholder's Meeting	Twelfth Annual General Meeting
		Day & Date : Tuesday, September 27, 2022
		Time: 03:00 p.m.
		Venue: The Company is conducting meeting through VC/OAVM.
2	Financial Year	April 1, 2021 till March 31, 2022
3	Date of Book Closure	From, Tuesday, September 20, 2022 to Tuesday, September 27, 2022
4	Dividend Payment Date	NA
5	Address for Correspondence	Registered Office Continental Building, 135, Dr. Annie Besant Road, Worli, Mumbai - 400 018. Tel: +91 22 7154 1895 Website: www.zeelearn.com
6	Corporate Identity Number	L80301MH2010PLC198405
7	Listing on Stock Exchanges	National Stock Exchange of India Limited (NSE) Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051
		BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001
8	Stock Code	NSE : ZEELEARN BSE : 533287
9	ISIN No.	INE565L01011 (Equity shares of Re. 1/- each, fully paid up)
10	Global Depository Receipts (GDRs) Details	As at March 31, 2022, 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, 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 No: +91 22 49186000 Fax No: +91 22 49186060
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
E-mail: investor_relations@zeelearn.com

13. Listing Fee:

The Company has paid the Annual Listing fees for the Financial Year 2022-23 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, 2022, 32,59,12,231 equity 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 at April 1, 2021	217	38879
Fresh undelivered cases during the Financial Year 2021-2022	1	274
Number of shareholders who approached the Company for transfer of shares from suspense account till March 31, 2022	NIL	NIL
Number of shareholders to whom shares were transferred from the Suspense account till March 31, 2022	NIL	NIL
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2022	218	39153

The voting rights on the Equity shares outstanding in the suspense account as on March 31, 2022 shall remain frozen till the rightful owner of such shares claims the shares.

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

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

Year	Type of Dividend	Dividend Per Share (in ₹)	Date of declaration of dividend	Due Dates for transfer to IEPF
2016-17	Interim	0.05	21.10.2016	20.11.2023
2016-17	Final	0.05	28.09.2017	27.10.2024
2017-18	Final	0.10	24.09.2018	23.10.2025
2018-19	Final	0.10	26.09.2019	25.10.2026

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

19. Shareholders' Correspondence

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

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

20. Outstanding Convertible Securities

There are no outstanding warrants or any other convertible instruments which are likely to impact the equity capital of the Company as on March 31, 2022.

21. Share Capital Build- up

Particulars	No. of Shares issued	Date of Issue
Issued to Subscribers	50,000	20.01.2010
Sub- Division of Shares from ₹ 10/- each to Re. 1/- each	5,00,000	22.01.2010
Issued to the Shareholders of Zee Entertainment Enterprises Limited pursuant to Scheme	12,22,38,599	14.10.2010
Issued to the Shareholders of Essel Entertainment Media Limited Shareholders pursuant to Scheme	14,00,00,000	01.07.2011
Allotment under ESOP	2,12,000	30.11.2012
Allotment under ESOP	59,650	13.03.2013
Global Depository Receipt	5,61,79,770	21.05.2013
Allotment under ESOP	18,500	14.08.2013
Allotment under ESOP	52,500	25.10.2013
Allotment under ESOP	54,700	30.01.2014
Allotment under ESOP	15,925	24.03.2014
Allotment under ESOP	30,200	12.05.2014
Allotment under ESOP	28,250	11.06.2014
Allotment under ESOP	36,550	25.08.2014
Allotment under ESOP	2,39,189	24.09.2014
Allotment under ESOP	1,35,950	07.10.2014
Allotment under ESOP	74,663	29.10.2014
Allotment under ESOP	52,500	02.12.2014
Allotment under ESOP	15,488	02.01.2015
Allotment under ESOP	18,975	11.02.2015
Allotment under ESOP	37,688	23.03.2015
Allotment under ESOP	64,788	30.04.2015
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

Particulars	No. of Shares issued	Date of Issue
Allotment under ESOP	16,035	10.02.2016
Allotment under ESOP	49,106	01.09.2016
Allotment under ESOP	78,906	26.09.2016
Allotment under ESOP	51,248	08.11.2016
Allotment under ESOP	45,000	18.11.2016
Allotment under ESOP	7,606	19.12.2016
Allotment under ESOP	64,025	16.01.2017
Allotment under ESOP	1,21,269	20.01.2016
Allotment under ESOP	2,49,993	02.02.2017
Allotment under ESOP	3,14,650	14.02.2017
Allotment under ESOP	24,723	20.02.2017
Allotment under ESOP	2,64,825	28.02.2017
Allotment under ESOP	1,58,525	02.03.2017
Allotment under ESOP	1,96,650	14.03.2017
Allotment under ESOP	2,17,250	21.03.2017
Allotment under ESOP	1,37,500	23.03.2017
Allotment under ESOP	1,06,850	27.03.2017
Allotment under ESOP	2,17,606	24.04.2017
Allotment under ESOP	6,00,000	25.04.2017
Allotment under ESOP	25,067	28.04.2017
Allotment under ESOP	20,158	18.05.2017
Allotment under ESOP	14,806	25.05.2017
Allotment under ESOP	2,45,238	07.06.2017
Allotment under ESOP	2,35,000	08.06.2017
Allotment under ESOP	3,11,190	19.07.2017
Allotment under ESOP	20,400	21.07.2017
Allotment under ESOP	31,425	07.09.2017
Allotment under ESOP	4,10,820	23.10.2017
Allotment under ESOP	82,634	02.11.2017
Allotment under ESOP	24,925	06.12.2017
Allotment under ESOP	3,57,747	22.12.2017
Allotment under ESOP	6,56,075	31.01.2018
Allotment under ESOP	1,70,000	21.06.2018
Allotment under ESOP	13,253	29.11.2018
Allotment under ESOP	14,000	08.08.2019
Issue & Paid- up Capital as on 31.03.2021	**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 2021-2022.

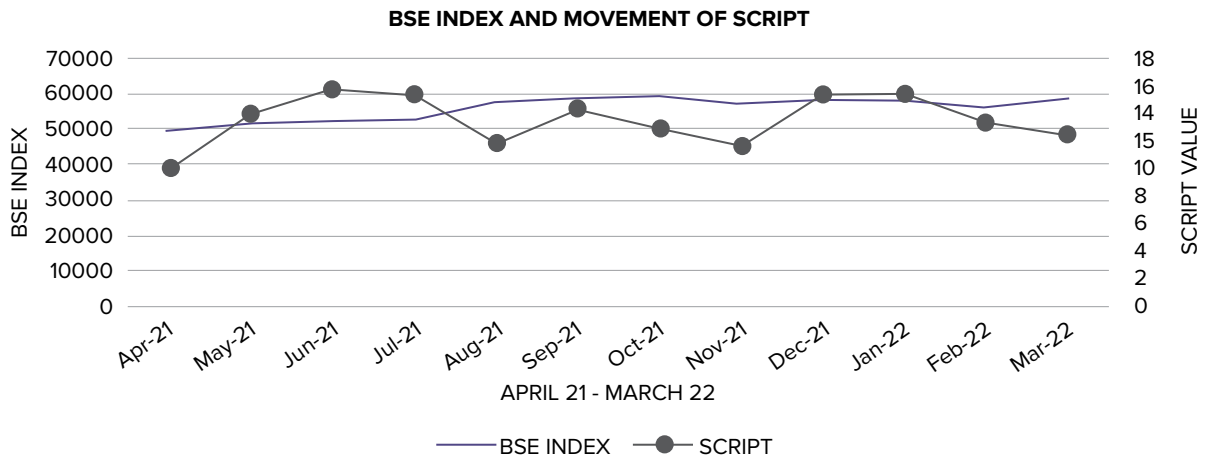
₹ in Lacs

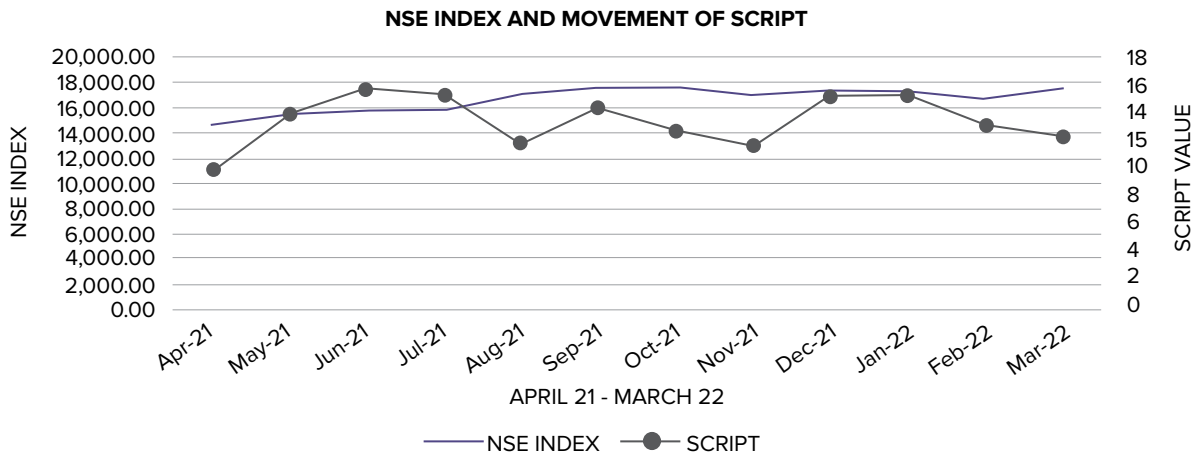
Months	BSE			NSE		
	High (₹)	Low (₹)	Volume of shares traded	High (₹)	Low (₹)	Volume of shares traded
April 2021	11.1	9.75	1270850	10.15	9.95	229360
May 2021	14.23	9.9	4864090	14.25	12.2	9095390
June 2021	20.12	13	18915406	16.5	15.75	2819901
July 2021	17.9	14.5	8607908	15.45	14.9	2539162
August 2021	16.1	11.45	5691110	12.3	11.8	640557
September 2021	18.07	11.85	13951044	14.7	14.2	1249146
October 2021	15.07	12.8	3741969	13.1	12.75	659594
November 2021	13.82	11.31	2703789	12.35	11.05	1033567
December 2021	16.19	11.5	10623105	16.2	14.6	14063258
January 2022	20.7	14.35	34354852	16.2	15.25	1651480
February 2022	17.2	12	8435842	13.4	12.45	1202060
March 2022	14.95	11	15320998	12.8	12.35	1466812

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

₹ in Lacs

Months	BSE		NSE	
	Script	S & P BSE SENSEX	Script	NSE NIFTY 50
April 2021	10.10	48782.36	10.10	14631.10
May 2021	13.97	51937.44	13.95	15582.80
June 2021	15.85	52482.71	15.85	15721.50
July 2021	15.35	52586.84	15.40	15763.05
August 2021	11.95	57552.39	11.95	17132.20
September 2021	14.39	59126.36	14.40	17618.15
October 2021	12.91	59306.93	12.85	17671.65
November 2021	11.73	57064.87	11.75	16983.20
December 2021	15.37	58253.82	15.35	17354.05
January 2022	15.35	58014.17	15.35	17339.85
February 2022	13.30	56247.28	13.30	16793.90
March 2022	12.45	58568.51	12.40	17464.75





24. Distribution of Shareholding as on March 31, 2022

Range of Shares	Number of Shareholders	% of Holders	Total Shares for the range	% of Issued Capital
Up to 500	126184	80.4263	11961395	3.6681
501 - 1000	13669	8.7123	11742691	3.6010
1001 - 2000	7431	4.7363	11886543	3.6451
2001 - 3000	2913	1.8567	7640228	2.3430
3001 - 4000	1281	0.8165	4682241	1.4359
4001 - 5000	1659	1.0574	8064466	2.4731
5001 -10000	2072	1.3206	16361561	5.0175
10001 and Above	1685	1.0740	253753600	77.8164
Total	**156894**	**100**	**326092725**	**100**

25. Categories of Equity Shareholders as on March 31, 2022

Category	March 31, 2022	
	No. of shares held	% of shareholding
Promoters	60727388	18.6227
Individuals	113415634	34.8054
Body Corporate	87810260	26.9280
Foreign Portfolio Investors	49406924	15.1512
Non Resident Indians	5347158	1.6397
Others	9385361	2.853
Total	**326092725**	**100.00**

26. Particulars of Shareholding

a) Promoter Shareholding as on March 31, 2022

Sr. No.	Name of Shareholder	No of Shares held	% of shareholding
1	Essel Holdings Limited	28874238	8.8546
2	Asian Satellite Broadcast Private Limited	14898250	4.5687
3	Jayneer Infrapower & Multiventures Private Limited	16900000	5.1826
4	Essel Media Ventures Private Limited	11036	0.0034
5	Jayneer Enterprises LLP	40000	0.0123
6	Spirit Infrapower & Multiventures Private Limited	3864	0.0012
7	Essel Infraprojects Limited	0	0.0
	Total	**60727388**	**18.6227**

b) Top ten (10) Public Shareholding as on March 31, 2022

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	Housing Development Finance Corporation Limited	15805000	4.8468
4	Coeus Global Opportunities Fund	13100000	4.0173
5	L and T Infrastructure Finance Company Limited	12560000	3.8517
6	Copthall Mauritius Investment Limited - Odi Account	7544673	2.3137
7	Universal Golden Fund	6400000	1.9626
8	IDBI Trusteeship Services Limited	5825929	1.7866
9	Vyoman India Private Limited	4949506	1.5178
10	L And T Finance Ltd	3885000	1.1914

27. Credit Rating:

The credit rating during the financial year 2021-22 for Overdraft Term Loan of the Company from Brickworks are as follows:

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

Independent Auditor's Report

To the Members of **Zee Learn Limited**

1. Qualified opinion

We have audited the accompanying standalone financial statements of **Zee Learn Limited** ("the Company"), which comprise the balance sheet as at 31 March 2022, 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 2022, and its loss, total comprehensive loss, changes in equity and its cash flows for the year ended on that date.

2. Basis for qualified opinion

a) As stated in note 59 to the standalone financial statements, Yes Bank Limited (Yes Bank) has invoked the Corporate Guarantee issued by the Company and its subsidiary i.e. Digital Ventures Private Limited (DVPL) upon non-repayment of credit facilities availed by Four Trusts/Entity, and called upon the Company and DVPL to make payment of an amount of Rs. 44,962.56 lakhs (including interest and other charges upto 31 July 2021). As further stated in the note, subsequent to 31 March 2022, the Company has received notice from Yes Bank regarding filing of petition under section 7 of the Insolvency and Bankruptcy Code, 2016 to initiate Corporate Insolvency Resolution Process (CIRP) of the Company, before the Hon'ble National Company Law Tribunal (NCLT), Mumbai, which is pending for admission in the NCLT. As further explained in the note, since the CIRP matter is pending for admission in the NCLT and considering expected revival of education industry post Covid-19 Pandemic, the Company is of the opinion that no liability is required to be provided at this stage.

As further stated in note 33 to the standalone financial statements, DVPL has defaulted in repayment of loans availed from two lenders. In this regard, one of the lenders vide its notice 14 February 2022 issued to the Company has invoked the Corporate Guarantee issued by the Company on behalf of DVPL, and called upon the Company to pay an amount of Rs. 9,162 lakhs outstanding as at 30 June 2021 with further interest w.e.f. 01 July 2021 as per the terms of the sanction letters. As further stated in the said, DVPL is in discussions with the lenders and evaluating various options including orderly restructuring of loans and the Company is of the opinion that an amicable resolution will be achieved at the earliest.

However, the Company has not provided for liability against invocation of the above Corporate Guarantees as at 31 March 2022 as required by the applicable Indian Accounting Standard (Ind AS). Further, in the absence of sufficient and appropriate evidence to substantiate management's conclusion on the resolution including restructuring of some the credit facilities, we are unable to comment upon adjustments, if any, that may be required in the standalone financial statements for the year ended 31 March 2022.

b) As stated in note 57 to the standalone financial statements, the Company has investment in equity shares of its subsidiary company viz MT Educare Limited (MTEL) which is carried at cost of Rs. 27,812.22 Lakhs. While MTEL on a consolidated basis has a positive net worth as at 31 March 2022, there has been significant decline in the market capitalization of MTEL which is listed on National Stock Exchange Limited (NSE) and BSE Limited (BSE). However as stated in the said note, considering the revival of education business post Covid-19, brand potential of MTEL and its subsidiaries in the education market and considering the valuation carried out by an

independent agency, the management is of the opinion that no impairment is required to the said investments, and hence no adjustments have been considered by the Company to the carrying value of its investment in equity shares of MTEL as at 31 March 2022.

The management has carried out valuation of its investment in equity shares based on the valuation performed by an independent agency using the discounted cash future cash flows method which is significantly dependent on the achievement of certain key assumptions considered in the aforementioned valuation. Also the market capitalization of MTEL, which is listed on National Stock Exchange Limited (NSE) and BSE Limited (BSE), is significantly eroded. Further, MTEL and its subsidiary have defaulted in repayment of loan taken from Bank and Financial Institution and such loan is declared as Non-Performing Asset (NPA). Accordingly, owing to above events and uncertainties, we are unable to comment on the appropriateness of the carrying value of its investment in equity shares of MTEL and its consequential impact on the net loss, total comprehensive loss for the year ended 31 March 2022 and the financial position of the Company as at 31 March 2022.

Our Opinion on the audited standalone financial statements for the previous year ended 31 March 2021 was also qualified in respect of the matter stated in para (b) above.

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

3. Material Uncertainty relating to Going Concern

As stated in note 46 of the standalone financial statements, the Covid-19 pandemic has caused an adverse impact on the business operations of the Company and its financial health. Also, the Company and its subsidiaries have default¬ed in repayments of their debt and other obligations. Further as stated in para 2(a) above under Basis for qualified opinion, the Corporate Guarantees issued by the Company and its subsidiary, have been invoked by the lenders amounting to Rs. 54,124.56 lakhs and one of the lenders has also filed a petition initiating CIRP of the Company before the NCLT, which is pending for admission in the NCLT. These events indicate the existence of material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. However, considering the management's re-evaluation and conclusion that the Company will have sufficient liquidity to continue its operations, demand for its product portfolio, improvement in projected cashflows and further based on business potential and the mitigating steps taken by the Company, the standalone financial statements have been prepared on going concern basis.

Our opinion is not modified in respect of the above matter

4. Emphasis of matter

a) As stated in note 43 to the standalone financial statements, the Company has investments in its wholly owned subsidiary viz Digital Ventures Private Limited (DVPL) in the form of Equity shares, Convertible Debentures and Preference shares amounting to Rs 33,507.40 lakhs, loan and receivables of Rs. 21,946.19 lakhs aggregating to Rs. 55,453.59 lakhs as at 31 March 2022. As stated in the said note, during earlier years, the Company had given loan to DVPL to support its business operations and on account of delays in recovery of the same (including interest accrued thereon), the Company during the year has provided for Rs. 11,000 lakhs towards impairment loss under the expected credit loss model against the said loan/receivables and considers the balance amount of Rs. 10,946.19 lakhs as good and recoverable. As further stated in the said note, basis the valuation report issued by an independent agency, the management considers that no impairment is required to the other outstanding investments in DVPL of Rs. 33,507.40 lakhs as at 31 March 2022.

b) We draw attention to note 58 to the standalone financial statements which state that the management has made an assessment of the impact of COVID-19 Pandemic on the Company's operations, financial performance for the year ended 31 March 2022 and financial position as at that date. Further, as stated in the said note, the Company has carried out assessment based on the current indicators of future economic conditions and projected cash flows for the next one year, and has concluded that it expects to fully recover the carrying values of its assets as 31 March 2022. Accordingly,

no adjustments have been made to the standalone financial statements. However, the extent of the impact of the COVID-19 pandemic on the Company's standalone financial statements is dependent upon future developments.

Our opinion is not modified in respect of the above 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 standalone financial statements for the year ended 31 March 2022. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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

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.

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

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

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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

7. 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.

8. Auditor's responsibility for the audit of the standalone financial statements

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

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

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

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system 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.

9. Report on other Legal and Regulatory requirements

I. As required by the Companies (Auditor's Report) Order, 2020, issued by the Central Government of India in terms of Section 143(11) of the Act ("the Order"), and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure A", a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

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

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

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

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

d) Except for the possible effects of the matters described in the 'Basis for qualified opinion' paragraph, in our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

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

f) On the basis of written representations received from the directors of the Company as on 31 March 2022 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2022 from being appointed as a director in terms of Section 164 (2) of the Act;

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

h) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B";

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

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

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

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

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

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

iv. (a) The Management has represented that, to the best of its knowledge and belief as disclosed in note 60(a) to the standalone financial statements, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief as disclosed in note 60(b) to the standalone financial statements, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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

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

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

Nitin Jain
Partner
Membership Number 215336

Mumbai, 30 May 2022
UDIN: 22215336AJXID1755

Annexure - A to the Independent Auditor's Report

Annexure referred to in paragraph 9(l) 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 2022

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

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

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

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.

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

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

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

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

iii (a) According to the information and explanations given to us, the Company has not made any investments, provided guarantees or security during the year. The aggregate amount of loans granted during the year and balances outstanding as at the balance sheet date with respect to such loans given during the year are as under.

Name of the Party	Relationship	Amount during the year (Rs. in lakhs) *	Balance outstanding (Rs. in lakhs)
Digital Ventures Private Limited	Subsidiary	1,067.20	21,501.20
Academia Edificio Private Limited	Subsidiary	0.56	12.42
MT Educare Limited	Subsidiary	180.00	101.75
Mount Litera Education Foundation	Other Party	160.00	216.30

* excludes interest accrued for the year converted into loan

(b) According to the information and explanations given to us, the Company has not made any investment, provided any guarantee or security during the year. In respect of loans granted during the year, in our opinion, the rate of interest and other terms and conditions on which such loans granted were, prima facie, not prejudicial to the interest of the Company.

(c) In respect of loans granted, there is schedule of repayment of principal and payment of interest. Payment of principal and interest are as per the stipulation.

(d) In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.

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

(f) According to the information and explanations given to us and on the basis of examination of records, there

are no loans or advances in the nature of loans granted during the year that are either repayable on demand or without specifying any terms or period of repayment.

iv In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act.

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

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

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

a) Undisputed statutory dues including employees' state insurance, income tax, sales tax, service tax, goods and services tax, duty of customs, duty of excise, value added tax, cess and others as applicable have generally been regularly deposited with the appropriate authorities except for few delays in depositing Employee Provident Fund, Maharashtra Labour Welfare Fund and goods and services tax. There are no undisputed amounts payable in respect of aforesaid dues outstanding as at 31 March 2022 for a period of more than six months from the date they became payable.

b) There are no statutory dues referred to in sub-clause (a) above which have not been deposited as on 31 March 2022 on account of disputes except as under:

Name of the Statute	Nature of the Dues	Amount (In lakhs)	Period to which the amount relate	Forum where dispute is pending
The Central Sales Tax Act, 1956	Sales Tax	49.95	FY 2005-2006	Deputy Commissioner of Sales Tax , Appeals
	Sales Tax	90.81	FY 2010-2011	Joint Commissioner of Sales Tax
	Sales Tax	50.49	FY 2012-2013	Joint Commissioner of Sales Tax
The Maharashtra Value Added Tax Act, 2002	Value Added Tax	74.64	FY 2005-2006	Deputy Commissioner of Sales Tax , Appeals
	Value Added Tax - Penalty	46.55		
	Value Added Tax	42.85	FY 2010-2011	Joint Commissioner of Sales Tax
	Value Added Tax	41.08	FY 2012-2013	Joint Commissioner of Sales Tax
Finance Act, 1994	Service Tax	17.90	FY 2009-2010 to FY 2011-2012	Central Excise and Service Tax Appellate Tribunal
	Service Tax	19.49	FY 2007-2008 to FY 2010-2011	Central Excise and Service Tax Appellate Tribunal
	Service Tax	11.51	FY 2011-2012 and FY 2012-2013	Central Excise and Service Tax Appellate Tribunal
	Service tax	512.33	FY 2011-2012 to FY 2014-2015	Central Excise and Service Tax Appellate Tribunal
	Service Tax - Penalty	553.97		
	Service Tax	238.41	FY 2016-2017 to FY 2017-2018	Central Excise and Service Tax Appellate Tribunal

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

ix (a) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings to any lender except as stated below.

S n	Nature of borrowings	Name of Lender	Amount not paid on due date (Rs. in lakhs)	Whether Principal or Interest	No of days delay or unpaid	Remark, If any
1	Debentures	Zee Entertainment Enterprises Limited	400	Principal	0-90	
			226.43	Interest	0-90	
2	Term Loan	Development Credit Bank	1,472.46	Principal	181-270	Overdue as at 31 March '22
			24.73	Interest	0-90	
			66.75	Interest	0-90	Overdue as at 31 March '22
			17.07	Interest	91-180	
3	Overdraft	Development Credit Bank	15.34	Interest	0-90	
			88.80	Interest	0-90	Overdue as at 31 March '22
			34.18	Interest	91-180	
			15.45	Interest	181-270	

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

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

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

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

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

x (a) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments).

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

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

(b) There is no report required to be filed under sub-section (12) of section 143 of the Act, by us in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

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

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

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

xiv (a) During the year, internal audit of the Company has been carried out by an independent firm of Chartered Accountants. In our opinion, the scope, coverage and frequency of the Internal Audit needs to be strengthened to commensurate with the size of the Company and the nature of its business.

(b) We have considered the internal audit reports of the Company issued for the period under audit by the internal auditor.

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

xvi (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934, and hence clause (xvi) (a), (b) and (c) of the Order is not applicable

(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

xvii According to the records of the Company examined by us, and information and explanations given to us, the Company has not incurred any cash losses in the current financial year and also in the immediately preceding financial year.

xviii There has been no resignation of statutory auditor during the year and hence clause (xviii) of the Order is not applicable.

xix As referred to in 'Material uncertainty related to Going concern' paragraph in our main audit report and on the basis of the financial ratios and ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions and further as stated in note 46 of the standalone financial statements, there exists a material uncertainty that may cast significant doubt on the Company's capability of meeting its liabilities existing at the date of balance sheet, as and when they fall due within a period of one year from the balance sheet date.

xx (a) In respect of other than ongoing projects, the Company, till date, has not transferred unspent amount of 163 lakhs, pertaining to financial year 2020-21, to a Fund specified in Schedule VII to the Act in compliance with second proviso to sub-section (5) of Section 135 of the Act.

(b) There are no unspent amounts as at 31 March 2022 towards Corporate Social Responsibility (CSR) in respect of ongoing projects requiring a transfer to a special account in compliance with proviso of sub-section (6) of Section 135 of the said Act.

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

Nitin Jain
Partner
Membership Number 215336

Mumbai, 30 May 2022
UDIN: 22215336AJXID1755

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 2022

We have audited the Internal Financial Controls over financial reporting of Zee Learn Limited ("the Company") as of 31 March 2022 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 2022:

The Company's internal financial control with regard to non-provision of liability against invocation of corporate guarantee as at 31 March 2022 as required by the applicable Indian Accounting Standard (Ind AS) (as fully explained in para 2(a) of the 'Basis for qualified opinion' of our main report) were not operating effectively, which could result in the Company not providing for adjustments, if any, that may be required to be made and its consequential impact on the standalone financial statements.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

Qualified opinion

In our opinion, to the best of our information and according to the explanations given to us, except for the possible effects of the material weakness described in the 'Basis for qualified opinion' paragraph above on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as of 31 March 2022, 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 2022, 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, 30 May 2022
UDIN: 22215336AJXID1755

Standalone Balance Sheet

as at 31 March 2022

(₹ in Lakhs)

	Note	31 March 2022	31 March 2021
ASSETS			
Non-current assets			
(a) Property, plant and equipment	3	246.16	426.06
(b) Right-of-use assets	4	491.82	1,216.12
(c) Investment property	5	5.85	5.85
(d) Intangible assets	6	131.88	114.01
(e) Intangible assets under development	6	-	12.20
(f) Financial assets			
(i) Investments	7	50,604.82	50,603.80
(ii) Loans	8	10,831.67	18,467.12
(iii) Other financial assets	9	72.73	172.31
(g) Deferred tax assets	10	530.00	642.99
(h) Non-current tax assets (net)	11	5.43	5.43
(i) Other non-current assets	12	116.74	111.52
Total non-current assets		**63,037.10**	**71,777.41**
Current assets			
(a) Inventories	13	492.72	1,065.78
(b) Financial assets			
(i) Investments	14	9,572.00	9,572.00
(ii) Trade receivables	15	1,051.15	1,578.89
(iii) Cash and cash equivalents	16 (a)	1,923.54	86.85
(iv) Bank balances other than (iii) above	16 (b)	96.41	59.43
(v) Other financial assets	9	1,232.43	1,147.25
(c) Other current assets	12	129.24	169.70
Total current assets		**14,497.49**	**13,679.90**
Total assets		**77,534.59**	**85,457.31**
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	17	3,260.93	3,260.93
(b) Other equity	18	38,248.75	46,358.84
Total Equity		**41,509.68**	**49,619.77**
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	10,323.72	11,064.53
(ii) Lease liabilities	20	315.35	1,133.60
(iii) Others	21 (b)	711.71	697.04
(b) Provisions	22	147.34	191.76
(c) Other liabilities	23	5,383.54	5,936.01
Total non-current liabilities		**16,881.66**	**19,022.94**
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	19	9,395.83	8,431.03
(ii) Lease liabilities	20	245.52	223.69
(iii) Trade payables	21 (a)		
(1) total outstanding dues of micro enterprises and small enterprises		911.88	953.46
(2) total outstanding dues of creditors other than microenterprises and small enterprises		764.66	990.45
(iv) Other financial liabilities	21 (b)	2,941.85	2,830.71
(b) Other current liabilities	23	4,447.68	2,914.46
(c) Provisions	22	29.51	33.85
(d) Current tax liabilities (net)	24	406.32	436.95
Total current liabilities		**19,143.25**	**16,814.60**
Total Liabilities		**36,024.91**	**35,837.54**
Total Equity and Liabilities		**77,534.59**	**85,457.31**
Notes forming part of the standalone financial statements	**1-64**		

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: 30 May 2022

For and on behalf of the board

Ritesh Handa
Director
DIN: 02725365

Nanette D'sa
Director
DIN: 05261531

Anish Shah
Chief Financial Officer

Anil Gupta
Company Secretary

Standalone Statement of Profit and Loss

for the year ended 31 March 2022

(₹ in Lakhs)

	Note	31 March 2022	31 March 2021
Income			
Revenue from operations	25	10,400.38	9,031.07
Other Income	26	3,415.07	3,000.55
Total Income		**13,815.45**	**12,031.62**
Expenses			
Operational cost	27	2,413.52	1,820.64
Employee benefits expense	28	2,095.05	2,483.94
Finance costs	29	2,423.10	2,585.70
Depreciation and amortisation expense	30	541.41	771.62
Other expenses	31	2,525.30	2,086.15
Total Expenses		**9,998.38**	**9,748.05**
Profit before tax before exceptional items		**3,817.07**	**2,283.57**
Less : Exceptional item	43	11,000.00	-
Profit / (loss) before tax after exceptional items		**(7,182.93)**	**2,283.57**
Less : Tax expense			
Current tax	32	919.28	771.57
Deferred tax charge / (credit)		100.21	(146.50)
Total Tax Expense		**1,019.49**	**625.07**
Profit/(loss) for the year	(A)	**(8,202.42)**	**1,658.50**
Other comprehensive income / (loss)			
Items that will not be reclassified to profit or loss			
- Remeasurement gain/(loss) on defined benefit plan		50.83	28.14
Income tax effect on above		(12.79)	(7.08)
Other comprehensive income for the year	(B)	**38.04**	**21.06**
Total comprehensive income / (loss) for the year	**(A+B)**	**(8,164.38)**	**1,679.56**
Earnings per equity share (face value ₹ 1 each)	47		
Basic (in ₹)		(2.52)	0.51
Diluted (in ₹)		(2.52)	0.51

Notes forming part of the standalone financial statements **1-64**

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: 30 May 2022

For and on behalf of the board

Ritesh Handa
Director
DIN: 02725365

Nanette D'sa
Director
DIN: 05261531

Anish Shah
Chief Financial Officer

Anil Gupta
Company Secretary

Standalone Statement of Changes in Equity

for the year ended 31 March 2022

A. Equity share capital	Note	(₹ Lakhs)
Balance as at 01 April 2020	17	3,260.93
Changes in equity share capital	17(a)	-
Balance as at 31 March 2021	**17**	**3,260.93**
Changes in equity share capital	17(a)	-
Balance as at 31 March 2022		**3,260.93**

The Company did not make any changes in Equity Share Capital due to prior period errors.

(₹ in Lakhs)

B. Other equity	Reserves and surplus					Total other equity
	Securities premium	Debenture redemption reserve	Share options outstanding account	General reserves	Retained earnings	
Balance as at 01 April 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 payment expense (net)	-	-	187.16	-	-	187.16
- Transferred to retained earnings on lapse of vested options	-	-	(50.59)	-	50.59	-
Balance as at 31 March 2021	**12,527.01**	**1,421.88**	**713.85**	**13,971.80**	**17,724.30**	**46,358.84**
Loss for the year	-	-	-	-	(8,202.42)	(8,202.42)
Re-measurement gains / (losses) on defined benefit plans (net of tax)	-	-	-	-	38.04	38.04
Total comprehensive income / (loss) for the year	-	-	-	-	(8,164.38)	(8,164.38)
	12,527.01	**1,421.88**	**713.85**	**13,971.80**	**9,559.92**	**38,194.46**
- Share based payment expense (net)	-	-	54.27	-	-	54.27
- Transferred to retained earnings on lapse of vested options	-	-	(63.54)	-	63.54	-
	-	**-**	**(9.27)**	-	**63.54**	**54.27**
Balance as at 31 March 2022	**12,527.01**	**1,421.88**	**704.60**	**13,971.80**	**9,623.46**	**38,248.75**

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 is created out of the profits is for the purpose of redemption of debentures.
3) Share options outstanding account is related to share options granted by the Company to its 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 8881.25 (₹/Lakhs 8881.25) pursuant to the scheme of Amalgamation, sanctioned by the Hon'ble Court of Bombay and shall not be used for the purpose of declaring dividend.
5) Retained earnings represent the accumulated earnings net of losses if any made by the Company over the years.
6) The Company did not make any changes in Other Equity due to prior period errors.

Notes forming part of the standalone financial statements **1-64**

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: 30 May 2022

For and on behalf of the board

Ritesh Handa
Director
DIN: 02725365

Nanette D'sa
Director
DIN: 05261531

Anish Shah
Chief Financial Officer

Anil Gupta
Company Secretary

Standalone Statement of Cash Flows

for the year ended 31 March 2022

(₹ in Lakhs)

	31 March 2022	31 March 2021
A. Cash flow from operating activities		
Net profit/(loss) before tax after exceptional items	(7,182.93)	2,283.57
Adjustments for :		
Depreciation and amortisation expense	541.41	771.62
Liabilities no longer required / excess provision written back	(217.06)	(199.38)
Share based payment expense	54.27	187.16
Loss on sale / discard of property, plant and equipment / intangible assets (net)	107.14	17.03
Interest expense	2,420.52	2,583.30
Allowances for credit losses	256.91	621.69
Gain on derecognition of right-of-use of assets	(96.06)	(35.84)
Amortization of ancillary borrowing costs	-	6.26
Exceptional item (Refer note 43)	11,000.00	-
Unwinding of discount on security deposits / Financial guarantee obligation	(328.42)	(333.66)
Dividend income	(0.01)	(0.01)
Interest income	(2,351.51)	(2,009.66)
Operating profit before working capital changes	**4,204.26**	**3,892.08**
Changes in working capital :		
(Increase) / Decrease in inventories	573.07	704.15
(Increase) / Decrease in trade and other receivables	563.99	(483.20)
Increase / (Decrease) in trade and other payables	1,019.49	(1,946.01)
Cash generated from operations	**6,360.81**	**2,167.02**
Income tax paid (net)	(949.91)	(394.79)
Net cash flow from operating activities (A)	**5,410.90**	**1,772.23**
B. Cash flow from investing activities		
Purchase of property, plant and equipment / intangible assets / capital work-in-progress	(160.95)	(46.27)
Sale of property, plant and equipment / intangible assets	16.13	-
Decrease/(Increase) in other bank balances	(41.74)	(2.81)
Loans given to subsidiary companies	(1,247.76)	(2,090.49)
Receipt of loans given to subsidiary companies	108.50	1,202.84
Loans given to others	(160.00)	-
Loans repaid by others	47.60	-
Dividend received	-	(0.02)
Interest received	2.78	3.12
Net cash flow used in investing activities (B)	**(1,435.44)**	**(933.63)**

Standalone Statement of Cash Flows

for the year ended 31 March 2022

(₹ in Lakhs)

	31 March 2022	31 March 2021
C. Cash flow from financing activities		
Proceeds from non-current borrowings	-	1,470.47
Repayment of non-current borrowings	(1,000.43)	(861.17)
Proceeds from current borrowings	200.00	-
Repayment of current borrowings	(200.00)	-
Payment of lease liabilities (including interest)	(359.74)	(591.02)
Interest paid	(778.60)	(877.35)
Net cash flow used in financing activities (C)	**(2,138.77)**	**(859.07)**
Net cash flow during the year (A+B+C)	1,836.69	(20.47)
Cash and cash equivalents at the beginning of the year	86.85	107.32
Net cash and cash equivalents at the end of the year	**1,923.54**	**86.85**
Add : Balances earmarked	96.41	59.43
Cash and bank balances at the end of the year	**2,019.95**	**146.28**

Notes:

(₹ in Lakhs)

1.	Component of cash and bank balances as follows	31 March 2022	31 March 2021
	Cash and cash equivalents	1,923.54	86.85
	Bank Balances other than cash and cash equivalents	96.41	59.43
	Total	**2,019.95**	**146.28**

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 53

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 53.

5. Previous year's figures have been regrouped/rearranged 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

Place: Mumbai
Date: 30 May 2022

For and on behalf of the board

Ritesh Handa
Director
DIN: 02725365

Nanette D'sa
Director
DIN: 05261531

Anish Shah
Chief Financial Officer

Anil Gupta
Company Secretary

Notes forming part of the Standalone Financial Statements

1 Corporate Information

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

The standalone financial statements of the Company for the year ended 31 March 2022, were authorised for issue by the Board of Directors at their meeting held on 30 May 2022.

2 A Basis of preparation and Other significant accounting policies

a Basis of preparation

i) These standalone financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified under Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as and when amended and other relevant provisions of the Act and rules framed there under and guidelines issued by Securities and Exchange Board of India (SEBI).

These standalone financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies stated out below.

ii) Functional and Presentation currency

These standalone financial statements are presented in Indian Rupees, which is also the Company's functional currency.

All amounts disclosed in the standalone financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III (except per share data), unless otherwise stated. Zero '0.00' denotes amount less than ₹ 500/-.

iii) Current non-current classification

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

b Property, plant and equipment

(i) Freehold land is carried at cost. Other property, plant and equipment acquired are measured on initial recognition at cost. Subsequent to initial recognition, property, plant and equipment are stated at cost net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. The carrying amount of the replaced part accounted for as a separate asset previously is derecognised. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in standalone statement of profit and loss when incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

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

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

Notes forming part of the Standalone Financial Statements

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 lives estimated by the management. The useful life of intangible assets are 3 years.

f Impairment of Property, plant and equipment / intangible assets

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

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

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

g Derecognition of property, plant and equipment / 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 assets ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-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.

Notes forming part of the Standalone Financial Statements

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The 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 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.

Notes forming part of the Standalone Financial Statements

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

I 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.

(A) Financial assets

(1) Subsequent measurement

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

(i) Debt instrument

(a) Amortised cost

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

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

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

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

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

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

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

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

Notes forming part of the Standalone Financial Statements

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.

(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.

Notes forming part of the Standalone Financial Statements

(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.

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.

Notes forming part of the Standalone Financial Statements

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.

Notes forming part of the Standalone Financial Statements

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.

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

Notes forming part of the Standalone Financial Statements

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.

Presentation of current and deferred tax

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

s Impairment of non-financial assets

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

t Earnings per share

Basic earnings per share is computed and disclosed using the weighted average number of equity shares

Notes forming part of the Standalone Financial Statements

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

Notes forming part of the Standalone Financial Statements

reported amounts of assets, liabilities, income and expenses and the accompanying disclosures including disclosure of contingent liabilities. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis, with revisions recognised in the period in which the estimates are revised and in any future periods affected.

a Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that have a low probability of crystallising or are very difficult to quantify reliably, are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not provided for in the standalone financial statements. There can be no assurance regarding the final outcome of these legal proceedings.

b Useful lives and residual values

The Company reviews the useful lives and residual values of property, plant and equipment 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

Notes forming part of the Standalone Financial Statements

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

2 C Recent Indian Accounting Standards (Ind AS)

New standards adopted

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 23 March 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, as below.

IndAS 16–Property Plant and equipment

The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the standalone financial statement of profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The effective date for adoption of this amendment is annual periods beginning on or after 1 April 2022. The Company has evaluated the amendment and there is no impact on its standalone financial statements.

IndAS 37–Provisions, Contingent Liabilities and Contingent Assets

The amendment specifies that the cost of fulfilling a contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labor, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after 1 April 2022, although early adoption is permitted. The Company has evaluated the amendment and there is no impact on its standalone financial statements.

Notes forming part of the Standalone Financial Statements

3 Property, plant and equipment

(₹ in Lakhs)

Description of Assets	Furniture and Fixtures	Vehicles	Office Equipment	Computers	Leasehold Improvements	Total
I. Gross carrying amount as at 01 April 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**
Additions during the year	2.46	-	1.42	33.06	62.13	99.07
Disposals during the year	9.52	-	108.23	1.89	135.92	255.56
Balance as at 31 March 2022	**44.84**	**21.57**	**272.61**	**238.04**	**200.41**	**777.47**
Accumulated depreciation						
II. Depreciation 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**
Depreciation charge for the year	4.13	2.70	59.22	34.72	54.94	155.71
Disposals during the year	2.83	-	61.54	1.59	66.34	132.30
upto 31 March 2022	**21.88**	**8.88**	**188.60**	**193.38**	**118.57**	**531.31**
Net carrying value						
Balance as at 31 March 2022	22.96	12.69	84.01	44.66	81.84	**246.16**
Balance as at 31 March 2021	31.32	15.39	188.50	46.62	144.23	**426.06**

(₹ in Lakhs)

Net carrying value	31 March 2022	31 March 2021
Property, plant and equipment	246.16	426.06

Notes :-

(i) The amount of contractual commitment for the acquisition of property, plant and equipment is disclosed in note 36.

(ii) For details of property, plant and equipment pledged as security, Refer note 52

(iii) There are no property, plant and equipment acquired through business combination during the year

(iv) There are no property, plant and equipment revalued during the year

(v) There are no impairment losses or reversal of such loss during the year

Notes forming part of the Standalone Financial Statements

4 Right-of-use assets

(₹ in Lakhs)

Description of Assets	Leased Premises	Total
I. Gross carrying amount as at 01 April 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**
Additions during the year	247.42	**247.42**
Disposals during the year	1,369.21	**1,369.21**
Balance as at 31 March 2022	**1,079.75**	**1,079.75**
II. Amortization 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**
Amortisation for the year	311.37	**311.37**
Disposals during the year	708.86	**708.86**
upto 31 March 2022	**587.93**	**587.93**
Net carrying value		
Balance as at 31 March 2022	491.82	**491.82**
Balance as at 31 March 2021	1,216.12	**1,216.12**

(₹ in Lakhs)

Net carrying value	31 March 2022	31 March 2021
Right-of-use assets	491.82	1,216.12

5 Investment property

(₹ in Lakhs)

Description of Assets	Freehold Land #	Total
I. Gross carrying amount as at 01 April 2020	**5.85**	**5.85**
Additions during the year	-	-
Disposals during the year	-	-
Balance as at 31 March 2021	**5.85**	**5.85**
Additions during the year	-	-
Disposals during the year	-	-
Balance as at 31 March 2022	**5.85**	**5.85**
II. Depreciation upto 31 March 2020		
Depreciation charge for the year	-	-
Disposals during the year	-	-
upto 31 March 2021	**-**	**-**
Depreciation charge for the year	-	-
Disposals during the year	-	-
upto 31 March 2022	**-**	**-**
Net carrying value		
Balance as at 31 March 2022	5.85	**5.85**
Balance as at 31 March 2021	5.85	**5.85**

Notes forming part of the Standalone Financial Statements

5 Investment property (Contd.)

(₹ in Lakhs)

Fair value *	31 March 2022	31 March 2021
As at 31 March 2022	13.53	13.53
As at 31 March 2021	12.85	12.85

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

6 Intangible assets

(₹ in Lakhs)

Description of Assets	Content Development	Software	Total
I. Gross carrying amount as at 01 April 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**
Additions during the year	80.16	12.04	**92.20**
Disposals during the year	-	-	-
Balance as at 31 March 2022	**1,025.42**	**179.60**	**1,205.02**
II. Amortization 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**
Amortisation for the year	50.92	23.41	**74.33**
Disposals during the year	-	-	-
upto 31 March 2022	**907.29**	**165.85**	**1,073.14**
Net carrying value			
Balance as at 31 March 2022	118.13	13.75	**131.88**
Balance as at 31 March 2021	88.89	25.12	**114.01**

Details of Intangible Assets under Development

(₹ in Lakhs)

	31 March 2022	31 March 2021
Opening balance	12.20	12.61
Add : Addition during the year	-	-
Less : Capitalized during the year	12.20	0.41
Closing balance	**-**	**12.20**

Notes forming part of the Standalone Financial Statements

6 Intangible assets

There are no intangible assets under development as on 31 March 2022.

Intangible assets under development ageing schedule for balance as at 31 March 2021

(₹ in Lakhs)

Intangible assets under development	Amount in Intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	11.79	0.41	-	12.20

(₹ in Lakhs)

Net carrying value	31 March 2022	31 March 2021
Intangible Assets	131.88	114.01
Intangible Assets under Development	-	12.20

For details of intangible assets and intangible assets under development pledged as security, Refer note 52.

7 Non-current investments

(₹ in Lakhs)

	31 March 2022	31 March 2021
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 (1,000) Equity shares of ₹ 10/- each of Academia Edificio Private Limited	0.10	0.10
1,000 (1,000) 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 note 2 below)	11,330.73	11,329.71
Others - In wholly owned subsidiaries		
Fair value of financial guarantee issued	860.67	860.67
Total	**50,604.82**	**50,603.80**

(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.

(₹ in Lakhs)

	31 March 2022	31 March 2021
Aggregate amount of unquoted Investments	50,604.82	50,603.80

Notes forming part of the Standalone Financial Statements

8 Loans

(₹ in Lakhs)

	Non-Current	
	31 March 2022	31 March 2021
Unsecured and considered good		
- Related parties (Refer note 50)	10,615.37	18,373.53
- Others	216.30	93.59
(A)	10,831.67	18,467.12
Unsecured and considered doubtful		
- Loan to related party (Refer note 50)	11,000.00	-
- Less: Allowances for doubtful loan (Refer note 43)	(11,000.00)	-
(B)	-	-
Total (A+B)	**10,831.67**	**18,467.12**

9 Other financial assets

(₹ in Lakhs)

	Non-Current		Current	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Deposit with banks having maturity period of more than twelve months (Refer note 16 (b))	3.48	4.65	-	-
Advances and deposits - unsecured and considered good				
- to related parties (Refer note 50)	-	-	-	105.26
- to others	69.25	167.66	89.42	38.31
Premium accrued on redeemable Preference shares of wholly owned subsidiary (Refer note 50)	-	-	1,143.00	1,003.00
Claims receivable	-	-	-	0.67
Dividend receivable - wholly owned subsidiary	-	-	0.01	0.01
Total	**72.73**	**172.31**	**1,232.43**	**1,147.25**

10 Deferred tax assets

The components of deferred tax balances are as under:

(₹ in Lakhs)

	31 March 2022	31 March 2021
Deferred tax assets		
Employee benefits obligation	44.51	56.78
Depreciation and amortization	233.34	213.05
Allowances for credit losses	182.88	322.60
Disallowances under section 40(a) of the Income Tax Act, 1961	51.89	12.44
Difference in Right-of-use assets and lease liabilities	17.38	38.12
Deferred tax assets	**530.00**	**642.99**

Notes forming part of the Standalone Financial Statements

11 Non-current tax assets (net)

(₹ in Lakhs)

	31 March 2022	31 March 2021
Balances with government authorities		
- Direct taxes (net of provisions for taxes)	5.43	5.43
Total	**5.43**	**5.43**

12 Other assets

(₹ in Lakhs)

	Non-Current		Current	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Capital advances (unsecured)				
- Considered good	-	12.22	-	-
- Credit impaired	33.71	33.71	-	-
	33.71	**45.93**	-	-
Less: Allowances for doubtful advances	(33.71)	(33.71)	-	-
	-	**12.22**	-	-
Other advances (unsecured)				
- Considered good	-	-	71.74	102.16
Prepaid expenses	-	-	33.50	43.54
Balance with government authorities				
- Advance indirect taxes	116.74	99.30	24.00	24.00
Total	**116.74**	**111.52**	**129.24**	**169.70**

13 Inventories

(₹ in Lakhs)

	31 March 2022	31 March 2021
Educational goods and equipment (Refer note (a) below)	492.72	1,065.78
(includes Goods In Transit ₹/lakhs 155.14 (₹/lakhs 115.68)		
Total	**492.72**	**1,065.78**

a. Inventories were written down to net realisable value by ₹/lakhs ₹ 507.68 (₹/lakhs 507.68)

b. For details of inventories being pledged as security, Refer note 52.

14 Current investments

(₹ in Lakhs)

	31 March 2022	31 March 2021
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**

Notes forming part of the Standalone Financial Statements

14 Current investments (Contd.)

(₹ in Lakhs)

	31 March 2022	31 March 2021
Aggregate amount of unquoted Investments	9,572.00	9,572.00

* 0.1% Non-Convertible Non-Cumulative Redeemable Preference Shares are redeemable anytime at the request of the investor on or before 31 March 2022 at a premium of ₹ 10,705 per share. However, during the current year the Board of Directors in its meeting held on 04 February 2022 extended the tenure of the above preference shares by another five years and accordingly these preference shares are now redeemable at the request of the investor on or before 31 March 2027 at a premium of ₹ 11,405 per share. In case of early redemption the premium will be decided by mutual consent on the date of redemption.

15 Trade receivables (Unsecured)

(₹ in Lakhs)

	31 March 2022	31 March 2021
Considered good		
- Related parties (Refer note 50)	511.29	506.25
- Others	464.93	1,072.64
Which have significant increase in credit risk	403.82	172.08
Credit impaired	397.73	1,109.72
	1,777.77	2,860.69
Less : Allowances for significant increase in credit risk	(328.89)	(172.08)
Less : Allowances for credit impaired receivables	(397.73)	(1,109.72)
Total	**1,051.15**	**1,578.89**

Trade receivables are non-interest bearing and the credit period extended to them is 0-180 days.

The Company's exposure to credit risk related to trade receivables is disclosed in note 51.

Trade receivables ageing as at 31 March 2022

(₹ in Lakhs)

	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	400.83	70.94	347.39	132.04	-	951.20
(ii) Undisputed Trade receivables – which have significant increase in credit risk	333.39	24.71	35.40	10.32	-	403.82
(iii) Undisputed Trade receivables – credit impaired	-	-	-	-	-	-
Total Undisputed Trade Receivables (A)	734.22	95.65	382.79	142.36	-	1,355.02
(iv) Disputed Trade receivables–considered good	19.18	5.84	-	-	-	25.02
(v) Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade receivables – credit impaired	-	-	41.14	324.65	31.94	397.73
Total Disputed Trade Receivables (B)	19.18	5.84	41.14	324.65	31.94	422.75
Total Trade Receivables (A+B)	753.40	101.49	423.93	467.01	31.94	1,777.77
Less : Allowances for significant increase in credit risk	258.46	24.71	35.40	10.32	-	328.89
Less : Allowances for credit impaired receivables	-	-	41.14	324.65	31.94	397.73
Total	494.94	76.78	347.39	132.04	-	1,051.15

Notes forming part of the Standalone Financial Statements

15 Trade receivables (Unsecured) (Contd.)

Trade receivables ageing as at 31 March 2021

(₹ in Lakhs)

	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	1,022.99	400.00	83.48	72.42	-	**1,578.89**
(ii) Undisputed Trade receivables – which have significant increase in credit risk	-	-	42.71	129.37	-	**172.08**
(iii) Undisputed Trade receivables – credit impaired	-	-	662.28	257.34	159.47	**1,079.09**
Total undisputed trade receivables (A)	**1,022.99**	**400.00**	**788.47**	**459.13**	**159.47**	**2,830.06**
(iv) Disputed Trade receivables–considered good	-	-	-	-	-	**-**
(v) Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	**-**
(vi) Disputed Trade receivables – credit impaired	-	-	16.00	14.63	-	**30.63**
Total disputed trade receivables (B)	**-**	**-**	**16.00**	**14.63**	**-**	**30.63**
Total Trade Receivables (A+B)	**1,022.99**	**400.00**	**804.47**	**473.76**	**159.47**	**2,860.69**
Less : Allowances for significant increase in credit risk	-	-	42.71	129.37	-	**172.08**
Less : Allowances for credit impaired receivables	-	-	678.28	271.97	159.47	**1,109.72**
Total	**1,022.99**	**400.00**	**83.48**	**72.42**	**-**	**1,578.89**

16 Cash and bank balances

(₹ in Lakhs)

	31 March 2022	31 March 2021
a. Cash and cash equivalents		
Balances with banks in Current accounts	1,923.54	83.82
Cash on hand	-	3.03
Total (A)	**1,923.54**	**86.85**
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 #	72.99	36.01
- In deposits with banks having maturity period of more than twelve months #	3.48	4.65
	99.89	**64.08**
Disclosed under "Other non-current financial assets" (Refer note 9)	(3.48)	(4.65)
Total (B)	**96.41**	**59.43**
Total (A+B)	**2,019.95**	**146.28**

@ The company can utilise these balances only towards settlement of unclaimed dividend.

Pledged/Lien for Term Loan/Overdraft ₹/lakhs 12.75 (Nil), Lien for Government authorities ₹/lakhs 0.74 (₹/lakhs 0.69), Lien for others ₹/lakhs 62.98 (₹/lakhs 39.97)

Notes forming part of the Standalone Financial Statements

17 Equity share capital

(₹ in Lakhs)

	31 March 2022	31 March 2021
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 2022		31 March 2021	
	Number of equity shares	₹ Lakhs	Number of equity shares	₹ Lakhs
At the beginning of the year	326,092,725	3,260.93	326,092,725	3,260.93
Add : Issued during the year	-	-	-	-
Outstanding at the end of the year	**326,092,725**	**3,260.93**	**326,092,725**	**3,260.93**

b) Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 1 each. The Company declares and pays dividend in Indian Rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) The Company has not issued any bonus shares or shares issued for consideration other than cash or bought back equity shares during the five years preceding 31 March 2022.

d) Details of Equity Shareholders holding more than 5 % of the aggregate Equity shares

Name of the Shareholders	31 March 2022		31 March 2021	
	Number of equity shares	% Share-holding	Number of equity shares	% Share-holding
Essel Holdings Limited	28,874,238	8.85%	28,874,238	8.85%
Moon Capital Trading Pte. Limited	20,955,327	6.43%	20,955,327	6.43%
Rattanindia Finance Private Limited	20,950,000	6.42%	20,950,000	6.42%
Jayneer Infrapower & Multiventures Private Limited	16,900,000	5.18%	19,404,227	5.95%
Asian Satellite Broadcast Private Limited	14,898,250	4.57%	24,888,250	7.63%
Polus Global Fund	-	-	20,400,000	6.26%
Indusind Bank Limited	-	-	17,370,000	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.

Notes forming part of the Standalone Financial Statements

17 Equity share capital (Contd.)

e) Shares held by promoters at the end of the year

Sr. No.	Promoter name	31 March 2022		31 March 2021		% Change during the year*
		Number of equity shares	% Share-holding	Number of equity shares	% Share-holding	
1	Essel Holdings Limited	28,874,238	8.85%	28,874,238	8.85%	0.00%
2	Jayneer Infrapower & Multiventures Private Limited	16,900,000	5.18%	19,404,227	5.95%	-0.77%
3	Asian Satellite Broadcast Private Limited	14,898,250	4.57%	24,888,250	7.63%	-3.06%
4	Jayneer Enterprises Llp	40,000	0.01%	40,000	0.01%	0.00%
5	Essel Media Ventures Private Limited	11,036	0.003%	12,121,036	3.72%	-3.71%
6	Sprit Infrapower & Multiventures Private Limited	3,864	0.001%	3,864	0.001%	0.00%
	Total	**60,727,388**	**18.62%**	**85,331,615**	**26.17%**	**-7.55%**

* percentage change shall be computed with respect to the number at the beginning of the year or if issued during the year for the first time then with respect to the date of issue.

f) Employees Stock Option Scheme (ESOP)

The 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 Based Employee Benefits) Regulations 2014. The said Scheme is administered by the Nomination and Remuneration Committee of the Board.

g) Summary of options granted under the Scheme

	31 March 2022		31 March 2021	
	Average exercise price per share option ₹	Number of options	Average exercise price per share option ₹	Number of options
Opening balance	14.10	7,229,193	22.29	7,667,696
Granted during the year	14.85	150,000	14.10	150,000
Exercised during the year	-	-	-	-
Forfeited during the year	14.10	683,732	14.10	588,503
Closing balance		**6,695,461**		**7,229,193**
Vested and exercisable		6,042,795		3,553,047

Notes forming part of the Standalone Financial Statements

17 Equity share capital (Contd.)

h) Expiry date and exercise prices of the share options outstanding at the end of the year:

Grant Number	Grant date	Expiry date	Exercise price ₹	Revised Expiry date (Refer note i)	Revised Exercise price (Refer note i) ₹	Share options	
						31 March 2022	31 March 2021
3rd Grant	09 Oct 2013	09 Oct 2020	20.85	30/Dec/2024	14.10	6,026	6,026
5th Grant	29 Sep 2014	29 Sep 2021	35.25	30/Dec/2024	14.10	72,325	96,075
6th Grant	28 Oct 2015	28 Oct 2022	31.80	30/Dec/2024	14.10	2,152,490	2,152,490
8th Grant	30 Sep 2016	30 Sep 2023	34.15	30/Dec/2024	14.10	704,684	832,884
10th Grant	19 Feb 2018	19 Feb 2025	42.20	19/Feb/2025	14.10	398,705	547,774
12th Grant	22 Oct 2019	22 Oct 2026	18.70	22/Oct/2026	14.10	3,151,231	3,483,944
13th Grant	24 Apr 2020	24 Apr 2027	14.10	24/Apr/2027	14.10	60,000	110,000
14th Grant	14 June2021	14 June 2028	14.85	14/Jun/2028	14.85	150,000	-
Total						**6,695,461**	**7,229,193**
Weighted average remaining contractual life of options outstanding at end of period (in years)						3.71	4.67

i) During the previous 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 ₹ 1/- (Rupee one) each upon payment of the Exercise price ranging from ₹ 18.70 to ₹ 42.20 per option, as above to ₹ 14.10 per option w.e.f 24 April 2020, and as a consequence thereof and as connected therewith, extend the exercise period by four years from the date of shareholders approval in Annual General Meeting held on 30 December 2020.

j) The fair value of each option granted is estimated on the date of grant using the black scholes model with the following assumptions

Scheme	3rd Grant	5th Grant	6th Grant	8th Grant
Grant date	09/Oct/2013	29/Sep/2014	28/Oct/2015	30/Sep/2016
Weighted average fair value of options granted ₹	7.98	13.30	3.03	4.80
Revised Exercise price (Refer note i above) ₹	14.10	14.10	14.10	14.10
Share price at the grant date ₹	22.25	35.30	32.15	35.20
Expected volatility	36.90%	38.82%	38.87%	35.81%
Risk free interest rate	7.01%	7.15%	7.21%	6.38%
Dividend yield	0.00%	0.00%	0.00%	0.00%
Expected life of the options (years)	1.72	2.25	2.79	2.75

Scheme	10th Grant	12th Grant	13th Grant	14th Grant
Grant date	19/Feb/2018	22/Oct/2019	24/Apr/2020	14/Jun/2021
Weighted average fair value of options granted ₹	15.15	10.05	8.10	6.63
Revised Exercise price (Refer note i above) ₹	14.10	14.10	14.10	14.85
Share price at the grant date ₹	42.75	17.80	14.65	15.45
Expected volatility	35.05%	79.00%	68.00%	31.99%
Risk free interest rate	7.04%	6.30%	4.58%	6.06%
Dividend yield	0.00%	0.00%	0.00%	0.00%
Expected life of the options (years)	3.40	3.72	3.78	5.88

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

Notes forming part of the Standalone Financial Statements

17 Equity share capital (Contd.)

k) Expense arising from share based payments transactions

(₹ in Lakhs)

	31-Mar-22	31-Mar-21
Gross expense / (reversal) arising from share based payments	54.27	187.16
Less: Options granted/(forfeited) to/(from) employees of subsidiaries recognised as deemed investment in subsidiaries	-	-
Employee share based payment expense /(reversal) recognised in statement of profit and loss (Refer note 28)	**54.27**	**187.16**

Notes:

(i) The weighted average share price at the date of exercise of options exercised during the year ended 31 March 2022 was ₹ 21.18 (₹ 29.23).

18 Other equity

(₹ in Lakhs)

	31 March 2022	31 March 2021
Reserves and surplus		
Securities premium		
As per last Balance sheet	12,527.01	12,527.01
Debenture redemption reserve		
As per last Balance sheet	1,421.88	1,421.88
Share option outstanding account		
As per last Balance Sheet	713.85	577.28
Add: Share based payment expense (net)	54.27	187.16
Less : Transferred to retained earnings on lapse of vested options	(63.54)	(50.59)
	704.60	**713.85**
General reserve		
As per last Balance Sheet	13,971.80	13,971.80
Retained earnings		
Opening balance	17,724.30	15,994.15
Add : Profit / (loss) for the year	(8,202.42)	1,658.50
Add : Transferred from share options outstanding account on lapse of vested options	63.54	50.59
Re-measurement gains on defined benefit plans (net of tax)	38.04	21.06
	9,623.46	**17,724.30**
Total	**38,248.75**	**46,358.84**

Notes forming part of the Standalone Financial Statements

19 Borrowings

(₹ in Lakhs)

	Non-Current		Current	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Debentures (Refer note (i) below) - Secured	-	1,780.44	3,369.38	2,592.16
Intercorporate deposits - Unsecured (Refer note (ii) below) [(Including interest ₹/lakhs 1,048.12 (₹/lakhs 901.08)]	10,323.72	9,276.02	-	-
Total (A)	**10,323.72**	**11,056.46**	**3,369.38**	**2,592.16**
b. Others - Secured				
Term loan from				
- Banks (Refer note (iii) below)	-	-	1,556.28	1,472.47
- Financial institution (Refer note (v) below)	-	8.07	8.06	4.66
Bank overdraft facilities (Refer note (iv) below)	-	-	4,462.11	4,361.74
Total (B)	**-**	**8.07**	**6,026.45**	**5,838.87**
Total (A+B)	**10,323.72**	**11,064.53**	**9,395.83**	**8,431.03**

For transactions relating to related party, Refer note 50.

(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 3,369.38 (₹/lakhs 4,372.60) [including interest of ₹/lakhs 18.28 (₹/lakhs 21.49), 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. During the year, the terms of NCDs were revised again and accordingly are now redeemable till 13 March 2023. The NCDs are secured by first pari passu charge on all the fixed and current assets, all the rights, titles and interest to provide security cover of 1.1 times on outstanding amount.

(ii) Intercorporate deposits - Unsecured

The Company had taken Intercorporate deposit (ICD) from Asian Satellite Broadcast Private Limited (ASBPL) and the outstanding ICD as at 01 April 2021 was ₹/lakhs 8,537.16. During the year, an assignment agreement was entered between ASBPL (the "Assignor") and Digital Subscriber Management Consultancy Services Private Limited (DSMCSPL) (the "Assignee") wherein the assignor assigned the said amount outstanding as at 01 April 2021 to the assignee and accordingly the Company is discharged from its liabilities to the extent of the said amount payable to the assignor. The ICD carries interest @ 12.5% p.a. and is repayable on or before 04 April 2024.

(iii) Term loan from Development Credit Bank (DCB) of ₹/lakhs 1,556.28 (₹/lakhs 1,472.47) [including interest of ₹/lakhs 156.28 (₹/lakhs 72.47) 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. 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, however the company defaulted in repayment of all three installments and not paid till 31 March 2022.

(iv) Overdraft facilities from Yes bank and Development Credit Bank (DCB) of ₹/lakhs 4,462.11 (₹/lakhs 4,361.74) is secured by way of first pari passu charge on all the movable assets (including current assets, loans and advances) of the Company and cross collateralization of pledge of shares given for term loan. The loan carries interest rates ranges from 10.20% to 12%.

Notes forming part of the Standalone Financial Statements

19 Borrowings (Contd.)

(v) Vehicle loan from Kotak Mahindra Prime Limited ₹/lakhs 8.06 (₹/lakhs 12.73) is secured against hypothecation of respective vehicle. The rate of interest is 8.92% p.a and repayable upto 05 February 2023.

(vi) Satisfaction of charge is yet to be registered with Registrar of Companies (ROC) in respect of loan of ₹/lakhs 1,000.00 (₹/lakhs 1,000.00) sanctioned by Yes Bank Limited. Charge of this loan is not satisfied with ROC as the Company has not received No Objection Certificate from Yes Bank Limited.

(vii) The Company is not required to submit quarterly returns or statements of current assets to banks.

(viii) Details of continuing defaults as at 31 March 2022

a

Lender	Principal			Remarks
	(₹ in Lakhs)	Due Date	Delay Days	
Development Credit Bank - Term loan	490.82	31/Jul/2021	243	Unpaid
Development Credit Bank - Term loan	490.82	31/Aug/2021	212	Unpaid
Development Credit Bank - Term loan	490.82	30/Sep/2021	182	Unpaid

b

Lender	Interest			Remarks
	(₹ in Lakhs)	Due Date	Delay Days	
Development Credit Bank - Term loan	17.07	30/Nov/2021	121	Unpaid
Development Credit Bank - Term loan	16.89	31/Dec/2021	90	Unpaid
Development Credit Bank - Term loan	16.85	31/Jan/2022	59	Unpaid
Development Credit Bank - Term loan	15.91	28/Feb/2022	31	Unpaid
Development Credit Bank - Term loan	17.10	31/Mar/2022	0	Unpaid
Development Credit Bank - Overdraft	15.45	30/Sep/2021	182	Unpaid
Development Credit Bank - Overdraft	15.51	31/Oct/2021	151	Unpaid
Development Credit Bank - Overdraft	18.67	30/Nov/2021	121	Unpaid
Development Credit Bank - Overdraft	22.20	31/Dec/2021	90	Unpaid
Development Credit Bank - Overdraft	22.49	31/Jan/2022	59	Unpaid
Development Credit Bank - Overdraft	21.11	28/Feb/2022	31	Unpaid
Development Credit Bank - Overdraft	23.00	31/Mar/2022	0	Unpaid

c Details of delays (other than continuing default) in repayments

Lender	Principal		
	(₹ in Lakhs)	Due Date	Delay Days
Zee Entertainment Enterprises Limited - NCD	50.00	13/Feb/2022	10
Zee Entertainment Enterprises Limited - NCD	50.00	13/Feb/2022	15
Zee Entertainment Enterprises Limited - NCD	50.00	13/Feb/2022	30
Zee Entertainment Enterprises Limited - NCD	50.00	13/Feb/2022	38
Zee Entertainment Enterprises Limited - NCD	100.00	13/Mar/2022	12
Zee Entertainment Enterprises Limited - NCD	100.00	13/Mar/2022	15

Notes forming part of the Standalone Financial Statements

19 Borrowings (Contd.)

d Details of delays (other than continuing default) in repayments

Lender	Interest		
	(₹ in Lakhs)	Due Date	Delay Days
Development Credit Bank - Term loan	11.99	31/Jul/2021	13
Development Credit Bank - Term loan	12.74	31-Aug-2021	44
Development Credit Bank - Overdraft	15.34	31/Aug/2021	44
Zee Entertainment Enterprises Limited - NCD	35.32	13/Aug/2021	60
Zee Entertainment Enterprises Limited - NCD	33.62	13/Sep/2021	42
Zee Entertainment Enterprises Limited - NCD	30.88	13/Oct/2021	70
Zee Entertainment Enterprises Limited - NCD	31.91	13/Nov/2021	73
Zee Entertainment Enterprises Limited - NCD	30.88	13/Dec/2021	64
Zee Entertainment Enterprises Limited - NCD	31.91	13/Jan/2022	33
Zee Entertainment Enterprises Limited - NCD	31.91	13/Feb/2022	23

20 Lease liabilities

(₹ in Lakhs)

	Non-Current		Current	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Lease liabilities (Refer note 34)	315.35	1,133.60	245.52	223.69
Total	**315.35**	**1,133.60**	**245.52**	**223.69**

21 Financial liabilities

(₹ in Lakhs)

	Non-Current		Current	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
a. Trade payables				
(1) total outstanding dues of micro enterprises and small enterprises (Refer note 39)	-	-	911.88	953.46
(2) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	764.66	990.45
Total (A)	**-**	**-**	**1,676.54**	**1,943.91**
b. Other financial liabilities				
Deposits received - Customers	10.45	10.45	2.00	2.00
Deposits received - Others	527.14	468.95	-	-
Financial guarantee obligation	174.12	217.64	-	-
Unclaimed dividend payable #	-	-	23.42	23.42
Employee benefits payable	-	-	178.05	231.71
Creditors for capital expenditure				
(1) total outstanding dues of micro enterprises and small enterprises (Refer note 39)	-	-	16.27	24.56
(2) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	47.43	31.72

Notes forming part of the Standalone Financial Statements

21 Financial liabilities (Contd.)

(₹ in Lakhs)

	Non-Current		Current	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Other payables				
(1) total outstanding dues of micro enterprises and small enterprises (Refer note 39)	-	-	51.95	68.99
(2) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	2,622.73	2,448.31
Total (B)	**711.71**	**697.04**	**2,941.85**	**2,830.71**
Total (A+B)	**711.71**	**697.04**	**4,618.39**	**4,774.62**

For transactions relating to related party payables Refer Note 50.

Trade payable and others are non-interest bearing and the credit term for the 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 2022.

The Company's exposure currency and liquidity risk related to trade payable is disclosed in note 51.

Trade payable ageing schedule for outstanding as on 31 March 2022

(₹ in Lakhs)

	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	319.19	246.01	58.59	239.83	48.26	911.88
(ii) Others	72.67	22.88	212.52	448.77	7.82	764.66
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-	-
Total	**391.86**	**268.89**	**271.11**	**688.60**	**56.08**	**1,676.54**

Trade payable ageing schedule for outstanding as on 31 March 2021

(₹ in Lakhs)

	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	121.02	111.19	609.71	103.52	8.02	953.46
(ii) Others	45.41	165.78	654.74	95.45	29.07	990.45
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-	-
Total	**166.43**	**276.97**	**1,264.45**	**198.97**	**37.09**	**1,943.91**

Notes forming part of the Standalone Financial Statements

22 Provisions

(₹ in Lakhs)

	Non-Current		Current	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Provision for employee benefits				
- Gratuity	110.09	139.72	9.92	10.01
- Leave benefits	37.25	52.04	19.59	23.84
Total	**147.34**	**191.76**	**29.51**	**33.85**

23 Other liabilities

(₹ in Lakhs)

	Non-Current		Current	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Contract liabilities (Refer note 42)	-	-	3,721.68	2,471.21
Statutory dues payable	-	-	267.70	276.05
Deferred deposit	5,383.54	5,936.01	458.30	167.20
Total	**5,383.54**	**5,936.01**	**4,447.68**	**2,914.46**

24 Current tax liabilities

(₹ in Lakhs)

	31 March 2022	31 March 2021
Provision for taxation (net of advances)	406.32	436.95
Total	**406.32**	**436.95**

25 Revenue from operations

(₹ in Lakhs)

	31 March 2022	31 March 2021
Services		
- Course fees/Royalty	2,583.77	4,152.22
- Franchisee fees	994.24	618.85
- Others	15.26	4.00
Sales - Educational goods and equipments	6,801.98	4,248.33
Other operating revenue	5.13	7.67
Total	**10,400.38**	**9,031.07**

Notes forming part of the Standalone Financial Statements

26 Other income

(₹ in Lakhs)

	31 March 2022	31 March 2021
Interest income on financial assets at amortised cost		
- on bank deposits	2.74	3.12
- on loans and advances to related parties (Refer note 50)	2,336.20	1,994.93
- on loans and advances to others	11.45	10.49
Interest income others		
- on debentures of related party	1.13	1.13
Dividend income from related party on preference shares (Refer note 50)	0.01	0.01
Premium on redeemable preference shares - related party (Refer note 50)	140.00	140.00
Financial guarantee commission from related parties (Refer note 50)	282.00	282.00
Unwinding of discount of security deposits / Financial guarantee obligation	328.42	333.65
Reversal of provision / liabilities no longer required	217.06	199.38
Gain on derecognition of right-of-use assets	96.06	35.84
Total	**3,415.07**	**3,000.55**

27 Operational cost

(₹ in Lakhs)

	31 March 2022	31 March 2021
a) Educational goods and equipments		
Opening - Inventories	1,065.78	1,769.93
Add: Purchases	1,518.61	784.58
Less: Closing - Inventories (Refer note 13)	(492.72)	(1,065.78)
Total (A)	**2,091.67**	**1,488.73**
b) Other educational operating expenses		
- Electricity	11.46	23.01
- Manpower cost and other professional fees	205.45	283.47
- Others	104.94	25.43
Total (B)	**321.85**	**331.91**
Total (A) + (B)	**2,413.52**	**1,820.64**

28 Employee benefits expense

(₹ in Lakhs)

	31 March 2022	31 March 2021
Salaries and allowances	1,752.98	2,018.60
Share based payment expense (Refer note 17 (k))	54.27	187.16
Contribution to provident and other funds	139.35	163.31
Staff welfare expenses	148.45	114.87
Total	**2,095.05**	**2,483.94**

Notes forming part of the Standalone Financial Statements

29 Finance costs

(₹ in Lakhs)

	31 March 2022	31 March 2021
Interest expenses on -		
- Borrowings	2,174.06	2,105.89
- Defined benefit obligation (Refer note 48)	8.73	9.06
- Leases	72.31	145.44
- Others	107.22	187.47
Unwinding of discount on interest free deposits	58.20	135.44
Other financial charges	2.58	2.40
Total	**2,423.10**	**2,585.70**

30 Depreciation and amortisation expense

(₹ in Lakhs)

	31 March 2022	31 March 2021
Depreciation on property, plant and equipment	155.71	196.09
Amortisation of right-of-use assets	311.37	499.58
Amortisation of intangible assets	74.33	75.95
Total	**541.41**	**771.62**

31 Other expenses

(₹ in Lakhs)

		31 March 2022	31 March 2021
Rent		78.93	101.10
Repairs and maintenance - others		152.80	92.37
Insurance		31.77	31.50
Rates and taxes		21.60	33.28
Electricity and water charges		9.91	33.07
Communication expenses		88.67	67.97
Printing and stationery		43.77	34.39
Travelling and conveyance expenses		322.94	105.25
Legal and professional charges		288.97	269.37
Payment to auditors (Refer note 38)		20.15	20.67
Freight and packing charges		538.57	556.65
Directors sitting fees		6.80	6.10
Loss on sale / discard of property, plant and equipment (net)		107.14	17.03
Allowances for credit losses written back	812.09		
Less : Bad debts written off	(812.09)	-	-
Allowances for credit losses		256.91	621.69
Marketing, advertisement and publicity expenses		242.47	25.21
Corporate social responsibility expenditure (Refer note 44)		293.15	55.37
Miscellaneous expenses		20.75	15.13
Total		**2,525.30**	**2,086.15**

Notes forming part of the Standalone Financial Statements

32 Tax expense

a) The major components of income tax for the year are as under:

(₹ in Lakhs)

	31 March 2022	31 March 2021
Income tax related to items recognised directly in the standalone statement of profit and loss		
Current tax - current year	879.56	771.57
- earlier years	39.72	-
Deferred tax charge / (credit)	100.21	(146.50)
Total	**1,019.49**	**625.07**

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 2022 and 31 March 2021 is as follows:

(₹ in Lakhs)

	31 March 2022	31 March 2021
Profit before tax after exceptional items	(7,182.93)	2,283.57
Income tax rate of 25.17% (25.17%)	(1,807.80)	574.73
Tax effect on non-deductible expenses	3,021.59	325.91
Additional allowances for tax purposes	(334.23)	(129.07)
Other temporary difference	100.21	(146.50)
Tax of earlier years	39.72	-
Tax expense recognised in the statement of profit and loss	**1,019.49**	**625.07**

c) **Deferred tax recognized in statement of other comprehensive income**

(₹ in Lakhs)

For the year ended	31 March 2022	31 March 2021
Defined benefits obligation	(12.79)	(7.08)

d) The applicable tax rate is the standard effective corporate income tax rate in India. The tax rate is 25.17% (25.17%) for the year ended 31 March 2022.

e) The Company does not have any temporary differences in respect of unutilized tax losses.

f) Deferred tax recognised in standalone statement of profit and loss

(₹ in Lakhs)

For the year ended	31 March 2022	31 March 2021
Defined benefits obligation	(0.49)	(5.59)
Depreciation and amortization	(20.30)	9.84
Provision for expected credit losses	139.73	(153.45)
Difference of Right-of-use assets and lease liabilities	20.74	2.47
Other temporary difference	(39.47)	0.23
Total	**100.21**	**(146.50)**

Notes forming part of the Standalone Financial Statements

32 Tax expense (Contd.)

(₹ in Lakhs)

g)

Reconciliation of deferred tax assets / (liabilities) net:	31 March 2022	31 March 2021
Opening balance	642.99	503.57
Deferred tax (charge)/credit recognised in		
- Statement of profit and loss	(100.21)	146.50
- Recognised in other comprehensive income	(12.79)	(7.08)
Total	**530.00**	**642.99**

33 During the year, one of the subsidiaries viz Digital Ventures Private Limited (DVPL) has defaulted in repayment of loans availed from two Lenders. In this regard, one of the Lenders vide its notice dated 14 February 2022 issued to the Company, has invoked the Corporate Guarantee issued by the Company on behalf of DVPL and called upon the Company to make payment of an amount of ₹/lakhs 9,162 outstanding as at 30 June 2021 with further interest w.e.f. 01 July 2021 as per the terms of sanction letters. The pandemic Covid-19 had caused disruption in the activities especially in the education sector and there were restrictions on carrying out the operations of schools under the brick and mortar model. However, the schools are opening up and students are being enrolled in the schools. Further, DVPL is in discussions with the Lenders and evaluating various options including orderly restructuring of loans, and the Company is of the opinion that an amicable resolution will be achieved at the earliest.

34 Disclosure as per Ind-AS 116 (Leases)

Right of Use Asset (ROU)

(a) ROU asset' comprises leased assets of office/branch premises that do not meet the definition of investment property.

(₹ in Lakhs)

	31 March 2022	31 March 2021
Opening Balance	1,216.12	1,913.55
Additions during the year	247.42	210.08
Amortisation during the year	311.37	499.58
Disposal during the year (net)	660.35	407.93
Closing Balance	491.82	1,216.12

The aggregate amortisation expense on right-of-use asset is included under depreciation and amortisation expense in the standalone statement of profit and loss.

(b) The following is the break-up of current and non-current lease liabilities

(₹ in Lakhs)

	31 March 2022	31 March 2021
Current lease liabilities	245.52	223.69
Non current lease liabilities	315.35	1,133.60
Total	**560.87**	**1,357.29**

Notes forming part of the Standalone Financial Statements

34 Disclosure as per Ind-AS 116 (Leases) (Contd.)

(c) The following is the movement in lease liabilities

(₹ in Lakhs)

	31 March 2022	31 March 2021
Opening Balance	1,357.29	2,036.56
Additions	247.42	210.08
Interest on lease liability	72.31	145.44
Payment of lease liabilities	359.74	591.02
Disposal / Derecognition of lease liability	756.41	443.77
Closing Balance	560.87	1,357.29

(d) Lease liabilities Maturity Analysis

(₹ in Lakhs)

	31 March 2022	31 March 2021
Maturity analysis - contractual undiscounted cash flows		
Less than one year	303.71	841.18
One to five years	697.88	1,169.24
Total undiscounted lease liabilities	**1,001.59**	**2,010.42**

(e) Lease rentals of ₹/lakhs 78.93 (₹/lakhs 101.10) 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) :

(₹ in Lakhs)

		31 March 2022	31 March 2021
a)	Claims against the company not acknowledged as debts (Refer note (i) and (ii) below)	436.79	412.79
b)	Disputed indirect taxes	1,866.74	2,213.62
c)	Corporate guarantee to wholly owned Subsidiary to the extent of loans availed/ outstanding as at 31 March 2021 ₹/lakhs 10,994.49 (Refer note 33)	-	15,000.00
d)	Corporate guarantee to others to the extent of loans availed/outstanding as at 31 March 2021 ₹/lakhs 47,893.86 @ (Refer note 59)	-	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. (Refer note 33 and 59)

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.

Notes forming part of the Standalone Financial Statements

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.

37 Managerial remuneration

Remuneration paid or provided in accordance with Section 197 of the Companies Act, 2013 to Managing Director, included in Note 28 "Employee benefits expense" is as under :

(₹ in Lakhs)

	31 March 2022	31 March 2021
Salary and allowances (Refer a and b below)	97.93	108.64
Total	**97.93**	**108.64**

Notes :

a) Mr. Vikash Kar has resigned from the position of Whole Time Director with effect from 14 June 2021.

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

(₹ in Lakhs)

	31 March 2022	31 March 2021*
Audit fees (including limited review)	17.50	17.50
Tax audit fees	2.50	2.50
Certification and others	0.15	0.67
Total	**20.15**	**20.67**

* includes fees paid 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.

(₹ in Lakhs)

		31 March 2022	31 March 2021
a)	The principal amount remaining unpaid to any supplier at the end of each accounting year	669.59	807.66
b)	The interest due thereon remaining unpaid to any supplier at the end of each accounting year	71.15	132.86
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	-	-

Notes forming part of the Standalone Financial Statements

39 Micro, small and medium enterprises (Contd.)

(₹ in Lakhs)

		31 March 2022	31 March 2021
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	310.51	239.35
f)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

40 I.Disclosures as required by Schedule V (A) (2) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

(a) Loan given to subsidiary company (Loanee)

(₹ in Lakhs)

	Balance as at		Maximum amount outstanding during the year	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Digital Ventures Private Limited (Refer note 43)	21,501.20	18,362.92	21,501.20	18,362.92
Academia Edificio Private Limited	12.42	10.61	12.42	203.11
Liberium Global Resources Private Limited	-	-	-	267.56
MT Educare Limited	101.75	-	101.75	-

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

(₹ in Lakhs)

Name of the party	31 March 2021	Given	Repaid	31 March 2022
Digital Ventures Private Limited (Refer note 43)	18,362.92	3,166.78	28.50	21,501.20
Academia Edificio Private Limited	10.61	1.81	-	12.42
MT Educare Limited	-	181.75	80.00	101.75
Mount Litera Education Foundation	93.59	170.31	47.60	216.30
Total	**18,467.12**	**3,520.65**	**156.10**	**21,831.67**

The loan has been given for general business purpose of the entity and carries interest @12.5% p.a. The above figures include interest accrued.

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. (Contd.)

ii) Investments made

There are no investments made during the year except those mentioned in Note 7 and Note 14.

iii) Corporate guarantees given

(₹ in Lakhs)

	31 March 2022	31 March 2021
To secure obligations of wholly owned Subsidiary (Refer note 33)	-	15,000.00
To secure obligations of various trusts @ (Refer note 59)	-	47,000.00
Total	-	**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 2022.

42 Disclosures as required by Ind AS 115

Revenue consists of following :

(₹ in Lakhs)

	31 March 2022	31 March 2021
Services		
- Course fees/Royalty	2,583.77	4,152.22
- Franchisee fees	994.24	618.85
- Others	15.26	4.00
Sales - Educational goods and equipments	6,801.98	4,248.33
Other operating revenue	5.13	7.67
Total	**10,400.38**	**9,031.07**

Revenue Disaggregation by Industrial Vertical & Geography is as follows :

(₹ in Lakhs)

	31 March 2022	31 March 2021
Revenue by offerings :		
Educational Services / India	10,400.38	9,031.07
Total	**10,400.38**	**9,031.07**

Notes forming part of the Standalone Financial Statements

42 Disclosures as required by Ind AS 115 (Contd.)

Timing of Revenue Recognition :

(₹ in Lakhs)

Revenue by offerings	31 March 2022	31 March 2021
Services transferred at point in time	7,816.61	4,878.85
Services transferred over period in time	2,583.77	4,152.22
Total	**10,400.38**	**9,031.07**

Contract Balances :

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Advances received and unearned revenue (contract liabilities) as at	3,721.68	2,471.21
Trade receivables (net of provisions) as at	1,051.15	1,578.89

Management expect that 100 % of the transaction price allocated to the unsatisfied contracts as of 31 March 2022 ₹/lakhs 3,721.68 will be recognised as revenue till the year ended 31 March 2023.

43 Exceptional item

The Company has investments in its wholly owned subsidiary viz Digital Ventures Private Limited (DVPL) in the form of Equity shares, Convertible Debentures and Preference Shares (including redemption premium) of ₹/lakhs 33,507.40, loan and receivables of ₹/lakhs 21,946.19 aggregating to ₹/lakhs 55,453.59 as at 31 March 2022. During earlier years, the Company had given loan to DVPL to support its business operations. On account of delays in recovery of the same (including interest accrued thereon), the Company during the quarter has provided for ₹/lakhs 11,000 towards impairment loss under the expected credit loss model against the said loan/ receivables and considers the balance amount of ₹/lakhs 10,946.19 as good and recoverable. The impairment loss of ₹/lakhs 11,000 is disclosed as an "Exceptional item" in these standalone financial statements for the year ended 31 March 2022. Further, basis the valuation report issued by an independent agency, the management considers that no impairment is required to the other outstanding investments in DVPL of ₹/lakhs 33,507.40 as at 31 March 2022.

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 129.08 (₹/lakhs 163.15) for the year against which ₹/lakhs 130.00 (₹/lakhs Nil) has been spent on activities specified in Schedule VII of the Companies Act, 2013. During the previous year, the Company had spent ₹/lakhs 55.37 towards CSR activities pertaining to the financial year 2018-19.

Notes forming part of the Standalone Financial Statements

44 Corporate social responsibility (CSR) (Contd.)

(₹ in Lakhs)

		31 March 2022	31 March 2021
(i)	Amount required to be spent by the Company during the year	129.08	163.15
(ii)	Amount of expenditure incurred	130.00	-
(iii)	Shortfall at the end of the year (Refer note below)	-	163.15
(iv)	Total of previous years shortfall (Refer note below)	163.15	-
(v)	Reason for shortfall	Covid 19	Covid 19
(vi)	Nature of CSR activities	Promotion for Education of Children	-
(vii)	Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	NA	NA
(viii)	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately	NA	NA

Note : During the year, the Company has provided ₹/lakhs 163.15 being the unspent CSR amount for the financial year 2020-21 which was required to be transferred to a fund specified in Schedule VII to the Companies Act, 2013, within the period of six months of the expiry of the financial year 2020-21 in compliance with Section 135 (5) of the said act.

45 Segment information

The Company has presented Segment information on the basis of the consolidated financial statements as permitted by Ind AS 108 - Operating Segments.

46 Going Concern

The Covid-19 pandemic has caused an adverse impact on the business operations of the Company and its financial health. The Company and its subsidiary company have received notices from Yes Bank and other lenders for invocation of corporate guarantees. Further Yes Bank Limited has filed petition in National Company Law Tribunal (NCLT) against the Company as corporate guarantor which is pending for admission in the NCLT. These events indicate the existence of material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. However, the management has re-evaluated and concluded that the Company will have sufficient liquidity to continue its operations in an uninterrupted manner, demand for its product portfolio and improvement in projected cash flows through normal operations and timely monetization of assets. In view of above and further based on business potential and the mitigating steps being taken by the Company, these standalone financial statements have been prepared on going concern basis.

47 Earnings per share (EPS)

(₹ in Lakhs)

	31 March 2022	31 March 2021
Profit/(Loss) after Tax (₹/lakhs)	(8,202.42)	1,658.50
Weighted Average number of equity shares for Basic EPS (in numbers)	326,092,725	326,092,725
Weighted Average number of equity shares for Diluted EPS (in numbers)	326,104,402	326,092,725
Face value of equity shares (₹)	1	1
Basic EPS (₹)	(2.52)	0.51
Diluted EPS (₹)	(2.52)	0.51

Notes forming part of the Standalone Financial Statements

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 Statement of Profit and Loss.

B Defined Benefit Plans

The present value of gratuity obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave benefits (non funded) is also recognised using the projected unit credit method.

I. (₹ in Lakhs)

	Expenses recognised during the year	Gratuity (Non Funded)	
		31 March 2022	31 March 2021
1	Current Service Cost	35.55	40.84
2	Interest Cost	8.73	9.06
3	Past Service cost	-	-
	Total Expenses	**44.28**	**49.90**

II. (₹ in Lakhs)

	Amount recognized in other comprehensive income (OCI)	31 March 2022	31 March 2021
1	Opening amount recognized in OCI	(62.24)	(34.10)
2	Remeasurement during the period due to experience adjustments		
	- Changes in financial assumptions	(5.24)	2.85
	- Changes in experience charges	(45.59)	(30.99)
3	Closing amount recognized in OCI	(113.07)	(62.24)

III. (₹ in Lakhs)

	Net Asset / (Liability) recognised in the Balance Sheet as at 31 March	31 March 2022	31 March 2021
1	Present value of defined benefit obligation (DBO)	120.02	149.73
2	Net Asset / (Liability)	(120.02)	(149.73)

IV. (₹ in Lakhs)

	Reconciliation of Net Asset / (Liability) recognised in the Balance Sheet as at	31 March 2022	31 March 2021
1	Net Asset / (Liability) at the beginning of year	(149.73)	(148.77)
2	Expense as per I above	(44.28)	(49.90)
3	Other comprehensive income as per II above	50.83	28.14
4	Benefits paid	23.16	20.80
	Net Asset / (Liability) at the end of the year	**(120.02)**	**(149.73)**

Notes forming part of the Standalone Financial Statements

48 Employee Benefits (Contd.)

V.

(₹ in Lakhs)

	The following payments are expected to defined benefit plan in future years :	31 March 2022	31 March 2021
1	Expected benefits for year 1	9.92	10.01
2	Expected benefits for year 2 to year 5	43.19	53.18
3	Expected benefits beyond year 5	51.37	60.01

VI.

(₹ in Lakhs)

	Actuarial Assumptions	31 March 2022	31 March 2021
1	Discount rate	6.85%	6.32%
2	Expected rate of salary increase	6.00%	6.00%
3	Mortality	IALM (2012-14)	IALM (2012-14)

VII. Sensitivity Analysis

The key actuarial assumptions to which the benefit obligation results are particularly sensitive to are discount rate and future salary escalation rate. The following table summarizes the impact in percentage terms on the reported defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 50 basis points

(₹ in Lakhs)

	Discount Rate	Salary Escalation rate
Impact of increase in 50 bps on DBO	111.08	129.76
Impact of decrease in 50 bps on DBO	130.23	111.33

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 Ratio Disclosure

		31 March 2022	31 March 2021	Variance	Numerator	Denominator
(a)	Current ratio	0.76	0.81	-6.91%	Current assets	Current liabilities
(b)	Debt equity ratio	0.48	0.39	20.91%	Total liabilities	Equity
(c)	Debt service coverage ratio	(0.39)	0.14	-385.83%	Net operating income	Total debt
(d)	Return on equity ratio	-19.76%	3.34%	-691.20%	Net income	Equity
(e)	Inventory turnover ratio	3.10	1.28	141.20%	Cost of goods sold	Average inventory
(f)	Trade receivable turn-over ratio	7.91	5.35	47.97%	Total sales	Average Trade Receivable
(g)	Trade payable turn-over ratio	1.33	1.01	32.57%	Total purchase	Average Trade Payable
(h)	Net capital turnover ratio	0.25	0.18	37.66%	Total sales	Equity
(i)	Net profit ratio	-78.87%	18.36%	-529.45%	Net income	Total sales
(j)	Return on capital employed	-8.15%	7.09%	-214.91%	Earning before interest and taxes	Capital employed

Reasons for variance more than 25%

(a) Current ratio decrease due to increase in current liabilities and current maturities of debts.

(b) Debt equity ratio increased due to increase in debts and also loss incurred by the company during the year.

(c) Debt service coverage ratio decrease/negative during the year, because of Loss after exceptional item during the year due to exceptional item (Refer note 33)

(d) Return on equity ratio decrease/negative during the year, because of Loss after exceptional item during the year.

(e) Inventory turnover ratio improved due to decrease in outstanding inventory during the year and also increase in revenue during the year.

(f) Trade receivables turnover ratio improved due to decrease in outstanding receivables during the year.

(g) Trade payable turnover ratio improved due to decrease in outstanding payables during the year.

(h) Net capital turnover ratio improved due to increase in turnover of company during the year.

(i) Net profit ratio is negative due to exceptional loss during the year (Refer note 33).

(j) Return on capital employed decrease/negative during the year, because of Loss after exceptional items during the year.

Notes forming part of the Standalone Financial Statements

50 Related party transactions

(i) List of parties where control exists

a) Wholly owned subsidiary companies

Digital Ventures Private Limited

Academia Edificio Private Limited

Liberium Global Resources Private Limited

b) Subsidiary company

MT Educare Limited (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)

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. 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) and Whole-Time Director (w.e.f 31 August 2021)

Notes forming part of the Standalone Financial Statements

50 Related party transactions (Contd.)

Mr. Rakesh Agarwal - Chief Financial Officer (Resigned w.e.f. 01 July 2021)

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)

Mr. Anish Shah - Chief Financial Officer (Appointed w.e.f. 18 January 2022)

(iii) Other related parties with whom transactions have taken place during the year and balance outstanding as on the last day of the financial year.

Asian Satellite Broadcast Private Limited, Evenness Business Excellence Services Private Limited, Pan India Network Infravest Private Limited, Essel Infra Projects Private Limited, Digital Subscriber and Management Consultancy Services Private Limited, Creantum Security Solutions Private Limited, Zee Entertainment Enterprises Limited, Diligent Media Corporation Limited, Zee Studios Limited (Formerly Essel Vision Productions Limited), Zee Media Corporation Limited, Essel Corporate LLP, Jay Properties Private Limited.

(₹ in Lakhs)

(A)	Transactions with related parties	31 March 2022	31 March 2021
	Long- term borrowings	-	**1,470.47**
	Subsidiary company		
	Liberium Global Resources Private Limited	-	1,470.47
	Repayment of Long- term borrowings	**0.43**	**756.88**
	Subsidiary company		
	Liberium Global Resources Private Limited	0.43	746.88
	Other related party		
	Asian Satellite Broadcast Private Limited (Refer note 19 (ii))	-	10.00
	Redemption of Non Convertible Debentures	**1,000.00**	**100.00**
	Other related party		
	Zee Entertainment Enterprises Limited (Refer note 19 (i)) *	1,000.00	100.00
	Interest expense	**1,555.86**	**1,289.63**
	Subsidiary company		
	Liberium Global Resources Private Limited	92.31	16.50
	Other related parties		
	Asian Satellite Broadcast Private Limited	-	957.63
	Digital Subscriber Management and Consultancy Services Private Limited (Refer note 19 (ii))	1,067.15	-
	Zee Entertainment Enterprises Limited (Refer note 19 (i)) *	396.40	315.50
	Allowances for doubtful loans	**11,000.00**	**-**
	Subsidiary company		
	Digital Ventures Private Limited	11,000.00	-
	Loans, advances and deposits given	**1,247.76**	**2,090.48**
	Subsidiary company		
	Digital Ventures Private Limited	1,067.20	1,764.64
	Liberium Global Resources Private Limited	-	125.81
	MT Educare Limited	180.00	-

Notes forming part of the Standalone Financial Statements

50 Related party transactions (Contd.)

(₹ in Lakhs)

(A)	Transactions with related parties	31 March 2022	31 March 2021
	Academia Edificio Private Limited	0.56	200.03
	Loans, advances and deposits given repaid	**108.50**	**1,202.84**
	Subsidiary company		
	Digital Ventures Private Limited	28.50	735.28
	Liberium Global Resources Private Limited	-	267.56
	MT Educare Limited	80.00	-
	Academia Edificio Private Limited	-	200.00
	Sales and services	**0.24**	**370.00**
	Subsidiary company		
	Digital Ventures Private Limited	0.24	265.00
	Liberium Global Resources Private Limited	-	75.00
	MT Educare Limited	-	30.00
	Other income	**2,477.34**	**2,136.07**
	Dividend income		
	Subsidiary company		
	Digital Ventures Private Limited	0.01	0.01
	Premium on redeemable preference shares		
	Subsidiary company		
	Digital Ventures Private Limited	140.00	140.00
	Interest on compulsorily convertible debentures		
	Subsidiary company		
	Digital Ventures Private Limited	1.13	1.13
	Interest on intercorporate deposits		
	Subsidiary company		
	Digital Ventures Private Limited	2,332.86	1,987.46
	Academia Edificio Private Limited	1.39	7.47
	MT Educare Limited	1.95	-
	Purchase of Property, plant and equipment and Intangible assets	**80.00**	**60.00**
	Subsidiary company		
	Digital Ventures Private Limited	-	25.00
	MT Educare Limited	20.00	-
	Other related parties		
	Essel Corporate LLP *	60.00	35.00
	Purchase of Services	**361.90**	**358.24**
	Subsidiary company		
	MT Educare Limited	2.00	-
	Liberium Global Resources Private Limited	83.14	85.68
	Other related parties		
	Pan India Network Infravest Private Limited	3.26	12.99
	Digital Subscriber Management and Consultancy Services Private Limited	10.61	8.66
	Essel Infra Projects Private Limited *	-	38.30
	Creantum Security Solutions Private Limited	7.86	5.20
	Zee Entertainment Enterprises Limited *	55.03	104.02
	Zee Media Corporation Limited *	-	20.89
	Essel Corporate LLP *	120.00	75.00

Notes forming part of the Standalone Financial Statements

50 Related party transactions (Contd.)

(₹ in Lakhs)

(A)	Transactions with related parties	31 March 2022	31 March 2021
	Jay Properties Private Limited *	80.00	-
	Evenness Business Excellence Services Private Limited *	-	7.50
	Remuneration	**120.98**	**172.05**
	Key Managerial personnel		
	Mr. Debshankar Mukhopadhyay	-	26.14
	Mr. Ajey Kumar	-	60.45
	Mr. Vikash Kar	30.13	48.19
	Mr. Rakesh Agarwal	9.48	28.98
	Mr. Bhautesh Shah	-	2.51
	Mr. Prashant Parekh	-	5.78
	Mr. Ritesh Handa	67.80	-
	Mr. Anish Shah	6.74	-
	Mr. Anil Gupta	6.83	-
	Directors sitting fees	**6.80**	**6.10**
	Key Managerial personnel		
	Mr. Karunn Kandoi	0.70	0.30
	Ms. Nanette D'sa	2.00	2.00
	Mr. Surender Singh	0.80	0.30
	Mr. Dattatraya Kelkar	1.30	1.50
	Mr. Roshan Lal Kamboj	2.00	2.00

(₹ in Lakhs)

(B)	Balances outstanding as at	31 March 2022	31 March 2021
	Long- term borrowings	**13,693.10**	**13,627.12**
	Subsidiary company		
	Liberium Global Resources Private Limited	826.13	738.86
	Other related parties		
	Zee Entertainment Enterprises Limited (Refer note 19 (i))*	3,369.38	4,351.10
	Asian Satellite Broadcast Private Limited (Refer note 19 (ii))*	-	8,537.16
	Digital Subscriber Management and Consultancy Services Private Limited (Refer note 19 (ii))	9,497.59	-
	Investments in Subsidiary company	**60,176.82**	**60,175.80**
	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	11,330.73	11,329.71
	Fair value of financial guarantee issued of Digital Ventures Private Limited	860.67	860.67
	Equity shares of MT Educare Limited	27,812.22	27,812.22
	Equity shares of Academia Edificio Private Limited	0.10	0.10
	Equity shares of Liberium Global Resources Private Limited	0.10	0.10
	Allowances for doubtful loans	**11,000.00**	**-**
	Subsidiary company		
	Digital Ventures Private Limited	11,000.00	-
	Loans, advances and deposits given	**21,615.37**	**18,478.79**
	Subsidiary company		
	Digital Ventures Private Limited	21,501.20	18,362.92
	Academia Edificio Private Limited	12.42	10.61

Notes forming part of the Standalone Financial Statements

50 Related party transactions (Contd.)

(₹ in Lakhs)

(B) Balances outstanding as at	31 March 2022	31 March 2021
MT Educare Limited	101.75	-
Other related parties		
Essel Infra Projects Private Limited *	-	10.00
Evenness Business Excellence Services Private Limited *	-	80.00
Zee Studios Limited *	-	15.26
Other financial assets (other than advances)	**1,143.01**	**1,003.01**
Subsidiary company		
Digital Ventures Private Limited		
- Premium on redemption of Preference Shares	1,143.00	1,003.00
- Dividend receivable on Preference shares	0.01	0.01
Advance from customer	**-**	**1.15**
Other related party		
Zee Entertainment Enterprises Limited *	-	1.15
Trade receivables	**511.29**	**506.25**
Subsidiary company		
Digital Ventures Private Limited	444.99	444.75
Liberium Global Resources Private Limited	33.90	26.10
MT Educare Limited	32.40	35.40
Other payables	**795.52**	**690.56**
Subsidiary company		
MT Educare Limited	23.76	-
Other related parties		
Pan India Network Infravest Private Limited	-	12.31
Digital Subscriber Management and Consultancy Services Private Limited	1.49	12.06
Creantum Security Solutions Private Limited	1.14	3.75
Essel Infra Projects Private Limited *	-	12.00
Zee Entertainment Enterprises Limited *	240.79	269.27
Diligent Media Corporation Limited *	281.02	281.02
Essel Corporate LLP *	135.45	42.11
Zee Studios Limited *	25.47	40.73
Jay Properties Private Limited *	86.40	-
Evenness Business Excellence Services Private Limited	-	17.31
Guarantees given	**-**	**15,000.00**
Subsidiary company		
Digital Ventures Private Limited (Refer note 33)	-	15,000.00

Note:1) Details of remuneration to director are disclosed in Note 37.

2) Figures considered based on the Ind AS financials of the company.

* These entities do not meet the criteria for being a related party from a legal perspective, based on past association with these companies and in line with good corporate governance, the company has disclosed all the transaction's with these companies.

Notes forming part of the Standalone Financial Statements

51 Financial instruments

(i) Financial risk management objective and policies

The Company's principal financial liabilities, comprise 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 and financial institutions. 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:

(₹ in Lakhs)

	Increase / decrease in basis points	Effect on Profit before tax
As on 31 March 2022	+ 50 / - 50	30.13
As on 31 March 2021	+ 50 / - 50	29.23

Notes forming part of the Standalone Financial Statements

51 Financial instruments (Contd.)

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:

(₹ in Lakhs)

Currency	Assets as at		Liabilities as at	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
United States Dollar (USD)	-	-	-	2.00

Foreign Currency sensitivity analysis

The following table demonstrates the sensitivity to a 10% increase / decrease in foreign currencies with all other variable held constant. The below impact on the Company's profit before tax is based on changes in the fair value of unhedged foreign currency monetary assets and liabilities at balance sheet date.

(₹ in Lakhs)

Currency	Sensitivity analysis			
	31 March 2022		31 March 2021	
	₹ decrease by 10%	₹ increase by 10%	₹ decrease by 10%	₹ increase by 10%
United States Dollar (USD)	-	-	0.20	(0.20)

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.

(₹ in Lakhs)

Ageing of trade receivables	As at 31 March 2022	As at 31 March 2021
Trade Receivables (Unsecured)		
Over six months	1,024.37	1,837.70
Less than six months	753.40	1,022.99
Total (A)	**1,777.77**	**2,860.69**

Notes forming part of the Standalone Financial Statements

51 Financial instruments (Contd.)

(₹ in Lakhs)

Movement in allowance for credit loss during the year was as follows :	As at 31 March 2022	As at 31 March 2021
Opening Balance	1,281.80	660.11
Add :- Provided during the year	256.91	621.69
Less :- Bad debts written off during the year	812.09	-
Closing balance as at (B)	726.62	1,281.80
Net Trade receivable (A-B)	**1,051.15**	**1,578.89**

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 2022

(₹ in Lakhs)

	Less than 1 year	1 to 5 year	more than 5 years
Financial Liabilities			
Trade payable and other financial liabilities	3,602.60	1,015.77	711.72
Borrowings	9,395.83	10,323.72	-
Lease liabilities	245.52	315.35	-
Total	**13,243.95**	**11,654.84**	**711.72**

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at 31 March 2021

(₹ in Lakhs)

	Less than 1 year	1 to 5 year	more than 5 years
Financial Liabilities			
Trade payable and other financial liabilities	3,274.10	1,500.50	697.04
Borrowings	8,431.03	11,064.54	-
Lease liabilities	223.69	1,133.60	-
Total	**11,928.82**	**13,698.64**	**697.04**

Notes forming part of the Standalone Financial Statements

51 Financial instruments (Contd.)

ii) Capital Management

For the purpose of the Company' s capital management, capital includes issued capital and all other equity reserves. The Company manages its capital structure to ensure that it will be able to continue as a going concern while maximising the return to the stakeholders.

The Company monitors capital using gearing ratio, which is total debt divided by total capital plus debt

(₹ in Lakhs)

	As at 31 March 2022	As at 31 March 2021
Gross Debt (inclusive long term and short term debt)	19,719.55	19,495.56
Less: Cash and cash equivalents and Other Bank Balances	(1,996.53)	(122.87)
Net Debt	17,723.02	19,372.69
Total Equity	41,509.68	49,619.77
Total Capital	**59,232.70**	**68,992.46**
Gearing ratio	**29.92%**	**28.08%**

(iii) Categories of financial instruments and fair value thereof

(₹ in Lakhs)

	As at 31 March 2022		As at 31 March 2021	
	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	1,051.15	1,051.15	1,578.89	1,578.89
Cash and cash equivalents and bank balances	2,019.95	2,019.95	146.28	146.28
Other financial assets	1,305.16	1,305.16	1,319.56	1,319.56
Loans	10,831.67	10,831.67	18,467.12	18,467.12
Current Investment	9,572.00	9,572.00	9,572.00	9,572.00
B) Financial liabilities				
i) Measured at amortised cost				
Trade Payables	1,676.54	1,676.54	1,943.91	1,943.91
Borrowings (Non current)	10,323.72	10,323.72	11,064.53	11,064.53
Borrowings (Current)	9,395.83	9,395.83	8,431.03	8,431.03
Lease Liabilities	560.87	560.87	1,357.29	1,357.29
Other Financial Liabilities	3,653.56	3,653.56	3,527.74	3,527.74

The management assessed that cash and cash equivalents and bank balances, trade receivables, other financial assets, certain investments, trade payables and other current liabilities approximate their fair value largely due to the short-term maturities of these instruments. Difference between carrying amount and fair value of bank deposits, other financial assets, other financial liabilities and borrowings subsequently measured at amortised cost is not significant in each of the year presented.

Notes forming part of the Standalone Financial Statements

51 Financial instruments (Contd.)

(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.

52 Collateral / Security Pledged

The carrying amount of assets pledged as security for current and non-current borrowings of the company and subsidiary companies are as under ;

(₹ in Lakhs)

	31 March 2022	31 March 2021
Property, plant and equipment (includes Capital work in progress, Investment property, Intangible assets and Intangible assets under development)	383.89	558.12
Inventories	492.72	1,065.78
Other current and non-current assets	25,914.18	32,270.77
Total assets pledged	**26,790.79**	**33,894.67**

53 Reconciliation between opening and closing balances in the balance sheet for liabilities arising from financing activities as required by Ind AS 7 "Statement of Cash Flows" is as under:

(₹ in Lakhs)

	As at 31 March 2021	Cash Inflows	Cash Outflows	Non Cash Changes		As at 31 March 2022
				Interest Accrued	Other Changes	
Long Term Borrowings	11,064.53	-	(1,779.03)	1,038.22	-	10,323.72
Short Term Borrowings (Including Current maturities) (For Bank, Financial Institution and intercorporate deposits etc.)	8,431.03	200.00	(200.00)	964.80	-	9,395.83
Lease liabilities (including interest)	1,357.29	-	(359.74)	-	(436.68)	560.87

(₹ in 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.)	6,342.05	-	-	1,352.18	736.80	8,431.03
Lease liabilities (including interest)	2,036.56	-	(591.02)	-	-	1,357.29

Notes forming part of the Standalone Financial Statements

54 Relationship with Struck off companies

(₹ in Lakhs)

Name of struck off company	Nature of transactions with struck off company	Balance outstanding	Relationship with the struck off company
MangoSense Private Limited	Receivables	33.71	Vendor

55 The Company has not been declared willful defaulter by any bank or financial institution or other lender.

56 No proceeding has been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

57 The Company has investment in its equity shares of its subsidiary company viz MT Educare Limited (MTEL) which is carried at cost of ₹/lakhs 27,812.22 lakhs. While, MTEL on a consolidated basis has a positive net worth as at 31 March 2022, there has been significant decline in the market capitalization of MTEL which is listed on BSE and NSE. However, considering the revival of education business post COVID-19, brand potential of MTEL and its subsidiaries in the education market and considering the valuation carried out by an independent agency, the management is of the opinion that no impairment is required to the said investments, and hence no adjustments have been considered by the Company to the carrying value of its investment in equity shares of MTEL as at 31 March 2022.

58 The nation-wide lockdown due to spread of COVID-19 pandemic 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 2022. 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 results, 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.

59 Yes Bank Limited (Yes Bank) vide its notices dated 2 August 2021 and 9 August 2021 addressed to the Company and its subsidiary, viz Digital Ventures Private Limited (DVPL) respectively has invoked the Corporate Guarantee upon non-repayment of credit facilities availed by four trusts/entity, and called upon the Company and DVPL to make payment of an amount of /lakhs 44,962.56 (including interest and other charges upto 31 July 2021). The said notices have been received by the Company and DVPL on 10 August 2021. Subsequent to 31 March 2022, Company has received notice of the petition filed by Yes Bank under Section 7 of the Insolvency and Bankruptcy Code, 2016 to initiate Corporate Insolvency Resolution Process (CIRP) of the Company (as corporate guarantor) before National Company Law Tribunal (NCLT) and the matter is pending for admission in the NCLT. The said trusts/entity have been running all their operations under the brick and mortar model in pre-covid era and had switched to digital mode of imparting education during the lockdown. However, the trusts/entity have now started offline education and students are enrolling in schools and business recovery is envisaged. Since the CIRP matter is pending for admission in the NCLT and considering expected revival of education industry post Covid-19 pandemic, the Company is of the opinion that no liability is required to be provided at this stage.

60 a) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person or entities, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

b) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

Notes forming part of the Standalone Financial Statements

61 There are no transactions related to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

62 The Company has not traded or invested in Crypto currency or virtual currency during the financial year.

63 The Code on Social Security, 2020 ('Code')

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and postemployment received Presidential assent in September 2020. The Code has been published in the Gazette of India and subsequently on 13 November 2020 draft rules were published and invited for stakeholders' suggestions. The Central Government on 30 March 2021 has deferred the implementation of the said Code and the date on which the Code will come into effect has not been notified. The Group will assess the impact of the Code when it comes into effect and will account for the related impact in the period the Code becomes effective.

64 Prior year comparatives

Previous year's figures have been regrouped / rearranged wherever necessary to correspond with the current year's classifications / disclosures, figures in brackets pertain to previous year.

Consolidated Financial Statements

Independent Auditor's Report on the Consolidated Financial Statements

To the Members of **Zee Learn Limited**

1. Qualified opinion

We have audited the accompanying consolidated financial statements of Zee Learn Limited ('the Company' or 'the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") which comprise the consolidated balance sheet as at 31 March 2022, 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 (hereinafter 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 2022, and their consolidated loss, their consolidated total comprehensive loss, their consolidated changes in equity and their consolidated cash flows for the year ended on that date.

2. Basis for qualified opinion

a) As stated in note 55 in the consolidated financial statements, Yes Bank Limited (Yes Bank) has invoked the Corporate Guarantee issued by the Holding Company and its wholly owned subsidiary i.e. Digital Ventures Private Limited (DVPL) upon defaults in repayment of credit facilities availed by Four Trusts / entity, and called upon the Holding Company and DVPL to make payment of an amount of Rs. 44,962.56 lakhs (including interest and other charges upto 31 July 2021). As further stated in the note, subsequent to 31 March 2022, the Holding Company has received notice from Yes Bank regarding filing of petition under section 7 of the Insolvency and Bankruptcy Code, 2016 to initiate Corporate Insolvency Resolution Process (CIRP) of the Holding Company, before the Hon'ble National Company Law Tribunal (NCLT), Mumbai, which is pending for admission in the NCLT. As further explained in the note, since the CIRP matter is pending for admission in the NCLT and considering expected revival of education industry post Covid-19 pandemic, the Holding Company is of the opinion that no liability is required to be provided at this stage.

However, the Holding Company has not provided for liability against above invocation of the Corporate Guarantee as at 31 March 2022 as required by the applicable Indian Accounting Standard (Ind AS). Further, in the absence of sufficient and appropriate evidence to substantiate management's conclusion on the resolution including restructuring of some of the credit facilities, we are unable to comment upon adjustments, if any, required on the consolidated net loss/total comprehensive loss for the year ended 31 March 2022 and on the financial position of the Group as at 31 March 2022.

b) As stated in note 59 in the consolidated financial statements, there is goodwill of Rs 31,323.64 lakhs as at 31 March 2022 (carried at cost) in respect of acquisition of its subsidiary company viz MT Educare Limited (MTEL). While MTEL on a consolidated basis has a positive net worth as at 31 March 2022, there has been significant decline in the market capitalization of MTEL which is listed on National Stock Exchange Limited (NSE) and BSE Limited (BSE). However as stated in the said note, considering the revival of education business post COVID-19, brand potential of MTEL and its subsidiaries in the education market and considering the valuation carried out by an independent agency, the management is of the opinion that no impairment is required to the carrying value of goodwill, and hence no adjustments have been considered by the Holding Company to the carrying value of goodwill as at 31 March 2022.

The management has carried out valuation of MTEL based on the valuation performed by an independent

agency using the discounted future cash flows method, which is significantly dependent on the achievement of certain key assumptions considered in the aforementioned valuation. Also the market capitalization of MTEL, which is listed on NSE and BSE, is significantly eroded. Further, MTEL and its subsidiary have defaulted in repayment of loan taken from Bank and Financial Institution and such loan is declared as Non-Performing Asset (NPA). Accordingly, owing to above events and uncertainties, we are unable to comment on the appropriateness of the carrying value of goodwill and its consequential impact on the consolidated net loss/ total comprehensive loss for the year ended 31 March 2022 and on the financial position of the Company as at 31 March 2022.

c) In one of the subsidiaries viz. MT Educare Limited (MTEL), the other auditor who audited the consolidated annual financial statements of MTEL reported that MTEL has recognized net deferred tax assets of Rs. 6,959.96 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 over the estimated profits for future years 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 2022. Had the deferred tax assets not been recognized, the net loss for the year ended 31 March 2022 would have been higher by Rs. 6,959.96 lakhs and other equity as at that date would have been lower by the said amount.

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 and other receivables of Rs 8,402.36 lakhs (net of provisions on consolidated basis) outstanding as at 31 March 2022, from other parties having operations in the education sector, which are overdue/rescheduled. The management considers that COVID-19 has disrupted the operations of parties in education sector and such outstandings have arisen primarily due to lockdowns. Even after withdrawal of lockdown, MTEL is facing difficulties in ramping up the business and the management considers that this has resulted in deferment of recovery process than envisaged but the same is considered as good and recoverable. Accordingly, owing to the aforementioned overdues/reschedulement, the other auditor is unable to comment upon adjustments, if any, that may be required to the carrying value of the outstanding receivables and further provisions, if any, required and the consequential impact on the consolidated financial statements.

e) 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 not provided interest w.e.f 1 October 2021 on loan taken from Bank and Financial Institution ("lenders") declared as Non-Performing Assets (NPA) and are under dispute with the lenders and also the matter is pending for admission in the National Company Law Tribunal (NCLT) by one of the lenders. Had the interest expenses been recognised the loss for the year ended 31 March 2022 would have been higher by Rs. 257.74 lakhs (excluding penal interest if any) and other equity as at that date would have been lower by the said amount.

The audit report for the previous year ended 31 March 2021, was also qualified in respect of the matters stated in (b) to (d) above.

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's responsibility' for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the 'Other matters' paragraph below, is sufficient and appropriate to provide a basis for our qualified audit opinion on the consolidated financial statements.

3. Material uncertainty relating to Going Concern

As stated in Note 66 of the consolidated financial statements, the Covid-19 pandemic has caused an adverse impact on the business operations of the Group and its financial health. Also, the Holding Company and its subsidiaries have default¬ed in repayments of their debt and other obligations. Further as stated in para 2(a) above under Basis for qualified opinion, the Corporate Guarantees issued by the Company

and its subsidiary, have been invoked by the Yes Bank amounting to Rs. 44,962.56 lakhs and Yes Bank has also filed a petition initiating CIRP of the Company before the NCLT, which is pending for admission in the NCLT. These events indicate the existence of material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. However, considering the management's re-evaluation and conclusion that the Group will have sufficient liquidity to continue its operations, demand for its product portfolio, improvement in projected cashflows and further based on business potential and the mitigating steps taken by the Group, the consolidated financial statements has been prepared on going concern basis.

Our opinion is not modified in respect of this matter.

4. Emphasis of matters

a) We draw attention to Note 45 to the consolidated financial statements which state that the management has made an assessment of the impact of COVID-19 Pandemic on the Group's operations, financial performance for the year ended 31 March 2022 and financial position as at that date. Further, as stated in the said note, the Group has carried out assessment based on the current indicators of future economic conditions and projected cash flows for the next one year, and has concluded that it expects to fully recover the carrying values of its assets as 31 March 2022. Accordingly, no adjustments have been made to the consolidated financial statements. However, the extent of the impact of the COVID-19 pandemic on the consolidated financial statements is dependent upon future developments.

b) In one of the subsidiaries viz MT Educare Limited (MTEL), the other auditor who audited the consolidated annual financial statements of MTEL (Refer note 63) regarding recoverability of long outstanding vocational trade receivables and unbilled receivables aggregating to Rs. 2,274.40 lakhs (net of provisions) outstanding as at 31 March 2022, which represent amounts recoverable from various Central and State Government/ Agencies projects in education/skill development sector. Based on the 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, realization of partial amounts during the year, the management is of the view that the aforesaid receivables (net of provisions) outstanding as at 31 March 2022 are good and recoverable.

c) In one of the subsidiaries viz MT Educare Limited (MTEL), the other auditor who audited the consolidated annual financial statements of MTEL (Refer note 64) 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.

Our opinion is not modified in respect of the above 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 2022. 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) 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)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

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

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

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

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the consolidated financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

9. Other matter

We did not audit the annual financial statements of eleven subsidiaries whose annual financial statements/consolidated financial statements (before consolidation adjustments) reflect total assets of Rs. 1,16,576.35 lakhs as at 31 March 2022, total revenues of Rs. 17,179.60 lakhs, total net loss after tax of Rs. 3,717.29 lakhs, total comprehensive loss of Rs. 3,704.61 lakhs and total cash inflows of Rs. 160.43 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.

10. Report on other Legal and Regulatory requirements

I. As required by the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of Section 143(11) of the Act ("the Order"), based on our audit and on the consideration of reports of the other auditors on the financial statements / consolidated financial statements and other financial information of the subsidiary companies, incorporated in India, referred to in the Other Matter paragraph, and according to the information and explanations given to us, we give in the "Annexure A", a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

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

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

b) Except for the effects/possible effects of the matters described in the 'Basis for qualified opinion' paragraph, in our opinion, proper books of account as required by law relating to the preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;

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

d) Except for the effects/possible effects of the matters described in the 'Basis for qualified opinion' paragraph above, in our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

e) The matters described in the 'Basis for qualified opinion' paragraph above, in our opinion may have an adverse effect on the functioning of the group.

f) On the basis of written representations received from the directors of the Holding Company as at 31 March 2022 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 2022 from being appointed as a director in terms of Section 164(2) of the Act;

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

h) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure B";

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

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

j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on the financial statements / consolidated financial statements as also the other financial information of the subsidiaries, as noted in the 'Other matter' paragraph :

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group 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 their Auditor's Report the following instances of delay in transferring amounts, required to be transferred, to the investor Education and Protection Fund (IEPF):

Year	Amount (Rs. in lakhs)	Due date	Transferred to IEPF on	Delay in no. of days
2013-14	0.91	10 August 2021	07 September 2021	29
2013-14	0.60	10 February 2022	23 March 2022	42

iv.

(a) The Management has represented that, to the best of its knowledge and belief as disclosed in Note 68 (a) to the consolidated financial statements, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary companies to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or its subsidiary companies ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief as disclosed in Note 68 (b) to the consolidated financial statements, no funds (which are material either individually or in the aggregate) have been received by the Holding Company or its subsidiary companies from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary companies shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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

v. No dividend has been declared or paid by the Holding Company and its subsidiary companies during the financial year covered by our audit and the immediately preceding financial year.

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

Nitin Jain
Partner
Membership Number 215336

Mumbai, 30 May 2022
UDIN: 22215336AJXID1755

Annexure - A to the Independent Auditor's Report

Annexure referred to in paragraph 10(l) 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 2022.

In our opinion and according to the information and explanations given to us, following subsidiary companies incorporated in India and included in the consolidated financial statements, have unfavorable remarks, qualifications or adverse remarks given by the respective auditors in their reports under the Companies (Auditor's Report) Order, 2020 (CARO):

Sr. No.	Name of the entities	CIN	Clause number of the CARO report which is unfavorable or qualified or adverse
A.	**Wholly owned subsidiaries**		
1	MT Educare Limited	L80903MH2006PLC163888	(iii), (vii), (ix), (xvii) and (xix)
2	Digital Ventures Private Limited	U72900MH2006PTC165215	(vii)(a)
3	Liberium Global Resources Private Limited	U74999MH2017PTC293021	(vii)(a) and (xix)
B.	**Indirect subsidiaries**		
1	Lakshya Forrum for Competitions Private Limited	U80301MH2012PTC238011	(iii), (vii), (ix), (xvii) and (xix)
2	Chitale's Personalised Learning Private Limited	U80301MH2009PTC197141	(vii)(a) and (xix)
3	Letspaper Technologies Private Limited	U74999MH2016PTC289017	(xvii) and (xix)
4	MT Education Services Private Limited	U80301MH2010PTC199012	(xvii) and (xix)
5	Robomate Edutech Private Limited	U74999MH2016PTC286570	(xvii) and (xix)
6	Sri Gayatri Educational Services Private Limited	U80904MH2014PTC255536	(xvii) and (xix)
7	Labh Ventures India Private Limited	U74999MH2015PTC262045	(xix)

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 10(II)(h) under "Report on other Legal and Regulatory requirements" of our report of even date to the members of Zee Learn Limited on the consolidated financial statements for the year ended 31 March 2022.

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 2022, 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 2022:

i) The Holding Company's internal financial control with regard to non-provision of liability against invocation of corporate guarantee as at 31 March 2022 as required by the applicable Indian Accounting Standard (Ind AS) (as fully explained in para 2(a) of the 'Basis for qualified opinion' of our main report) were not operating effectively, which could result in the Holding Company not providing for adjustments, if any, that may be required to be made and its consequential impact on the consolidated financial statements.

ii) In one of the subsidiaries viz. MT Educare Limited (MTEL), the other auditor who audited the consolidated annual financial statements of MTEL reported that the internal financial controls in MTEL and certain of its subsidiaries (MTEL Group) with respect to evaluation of the recognition of deferred tax assets and recoverability of loans, trade receivables and other receivables to other parties and non provision of interest on loan from bank and financial institution which are under dispute with lenders in compliance with the applicable Indian Accounting Standard (Ind AS), were not operating effectively, which could result in MTEL Group not providing for adjustments, if any, that may be required to be made and its consequential impact on MTEL's consolidated financial statements.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

Qualified opinion

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors as referred to in 'Other matter' paragraph below, except for the effects 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 2022, 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 2022, and the material weaknesses have affected our opinion on the consolidated financial statements of the Group and we have issued a qualified opinion on the consolidated financial statements.

Other matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated financial statements in so far as it relates to eleven subsidiary companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiary companies incorporated in India.

Our opinion is not modified in respect of this matter.

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

Nitin Jain
Partner
Membership Number 215336

Mumbai, 30 May 2022
UDIN: 22215336AJXID1755

Consolidated Balance Sheet

as at 31 March 2022

(₹ in Lakhs)

	Note	31 March 2022	31 March 2021
ASSETS			
Non-current assets			
(a) Property, plant and equipment	3	3,220.02	4,124.03
(b) Right-of-use assets	4	3,583.32	5,604.99
(c) Capital work-in-progress	3	56.79	-
(d) Investment property	5	23,614.74	24,677.55
(e) Investment property under development	5	31,219.85	30,305.62
(f) Goodwill	6	31,323.64	31,323.64
(g) Other intangible assets	7	5,721.61	6,422.87
(h) Intangible assets under development	7	5,245.45	5,257.65
(i) Financial assets			
(i) Investments	8	0.36	0.34
(ii) Loans	9	8,277.45	6,124.16
(ii) Other financial assets	10	593.73	582.94
(j) Deferred tax assets (net)	11	7,808.09	7,894.13
(k) Non-current tax assets (net)	12	2,822.42	3,053.12
(l) Other non-current assets	13	1,589.55	1,582.17
Total non-current assets		**125,077.02**	**126,953.21**
Current assets			
(a) Inventories	14	492.72	1,065.78
(b) Financial assets			
(i) Investments	15	0.01	0.01
(ii) Trade receivables	16	10,299.74	9,135.97
(iii) Cash and cash equivalents	17 (A)	2,563.40	566.27
(iv) Bank balances other than (iii) above	17 (B)	624.16	760.21
(v) Loans	9	2,831.31	4,580.67
(vi) Other financial assets	10	2,528.92	3,626.40
(c) Other current assets	13	332.43	496.31
Total current assets		**19,672.69**	**20,231.62**
Total Assets		**144,749.71**	**147,184.83**
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	18	3,260.93	3,260.93
(b) Other Equity	19 (A)	42,994.08	43,165.62
Equity attributable to owners of the parent (a+b)		**46,255.01**	**46,426.55**
Non-controlling Interests	19 (B)	13,969.49	15,008.81
Total Equity		**60,224.50**	**61,435.36**
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	20	22,855.21	25,067.31
(ii) Lease liabilities	21	3,262.77	4,192.15
(iii) Other financial liabilities	22 (B)	1,503.60	1,838.86
(b) Deferred tax liabilities	23	80.09	84.65
(c) Provisions	24	538.83	645.66
(d) Other liabilities	25	15,298.94	16,147.13
Total non-current liabilities		**43,539.44**	**47,975.76**
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	20	17,087.99	13,614.89
(ii) Lease liabilities	21	528.17	1,523.05
(iii) Trade payables	22 (A)		
(1) total outstanding dues of micro enterprises and small enterprises		1,088.59	1,046.31
(2) total outstanding dues of creditors other than micro enterprises and small enterprises		6,285.68	8,170.04
(iv) Other financial liabilities	22 (B)	7,466.18	6,207.81
(b) Other current liabilities	25	7,900.11	6,540.56
(c) Provisions	24	157.40	234.68
(d) Current tax liabilities (net)	26	471.65	436.37
Total current liabilities		**40,985.77**	**37,773.71**
Total Liabilities		**84,525.21**	**85,749.47**
Total Equity and Liabilities		**144,749.71**	**147,184.83**
Notes forming part of the consolidated financial statements	**1-71**		

As per our attached report of even date
For **Ford Rhodes Parks & Co. LLP**
Chartered Accountants
Firm Registration Number 102860W/W100089

For and on behalf of the board

Nitin Jain
Partner
Membership Number 215336

Ritesh Handa
Director
DIN: 02725365

Nanette D'sa
Director
DIN: 05261531

Place: Mumbai
Date: 30 May 2022

Anish Shah
Chief Financial Officer

Anil Gupta
Company Secretary

Consolidated Statement of Profit and Loss

for the year ended 31 March 2022

(₹ in Lakhs)

	Note	31 March 2022	31 March 2021
Income			
Revenue from operations	27	24,788.27	25,712.25
Other income	28	3,437.59	5,632.53
Total Income		**28,225.86**	**31,344.78**
Expenses			
Operational cost	29	5,518.62	5,725.02
Employee benefits expense	30	9,417.33	10,354.56
Finance costs	31	4,425.38	5,149.12
Depreciation and amortisation expense	32	3,669.45	4,994.95
Other expenses	33	5,111.96	5,322.98
Total Expenses		**28,142.74**	**31,546.63**
Profit / (Loss) before tax		**83.12**	**(201.85)**
Less : Tax expense			
Current tax	34	1,280.41	1,043.33
Deferred tax charge / (credit)		118.55	869.86
Total Tax Expenses		**1,398.96**	**1,913.19**
Profit / (Loss) for the year	(A)	(1,315.84)	(2,115.04)
Profit / (Loss) for the year attributable to			
Owners of the parent		(272.42)	(879.30)
Non-controlling interest		(1,043.42)	(1,235.74)
Other comprehensive income / (loss)			
Items that will not be reclassified to profit or loss			
- Remeasurement gain/(loss) on defined benefit plan		67.66	71.94
Income tax effect on above		(16.94)	(18.03)
Other comprehensive income for the year	(B)	**50.72**	**53.91**
Other comprehensive income attributable to			
Owners of the parent		46.62	40.60
Non-controlling interest		4.10	13.31
Total comprehensive income / (loss) for the year	**(A+B)**	**(1,265.12)**	**(2,061.13)**
Total comprehensive income / (loss) attributable to			
Owners of the parent		(225.80)	(838.70)
Non-controlling interest		(1,039.32)	(1,222.43)
Earnings per equity share (face value ₹ 1 each)	46		
Basic (₹)		(0.08)	(0.27)
Diluted (₹)		(0.08)	(0.27)
Notes forming part of the consolidated financial statements	**1-71**		

As per our attached report of even date
For **Ford Rhodes Parks & Co. LLP**
Chartered Accountants
Firm Registration Number 102860W/W100089

For and on behalf of the board

Nitin Jain
Partner
Membership Number 215336

Ritesh Handa
Director
DIN: 02725365

Nanette D'sa
Director
DIN: 05261531

Place: Mumbai
Date: 30 May 2022

Anish Shah
Chief Financial Officer

Anil Gupta
Company Secretary

Consolidated Statement of Changes in Equity

for the year ended 31 March 2022

A. Equity share capital	Note	(₹ Lakhs)
Balance as at 01 April 2020	18	3,260.93
Changes in equity share capital	18(a)	-
Balance as at 31 March 2021	18	**3,260.93**
Changes in equity share capital	18(a)	-
Balance as at 31 March 2022		**3,260.93**

The Company did not make any changes in Equity Share Capital due to prior period errors.

(₹ in Lakhs)

B. Other equity	Reserves and surplus							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 2020	**17.49**	**12,962.59**	**1,421.88**	**477.45**	**14,043.91**	**14,893.87**	**43,817.19**	**16,231.25**	**60,048.44**
Profit / (Loss) for the year	-	-	-	-	-	(879.33)	(879.33)	(1,235.74)	**(2,115.07)**
Re-measurement gains / (losses) on defined benefit plans (net of tax)	-	-	-	-	-	40.60	40.60	13.30	**53.90**
Total comprehensive income / (loss) for the year	**-**	**-**	**-**	**-**	**-**	**(838.73)**	**(838.73)**	**(1,222.44)**	**(2,061.17)**
	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 payment expense									-
- Share based payment expense (net)	-	-	-	187.16	-		187.16	-	**187.16**
- Transferred to retained earnings on lapse of vested options	-	-	-	(50.59)	-	50.59	-	-	**-**
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**
Profit / (Loss) for the year	-	-	-	-	-	(272.42)	(272.42)	(1,043.42)	**(1,315.84)**
Re-measurement gains / (losses) on defined benefit plans (net of tax)	-	-	-	-	-	46.62	46.62	4.10	**50.72**
Total comprehensive income / (loss) for the year	-	-	-	-	-	(225.80)	(225.80)	(1,039.32)	**(1,265.12)**
	17.49	**12,962.59**	**1,421.88**	**614.02**	**14,043.91**	**13,879.93**	**42,939.82**	**13,969.49**	**56,909.31**
Share based payments									
- Share based payment expense (net)	-	-	-	54.27	-	-	54.27	-	**54.27**
- Transferred to retained earnings on lapse of vested options	-	-	-	(63.54)	-	63.54	-	-	**-**
	-	-	-	(9.27)	-	63.54	54.27	-	**54.27**
Balance as at 31 March 2022	**17.49**	**12,962.59**	**1,421.88**	**604.75**	**14,043.91**	**13,943.47**	**42,994.08**	**13,969.49**	**56,963.58**

Consolidated Statement of Changes in Equity

for the year ended 31 March 2022

1) Capital Reserve is created on account of gain on bargain purchase of an indirect subsidiary.

2) Securities premium is used to record premium on issue of shares. It is utilised in accordance with the provisions of Companies Act, 2013

3) Debenture redemption reserve created out of the profits is for the purpose of redemption of debentures.

4) Share options 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.

7) The Company did not make any changes in Other Equity due to prior period errors.

Notes forming part of the consolidated financial statements **1-71**

As per our attached report of even date
For **Ford Rhodes Parks & Co. LLP**
Chartered Accountants
Firm Registration Number 102860W/W100089

For and on behalf of the board

Nitin Jain
Partner
Membership Number 215336

Ritesh Handa
Director
DIN: 02725365

Nanette D'sa
Director
DIN: 05261531

Place: Mumbai
Date: 30 May 2022

Anish Shah
Chief Financial Officer

Anil Gupta
Company Secretary

Consolidated Statement of Cash Flows

for the year ended 31 March 2022

(₹ in Lakhs)

	31 March 2022	31 March 2021
A. Cash flow from operating activities		
Net Profit / (Loss) before tax	83.12	(201.85)
Adjustments for :		
Depreciation and amortisation expense	3,669.45	4,994.95
Liabilities no longer required / excess provision written back	(1,274.07)	(1,497.98)
Share based payment expenses	54.27	187.16
Loss on sale / discard of property, plant and equipment / intangible assets (net)	326.66	26.98
Impairment loss on Property, plant and equipment	48.22	103.76
Gain on derecognition of right-of-use assets	(395.92)	(166.89)
Net gain on sale of investments	-	(24.44)
Net loss on foreign exchange transaction and translation	-	0.61
Interest expense	4,273.66	5,077.11
Allowances for credit losses	865.59	2,229.40
Amortization of ancillary borrowing costs	-	6.26
Unwinding of discount on security deposits	(284.89)	(352.19)
Interest income	(1,136.80)	(3,179.19)
Operating profit before working capital changes	**6,229.29**	**7,203.69**
Changes in working capital :		
(Increase) / Decrease in inventories	573.07	704.15
(Increase) / Decrease in trade and other receivables	(147.26)	(1,907.65)
Increase / (Decrease) in trade and other payables	615.50	(4,134.82)
Cash generated from operations	**7,270.60**	**1,865.37**
Income tax paid (net)	(1,020.29)	(622.37)
Net cash flow from operating activities (A)	**6,250.31**	**1,243.00**
B. Cash flow from investing activities		
Purchase of property, plant and equipment / intangible assets / investment property / capital work-in-progress	(111.42)	(133.82)
Sale of property, plant and equipment / intangible assets	54.83	62.34
Decrease/(Increase) in other bank balances	131.28	612.09
Sale of non current investments	-	1,051.93
Loans given to others	(1,472.50)	(565.30)
Loans repaid by others	717.81	-
Dividend received	-	10.32
Interest received	116.37	388.25
Net cash flow from / (used in) investing activities (B)	**(563.63)**	**1,425.81**

Consolidated Statement of Cash Flows

for the year ended 31 March 2022

(₹ in Lakhs)

	31 March 2022	31 March 2021
C. Cash flow from financing activities		
Proceeds from non-current borrowings	-	1,569.00
Repayment of non-current borrowings	(1,220.43)	(1,475.82)
Proceeds from current borrowings	525.98	-
Repayment of current borrowings	(826.89)	-
Payment of lease liabilities (including interest)	(1,090.58)	(1,225.45)
Interest paid	(1,077.63)	(1,779.67)
Net cash flow used in financing activities (C)	**(3,689.55)**	**(2,911.94)**
Net cash flow during the year (A+B+C)	1,997.13	(243.13)
Cash and cash equivalents at the beginning of the year	566.27	809.40
Net cash and cash equivalents at the end of the year	**2,563.40**	**566.27**
Add : Balances earmarked	624.16	760.21
Cash and bank balances at the end of the year	**3,187.56**	**1,326.48**

Notes:

(₹ in Lakhs)

1. Component of cash and bank balances as follows	31 March 2022	31 March 2021
Cash and cash equivalents	2,563.40	566.27
Bank Balances other than cash and cash equivalents	624.16	760.21
Total	**3,187.56**	**1,326.48**

2. As required by Ind AS 7 “Statement of Cash Flows”, a reconciliation between opening and closing balances in the balance sheet for liabilities arising from financing activities is given in note 57.
3. The above statement of cash flows has been prepared in accordance with the "Indirect Method" as set out in the Ind AS -7 on "Cash Flow Statements".
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 57.
5. Previous year's figures have been regrouped / rearranged wherever necessary.

As per our attached report of even date
For **Ford Rhodes Parks & Co. LLP**
Chartered Accountants
Firm Registration Number 102860W/W100089

For and on behalf of the board

Nitin Jain
Partner
Membership Number 215336

Ritesh Handa
Director
DIN: 02725365

Nanette D’sa
Director
DIN: 05261531

Place: Mumbai
Date: 30 May 2022

Anish Shah
Chief Financial Officer

Anil Gupta
Company Secretary

Notes forming part of the Consolidated Financial Statements

1 A Corporate Information

Zee Learn Limited ("the Company" or "the Holding Company) was incorporated in State of Maharashtra on 4 January, 2010. The Company along with its subsidiaries ("Group") is one of the most diversified premium education Group which delivers learning solutions and training through its multiple products viz. Kidzee, Mount Litera Zee Schools, Mount Litera World Preschool, Zee Institute of Media Arts (ZIMA), Zee Institute of Creative Arts (ZICA) and E - Learning Online Education and Testing. The Group is also in the business of providing and servicing school infrastructure on long-term lease agreements. It also provides education support and coaching services for students in the secondary and higher secondary school and for students pursuing graduation degree in commerce, preparing for various competitive examinations and undertaking chartered accountancy examinations.

The consolidated financial statements of the Group for the year ended 31 March 2022, were authorised for issue by the Board of Directors at their meeting held on 30 May 2022.

B Basis of preparation of Consolidated financial statements

i) These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified under Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act and rules framed there under and guidelines issued by Securities and Exchange Board of India (SEBI).

These consolidated financial statements have been prepared and presented under the historical cost convention, on accrual basis of accounting except for certain financial assets and liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies stated out below.

ii) Functional and Presentation currency

These consolidated financial statements are presented in Indian Rupees , which is also the Group's functional currency.

All amounts disclosed in the consolidated financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III (except per share data), unless otherwise stated. Zero '0.00' denotes amount less than ₹ 500.

iii) Current non-current classification

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

C Principles of consolidation

The consolidated financial statements incorporate the financial statements of Zee Learn Limited and entities controlled by Zee Learn Limited.

Control exists when the parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases.

The financial statements of the Group companies are consolidated on a line-by-line basis and intra-group balances and transactions including unrealized gain / loss from such transactions are eliminated upon consolidation. These consolidated financial statements are prepared by applying uniform accounting policies in use at the Group.

The consolidated financial statements incorporate the financial statements of the Holding Company and its subsidiaries (as listed in the table below).

Notes forming part of the Consolidated Financial Statements

Name of the Subsidiaries	Principal activities	Proportion of Interest (including beneficial interest) / Voting Power (either directly / indirectly or through Subsidiaries)	Principal place of business
Direct Subsidiaries			
Digital Ventures Private Limited	Construction and leasing for education	100 % (100 %)	India
Academia Edificio Private Limited	Education support and coaching services	100 % (100 %)	India
Liberium Global Resources Private Limited	Training manpower and related activities	100 % (100 %)	India
MT Educare Limited (MTEL)	Education support and coaching services	59.12 % (59.12 %)	India

Name of the Subsidiaries	Principal activities	Proportion of Interest (including beneficial interest) / Voting Power (either directly / indirectly or through Subsidiaries)	Principal place of business
Indirect Subsidiaries (held through MTEL)			
Lakshya Forrum for Competitions Private Limited	Education support and coaching services	100 % (100 %)	India
MT Education Services Private Limited	Education support and coaching services	100 % (100 %)	India
Chitale's Personalised Learning Private Limited	Education support and coaching services	100 % (100 %)	India
Sri Gayatri Educational Services Private Limited	Education support and coaching services	75 % (75 %)	India
Robomate Edutech Private Limited	Education support and coaching services	100 % (100 %)	India
Letspaper Technologies Private Limited	Education support and coaching services	100 % (100 %)	India
Labh Ventures India Private Limited	Acquiring and leasing properties	100 % (100 %)	India

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.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and the fair value less cost to sell. Non-current assets classified as held for sale are not depreciated or amortized.

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

Notes forming part of the Consolidated Financial Statements

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.

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

Notes forming part of the Consolidated Financial Statements

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 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 s 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.

Notes forming part of the Consolidated Financial Statements

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.

(A) Financial assets

(1) Subsequent measurement

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

(i) Debt instrument

(a) Amortised cost

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

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

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

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

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

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

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

FVTPL is a residual category for debt instruments. Any debt instrument, which does

Notes forming part of the Consolidated Financial Statements

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

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

Expected credit loss :

The Group applies expected credit losses (ECL) model for measurement and recognition of loss allowance on the following.

i) Trade receivables

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

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

In case of trade receivables, the Group follows a simplified approach wherein an amount equal to lifetime ECL measured and recognised as loss allowance. Loss allowances for trade receivable are always measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument. 12 month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the 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

Notes forming part of the Consolidated Financial Statements

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

(a) Subsequent measurement

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

Financial liabilities measured at amortised cost

Financial liabilities are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fee or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the consolidated statement of profit and loss.

Financial liabilities at fair value through profit or loss

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

(b) Derecognition of financial liabilities

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

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.

Notes forming part of the Consolidated Financial Statements

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

Notes forming part of the Consolidated Financial Statements

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 charged for an item when sold separately is the best evidence of its standalone selling price.

e) Revenue from government projects includes fees for services rendered and is recognised over the period of the training and coaching service duration, after taking into account the uncertainty involved in condition to be fulfilled vide the terms of contract.

f) Manpower supply services/Reimbursement of expenses are recognised as per the agreed terms of agreement.

g) Onboarding and recruitment charges are accounted when services are completed as per agreed terms.

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

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

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

(v) Other income including financial guarantee commission is recognised as per terms of agreement.

B. Arrangements with Multiple Performance Obligations

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

C. Contract 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

Notes forming part of the Consolidated Financial Statements

year in which the related services are rendered. Expenses on non-accumulating compensated absences is recognised in the period in which the absences occur.

(ii) Defined benefit plans

a) Post-employment and other long-term employee benefits are recognized as an expense in the consolidated statement of profit and loss for the year in which the employee has rendered services. The expense is recognized at the present value of the amount payable determined using actuarial valuation techniques.

b) Re-measurement of the net defined benefit liability, which comprises of actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest) are recognised in other comprehensive income in the period in which they occur

(iii) Defined contribution plans

Payments to defined contribution retirement benefit schemes are charged to the consolidated statement of profit and loss of the year when the contribution to the respective funds are due. There are no other obligations other than the contribution payable to the fund.

(iv) Leave entitlement and compensated absences

Accumulated leave which is expected to be utilised within next twelve months, is treated as short-term employee benefit. Leave entitlement, other than short term compensated absences, are provided based on a actuarial valuation, similar to that of gratuity benefit. Re-measurement, comprising of actuarial gains and losses, in respect of leave entitlement are recognised in the consolidated statement of profit and loss in the period in which they occur.

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 prevalent 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

Notes forming part of the Consolidated Financial Statements

(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 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".

Notes forming part of the Consolidated Financial Statements

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 occasions, the size, type, or incidences of the item of income or expenses pertaining to the ordinary activities of the Group is such that its disclosure improves the understanding of the performance of the Group, such income or expenses is classified as an exceptional item and accordingly, disclosed in the consolidated financial statements.

2 B Critical accounting judgment and estimates

The preparation of consolidated financial statements requires management to exercise judgment in applying the Group's accounting policies. It also requires the use of estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses and the accompanying disclosures including disclosure of contingent liabilities. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis, with revisions recognised in the period in which the estimates are revised and in any future periods affected.

a Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Group. Potential liabilities that have a low probability of crystallising or are very difficult to quantify reliably, are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not provided for in the consolidated financial statements. There can be no assurance regarding the final outcome of these legal proceedings.

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

Notes forming part of the Consolidated Financial Statements

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.

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.

Notes forming part of the Consolidated Financial Statements

2 C Recent Indian Accounting Standards (Ind AS)

New standards adopted

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On 23 March 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, as below.

IndAS 16–Property Plant and equipment

The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the consolidated financial statement of profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The effective date for adoption of this amendment is annual periods beginning on or after 1 April 2022. The Company has evaluated the amendment and there is no impact on its consolidated financial statements.

IndAS 37–Provisions, Contingent Liabilities and Contingent Assets

The amendment specifies that the cost of fulfilling a contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labor, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after 1 April 2022, although early adoption is permitted. The Company has evaluated the amendment and there is no impact on its consolidated financial statements.

Notes forming part of the Consolidated Financial Statements

3 Property, plant and equipment

(₹ in Lakhs)

Description of Assets	Freehold Land	Building	Plant and Machinery	Furniture and Fixtures	Vehicles	Office Equipment	Computers	Leasehold Improvements	Total
I. Gross carrying amount as at 01 April 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**
Additions during the year	-	-	3.66	10.26	-	1.42	31.92	62.13	**109.39**
Disposals during the year	-	-	38.71	57.35	-	108.23	215.41	135.92	**555.62**
Balance as at 31 March 2022	**445.49**	**2,475.82**	**2,010.15**	**4,014.74**	**52.89**	**272.62**	**2,554.63**	**200.41**	**12,026.75**
Accumulated depreciation									
II. Depreciation upto 01 April 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**
Depreciation charge for the year	-	68.45	66.76	258.55	2.70	59.22	88.78	54.94	**599.40**
Disposals during the year	-	-	35.91	55.52	-	61.54	183.89	66.34	**403.20**
Provision for Impairment	-	-	0.72	260.49	-	-	0.37	-	**261.58**
upto 31 March 2022	**-**	**954.70**	**1,754.10**	**3,376.68**	**38.62**	**188.60**	**2,375.46**	**118.57**	**8,806.73**
Net carrying value									
Balance as at 31 March 2022	445.49	1,521.12	256.05	638.06	14.27	84.02	179.17	81.84	**3,220.02**
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**

Notes forming part of the Consolidated Financial Statements

3 Property, plant and equipment

Details of Capital work-in-progress

(₹ in Lakhs)

	31 March 2022	31 March 2021
Opening balance	-	676.11
Add : Addition during the year	56.79	-
Less : Capitalized during the year	-	676.11
Closing balance	**56.79**	**-**

Capital work-in-progress ageing schedule for balance as at 31 March 2022

(₹ in Lakhs)

Capital work-in-progress	Amount in Capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	56.79	-	-	-	56.79
Projects temporarily suspended	-	-	-	-	-

(₹ in Lakhs)

Net carrying value	31 March 2022	31 March 2021
Property, plant and equipment	3,220.02	4,124.03
Capital work-in-progress	56.79	-

Notes :-

(i) The amount of contractual commitment for the acquisition of property, plant and equipment is disclosed in note 38.

(ii) For details of property, plant and equipment pledged as security, Refer note 56.

(iii) There are no property, plant and equipment acquired through business combination during the year

(iv) There are no property, plant and equipment revalued during the year

(v) There are no impairment losses or reversal of such loss during the year

Notes forming part of the Consolidated Financial Statements

4 Right-of-use assets

(₹ in Lakhs)

Description of Assets	Leased Premises	Total
I. Gross carrying amount as at 01 April 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**
Additions during the year	922.04	**922.04**
Disposals during the year	3,630.49	**3,630.49**
Balance as at 31 March 2022	**6,960.30**	**6,960.30**
II. Amortisation upto 01 April 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**
Amortisation for the year	1,203.88	**1,203.88**
Disposals during the year	1,890.66	**1,890.66**
upto 31 March 2022	**3,376.98**	**3,376.98**
Net carrying value		
Balance as at 31 March 2022	3,583.32	**3,583.32**
Balance as at 31 March 2021	5,604.99	**5,604.99**

(₹ in Lakhs)

Net carrying value	31 March 2022	31 March 2021
Right-of-use assets	3,583.32	5,604.99

5 Investment property

(₹ in Lakhs)

Description of Assets	Building	Freehold Land (#)	Furniture and Fixtures	Office Equipment	Computers	Total
I. Gross carrying amount as at 01 April 2020	**26,079.65**	**1,687.64**	**691.82**	**543.29**	**194.66**	**29,197.06**
Additions during the year	-	-	41.26	-	-	**41.26**
Balance as at 31 March 2021	**26,079.65**	**1,687.64**	**733.08**	**543.29**	**194.66**	**29,238.32**
Additions during the year	-	-	-	3.05	15.79	**18.84**
Balance as at 31 March 2022	**26,079.65**	**1,687.64**	**733.08**	**546.34**	**210.45**	**29,257.16**
II. Depreciation upto 01 April 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**
upto 31 March 2021	**3,660.65**	**-**	**333.22**	**405.78**	**161.12**	**4,560.77**
Depreciation charge for the year	982.78	-	71.40	25.37	2.10	**1,081.65**
upto 31 March 2022	**4,643.43**	**-**	**404.62**	**431.15**	**163.22**	**5,642.42**
Net carrying value						
Balance as at 31 March 2022	21,436.22	1,687.64	328.46	115.19	47.23	**23,614.74**
Balance as at 31 March 2021	22,419.00	1,687.64	399.86	137.51	33.54	**24,677.55**

Notes forming part of the Consolidated Financial Statements

5 Investment property (Contd.)

Details of Investment property under development

(₹ in Lakhs)

	31 March 2022	31 March 2021
Opening balance	30,305.62	29,553.91
Add : Addition during the year	1,173.08	1,539.85
Less : Expensed off during the year	258.85	788.14
Closing balance	**31,219.85**	**30,305.62**

(₹ in Lakhs)

Net book value	31 March 2022	31 March 2021
Investment property	23,614.74	24,677.55
Investment property under development	31,219.85	30,305.62

(₹ in Lakhs)

Fair value	Land	Building	Category
Balance as at 31 March 2022	2,268.75	37,124.05	Level 2
Balance as at 31 March 2022	1,053.01	2,828.58	Level 3*
Balance as at 31 March 2021	2,103.75	34,546.23	Level 2
Balance as at 31 March 2021	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.

6 Goodwill

(₹ in Lakhs)

Description of Assets	Goodwill *
I. Gross carrying amount as at 01 April 2020	**31,323.64**
Additions during the year	-
Disposals during the year	-
Balance as at 31 March 2021	**31,323.64**
Additions during the year	-
Disposals during the year	-
Balance as at 31 March 2022	**31,323.64**
II. Amortisation upto 01 April 2020	**-**
Amortisation for the year	-
Disposals during the year	-
upto 31 March 2021	**-**
Amortisation for the year	-
Disposals during the year	-
upto 31 March 2022	**-**
Net carrying value	
Balance as at 31 March 2022	31,323.64
Balance as at 31 March 2021	31,323.64

* Arising on acquisition of MT Educare Limited.

Notes forming part of the Consolidated Financial Statements

7 Other intangible assets

(₹ in Lakhs)

Description of Assets	Brands	Software	Content Development	Development Rights *	Total
I. Gross carrying amount as at 01 April 2020	**3,203.80**	**278.28**	**909.60**	**5,176.85**	**9,568.53**
Additions during the year	-	12.18	35.66	-	**47.84**
Balance as at 31 March 2021	**3,203.80**	**290.46**	**945.26**	**5,176.85**	**9,616.37**
Additions during the year	-	12.04	80.16	-	**92.20**
Balance as at 31 March 2022	**3,203.80**	**302.50**	**1,025.42**	**5,176.85**	**9,708.57**
II. Amortisation upto 01 April 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**
upto 31 March 2021	**1,296.78**	**217.46**	**856.37**	**822.89**	**3,193.50**
Amortisation for the year	457.65	46.80	50.92	229.15	**784.52**
Provision for Impairment	-	8.94	-	-	**8.94**
upto 31 March 2022	**1,754.43**	**273.20**	**907.29**	**1,052.04**	**3,986.96**
Net carrying value					
Balance as at 31 March 2022	1,449.37	29.30	118.13	4,124.81	**5,721.61**
Balance as at 31 March 2021	1,907.02	73.00	88.89	4,353.96	**6,422.87**

Details of Intangible Assets under development

(₹ in Lakhs)

	31 March 2022	31 March 2021
Opening balance	5,257.65	5,270.02
Add : Addition during the year	-	-
Less : Capitalized during the year	12.20	12.37
Closing balance	**5,245.45**	**5,257.65**

Intangible Assets under development ageing schedule for balance as at 31 March 2022

(₹ in Lakhs)

Intangible Assets under development	Amount in Intangible Assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	5245.45	5245.45
Projects temporarily suspended	-	-	-	-	-

Intangible Assets under development ageing schedule for balance as at 31 March 2021

(₹ in Lakhs)

Intangible Assets under development	Amount in Intangible Assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	11.79	0.41	5245.45	5257.65
Projects temporarily suspended	-	-	-	-	-

Notes forming part of the Consolidated Financial Statements

7 Other intangible assets (Contd.)

(₹ in Lakhs)

Net carrying value	31 March 2022	31 March 2021
Intangible Assets	5,721.61	6,422.87
Intangible Assets under Development	5,245.45	5,257.65

*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 56.

The amount of contractual commitment for the acquisition of intangible assets is disclosed in note 38.

8 Non-current investments

(₹ in Lakhs)

	31 March 2022	31 March 2021
Investments in equity instrument (fully paid up)		
Investment carried at fair value through profit and loss - Unquoted		
1,250 (1,250) Equity Shares of ₹ 25 each fully paid up of The Shamrao Vithal Co-operative Bank Limited	0.31	0.31
475 (290) Equity shares of ₹ 10 each fully paid up of The Shamrao Vithal Co-operative Bank Limited	0.05	0.03
Total	**0.36**	**0.34**

(₹ in Lakhs)

	31 March 2022	31 March 2021
Aggregate amount of unquoted investments	0.36	0.34

9 Loans

(₹ in Lakhs)

	Non-Current		Current	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Loans receivables				
Others - considered good (Unsecured) #	13,955.74	13,284.28	10,993.70	10,987.45
Less: Provision for doubtful deposits and loans and advances	(5,678.29)	(7,160.12)	(8,162.39)	(6,406.78)
Net Loans receivables	**8,277.45**	**6,124.16**	**2,831.31**	**4,580.67**

in case of one subsidiary viz Liberium Global Resources Private Limited the loan of ₹/lakhs 189.70 (₹/lakhs 169.57) carries interest @ 12.5% p.a. given to four educational trust and is repayable on or before 31 March 2024.

Notes forming part of the Consolidated Financial Statements

10 Other financial assets

(₹ in Lakhs)

	Non-Current		Current	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Deposit with banks having maturity period of more than twelve months (Refer note 17 B)	3.48	6.62	0.62	-
Advances and deposits - unsecured and considered good				
- to related parties (Refer note 49)	-	-	-	105.26
- to others	590.25	576.32	969.82	896.05
Claims receivable	-	-	-	0.67
Contract assets (Refer note 42)	-	-	1,311.24	492.03
Other receivables (net)	-	-	247.24	2,132.39
Total	**593.73**	**582.94**	**2,528.92**	**3,626.40**

11 Deferred tax assets (net)

The components of deferred tax balances are as under:

(₹ in Lakhs)

	31 March 2022	31 March 2021
Deferred tax assets		
Employee benefits obligation	205.40	262.92
Depreciation and amortization	1,417.57	1,429.69
Provision for doubtful debts	5,512.14	5,713.90
Disallowances under section 40(a) of the Income Tax Act, 1961	51.89	12.44
Difference in Right-of-use assets and lease liabilities	387.54	272.61
Others	237.59	200.21
Total (A)	**7,812.13**	**7,891.77**
Deferred tax liabilities		
Depreciation and amortization	15.41	9.01
Total (B)	**15.41**	**9.01**
Mat credit entitlement	11.37	11.37
Total (C)	**11.37**	**11.37**
Deferred tax assets (net) (A-B+C)	**7,808.09**	**7,894.13**

12 Non-current tax assets (net)

(₹ in Lakhs)

	31 March 2022	31 March 2021
Balances with government authorities		
- Direct taxes (net of provisions for taxes)	2,822.42	3,053.12
Total	**2,822.42**	**3,053.12**

Notes forming part of the Consolidated Financial Statements

13 Other assets

(₹ in Lakhs)

	Non-Current		Current	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Capital advances (unsecured)				
- Considered good	638.81	648.13	-	-
- Considered doubtful	33.71	33.71	-	-
	672.52	**681.84**	**-**	**-**
Less: Allowances for doubtful advances	(33.71)	(33.71)	-	-
	638.81	**648.13**	**-**	**-**
Other loans and advances (unsecured)				
- Considered good	834.00	834.74	183.45	176.94
Prepaid expenses	-	-	116.83	84.41
Gratuity Fund	-	-	5.15	4.81
Balance with government authorities				
- Indirect taxes	116.74	99.30	27.00	230.15
Total	**1,589.55**	**1,582.17**	**332.43**	**496.31**

14 Inventories

(₹ in Lakhs)

	31 March 2022	31 March 2021
Educational goods and equipment (Refer note (a) below) (includes Goods In Transit ₹/lakhs 155.14 (₹/lakhs 115.68)	492.72	1,065.78
Total	**492.72**	**1,065.78**

a. Inventories were written down to net realisable value by ₹/lakhs 507.68 (₹/lakhs 507.68)

b. For details of inventories being pledged as security, refer note 56.

15 Current investments

(₹ in Lakhs)

	31 March 2022	31 March 2021
Investments carried at fair value through Profit and loss		
Mutual funds - Quoted (at face value of ₹ 1000 each)		
0.355 (0.355) units of HDFC Liquid - Direct Plan - Growth option (Face value of ₹ 1000 each)	0.01	0.01
Total	**0.01**	**0.01**

(All the above securities are fully paid up)

(₹ in Lakhs)

	31 March 2022	31 March 2021
Aggregate amount of quoted Investments and market value thereof	0.01	0.01

Notes forming part of the Consolidated Financial Statements

16 Trade receivables (Unsecured)

(₹ in Lakhs)

	31 March 2022	31 March 2021
Considered good		
- Related parties (Refer note 49)	334.20	650.57
- Others	8,983.34	6,885.57
Which have significant increase in credit risk	5,936.97	6,998.24
Credit impaired	3,378.32	3,732.55
	18,632.83	18,266.93
Less : Allowances for significant increase in credit risk	(4,954.75)	(5,398.41)
Less : Allowances for credit impaired receivables	(3,378.34)	(3,732.55)
Total	**10,299.74**	**9,135.97**

Trade receivables are non-interest bearing and the credit period extended to them is 0-180 days.

There are no debts due by directors or other officers of the Group or any of them either severally or jointly with any other person or debts due by firms or private companies in which any director is a partner or a director or a member.

The Group's exposure to credit risk related to trade receivable is disclosed in note 53.

Trade receivables (Unsecured) ageing schedule for balance as at 31 March 2022

(₹ in Lakhs)

	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	644.67	3,238.03	3,921.49	1,466.40	21.92	9,292.52
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	333.39	24.71	1,209.86	1,243.44	3,125.57	5,936.97
(iii) Undisputed Trade Receivables – credit impaired	7.65	48.39	48.24	898.89	1,977.42	2,980.59
Total Undisputed Trade Receivables (A)	**985.71**	**3,311.13**	**5,179.59**	**3,608.73**	**5,124.92**	18,210.08
(iv) Disputed Trade Receivables– considered good	19.18	5.84	-	-	-	25.02
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	41.14	324.65	31.94	397.73
Total Disputed Trade Receivables (B)	**19.18**	**5.84**	**41.14**	**324.65**	**31.94**	422.75
Total Trade Receivables (A+B)	1,004.89	3,316.97	5,220.73	3,933.38	5,156.86	18,632.83
Less : Allowances for significant increase in credit risk	258.46	24.71	302.60	1,243.44	3,125.54	4,954.75
Less : Allowances for credit impaired receivables	7.65	48.39	89.39	1,223.54	2,009.37	3,378.34
Total	738.78	3,243.87	4,828.74	1,466.40	21.95	10,299.74

Notes forming part of the Consolidated Financial Statements

16 Trade receivables (Contd.)

Trade receivables (Unsecured) ageing schedule for balance as at 31 March 2021

(₹ in Lakhs)

	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	1,210.95	3,794.70	2,432.65	80.18	17.66	**7,536.14**
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	8.59	136.98	3,386.78	694.46	2,771.43	**6,998.24**
(iii) Undisputed Trade Receivables – credit impaired3	-	-	738.83	1,153.48	1,809.61	**3,701.92**
Total Undisputed Trade Receivables (A)	**1,219.54**	**3,931.68**	**6,558.26**	**1,928.12**	**4,598.70**	**18,236.30**
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	**-**
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	**-**
(vi) Disputed Trade Receivables – credit impaired	-	-	16.00	14.63	-	**30.63**
Total Disputed Trade Receivables (B)	**-**	**-**	**16.00**	**14.63**	**-**	**30.63**
Total Trade Receivables (A+B)	1,219.54	3,931.68	6,574.26	1,942.75	4,598.70	**18,266.93**
Less : Allowances for significant increase in credit risk	-	-	1,932.54	694.46	2,771.41	**5,398.41**
Less : Allowances for credit impaired receivables	-	-	754.83	1,168.11	1,809.61	**3,732.55**
Total	**1,219.54**	**3,931.68**	**3,886.89**	**80.18**	**17.68**	**9,135.97**

17 Cash and bank balances

(₹ in Lakhs)

	Current	
	31 March 2022	31 March 2021
A. Cash and cash equivalents		
Balances with banks in Current accounts	2,563.39	563.22
Cash on hand	0.01	3.05
Total (A)	**2,563.40**	**566.27**
B. Other balances with banks		
Balances with banks -		
- Unclaimed dividend account - Bank balance @	26.27	27.83
- In deposits with banks having maturity period upto twelve months #	597.89	732.38
- In deposits with banks having maturity period of more than twelve months #	4.10	6.62
	628.26	**766.83**
Disclosed under "Other financial assets" (refer note 10)	(4.10)	(6.62)
Total (B)	**624.16**	**760.21**
Total (A+B)	**3,187.56**	**1,326.48**

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

a) Pledged/Lien for Term Loan/Overdraft ₹/lakhs 12.75 (Nil), Lien for Government authorities ₹/lakhs 0.74 (₹/lakhs 0.69), Lien for others ₹/lakhs 62.99 (₹/lakhs 39.97).

b) Held as lien by bank against bank guarantees issued ₹/lakhs 273.44 (₹/lakhs 274.97) and Held as lien by bank against bank overdraft ₹/lakhs 274.62 (₹/lakhs NIL).

Notes forming part of the Consolidated Financial Statements

18 Equity share capital

(₹ in Lakhs)

	31 March 2022	31 March 2021
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 2022		31 March 2021	
	Number of equity shares	₹ Lakhs	Number of equity shares	₹ Lakhs
At the beginning of the year	326,092,725	3,260.93	326,092,725	3,260.93
Add : Issued during the year	-	-	-	-
Outstanding at the end of the year	**326,092,725**	**3,260.93**	**326,092,725**	**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 2022.

d) Details of Equity Shareholders holding more than 5 % of the aggregate Equity shares of the Holding Company

Name of the Shareholders	31 March 2022		31 March 2021	
	Number of equity shares	% Shareholding	Number of equity shares	% Shareholding
Essel Holdings Limited	28,874,238	8.85%	28,874,238	8.85%
Moon Capital Trading Pte. Limited	20,955,327	6.43%	20,955,327	6.43%
Rattanindia Finance Private Limited	20,950,000	6.42%	20,950,000	6.42%
Jayneer Infrapower & Multiventures Private Limited	16,900,000	5.18%	19,404,227	5.95%
Asian Satellite Broadcast Private Limited	14,898,250	4.57%	24,888,250	7.63%
Polus Global Fund	-	-	20,400,000	6.26%
Indusind Bank Limited	-	-	17,370,000	5.33%

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

Notes forming part of the Consolidated Financial Statements

18 Equity share capital (Contd.)

e) Shares held by promoters at the end of the year

Sr. No.	Promoter name	31 March 2022		31 March 2021		% Change during the year*
		Number of equity shares	% Shareholding	Number of equity shares	% Shareholding	
1	Essel Holdings Limited	28,874,238	8.85%	28,874,238	8.85%	0.00%
2	Jayneer Infrapower & Multiventures Private Limited	16,900,000	5.18%	19,404,227	5.95%	-0.77%
3	Asian Satellite Broadcast Private Limited	14,898,250	4.57%	24,888,250	7.63%	-3.06%
4	Jayneer Enterprises Llp	40,000	0.01%	40,000	0.01%	0.00%
5	Essel Media Ventures Private Limited	11,036	0.003%	12,121,036	3.72%	-3.71%
6	Sprit Infrapower & Multiventures Private Limited	3,864	0.001%	3,864	0.001%	0.00%
	Total	**60,727,388**	**18.62%**	**85,331,615**	**26.17%**	**-7.55%**

* percentage change shall be computed with respect to the number at the beginning of the year or if issued during the year for the first time then with respect to the date of issue.

f) Employees Stock Option Scheme (ESOP)

The Holding Company 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.

g) Summary of options granted under the Scheme

	31 March 2022		31 March 2021	
	Average exercise price per share option ₹	Number of options	Average exercise price per share option ₹	Number of options
Opening balance	14.10	7,229,193	22.29	7,667,696
Granted during the year	14.85	150,000	14.10	150,000
Exercised during the year	-	-	-	-
Forfeited during the year	14.10	683,732	14.10	588,503
Closing balance		**6,695,461**		**7,229,193**
Vested and exercisable		6,042,795		3,553,047

Notes forming part of the Consolidated Financial Statements

18 Equity share capital (Contd.)

h) Expiry date and exercise prices of the share options outstanding at the end of the year:

(₹ in Lakhs)

Grant Number	Grant date	Expiry date	Exercise price ₹	Revised Expiry date (Refer note i)	Revised Expiry date (Refer note i)	Share options	
						31 March 2022	31 March 2021
3rd Grant	09 Oct 2013	09 Oct 2020	20.85	30/Dec/2024	14.10	6,026	6,026
5th Grant	29 Sep 2014	29 Sep 2021	35.25	30/Dec/2024	14.10	72,325	96,075
6th Grant	28 Oct 2015	28 Oct 2022	31.80	30/Dec/2024	14.10	2,152,490	2,152,490
8th Grant	30 Sep 2016	30 Sep 2023	34.15	30/Dec/2024	14.10	704,684	832,884
10th Grant	19 Feb 2018	19 Feb 2025	42.20	19/Feb/2025	14.10	398,705	547,774
12th Grant	22 Oct 2019	22 Oct 2026	18.70	22/Oct/2026	14.10	3,151,231	3,483,944
13th Grant	24 Apr 2020	24 Apr 2027	14.10	24/Apr/2027	14.10	60,000	110,000
14th Grant	14 June2021	14 June 2028	14.85	14/Jun/2028	14.85	150,000	-
Total						**6,695,461**	**7,229,193**
Weighted average remaining contractual life of options outstanding at end of period (in years)						3.71	4.67

i) During the previous 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 ₹ 1/- (Rupee one) each upon payment of the Exercise price ranging from ₹ 18.70 to ₹ 42.20 per option, as above to ₹ 14.10 per option w.e.f 24 April 2020, and as a consequence thereof and as connected therewith, extend the exercise period by four years from the date of shareholders approval in Annual General Meeting held on 30 December 2020.

j) The fair value of each option granted is estimated on the date of grant using the black scholes model with the following assumptions

Scheme	3rd Grant	5th Grant	6th Grant	8th Grant
Grant date	9/Oct/2013	29/Sep/2014	28/Oct/2015	30/Sep/2016
Weighted average fair value of options granted ₹	7.98	13.30	3.03	4.80
Revised Exercise price (Refer note i above) ₹	27.55	14.10	31.40	46.50
Share price at the grant date ₹	22.25	35.30	32.15	35.20
Expected volatility	36.90%	38.82%	38.87%	35.81%
Risk free interest rate	7.01%	7.15%	7.21%	6.38%
Dividend yield	0.00%	0.00%	0.00%	0.00%
Expected life of the options (years)	1.72	2.25	2.79	2.75

Scheme	10th Grant	12th Grant	13th Grant	14th Grant
Grant date	19/Feb/2018	22/Oct/2019	24/Apr/2020	14/Jun/2021
Weighted average fair value of options granted ₹	15.15	10.05	8.10	6.63
Revised Exercise price (Refer note i above) ₹	36.90	14.10	14.10	14.85
Share price at the grant date ₹	42.75	17.80	14.65	15.45
Expected volatility	35.05%	79.00%	68.00%	31.99%
Risk free interest rate	7.04%	6.30%	4.58%	6.06%
Dividend yield	0.00%	0.00%	0.00%	0.00%
Expected life of the options (years)	3.40	3.72	3.78	5.88

The expected price volatility is based on the historic volatility (based on the remaining life of the options), adjusted for any expected changes to future volatility due to publicly available information.

Notes forming part of the Consolidated Financial Statements

18 Equity share capital (Contd.)

k) Expense arising from share based payments transactions

(₹ in Lakhs)

	31-Mar-22	31-Mar-21
Gross expense / (reversal) arising from share based payments	54.27	187.16
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 30)	**54.27**	**187.16**

Notes:

(i) The weighted average share price at the date of exercise of options exercised during the year ended 31 March 2022 was ₹ 21.18 (₹ 29.23).

19 (A) Other equity

(₹ in Lakhs)

	31 March 2022	31 March 2021
Reserves and surplus		
Capital Reserve		
As per last Balance Sheet	17.49	17.49
Securities premium		
As per last Balance Sheet	12,962.59	12,962.59
Debenture redemption reserve		
As per last Balance Sheet	1,421.88	1,421.88
Share options outstanding account		
As per last Balance Sheet	614.02	477.45
Add: Share based payment expense (net)	54.27	187.16
Less : Transferred to retained earnings on lapse of vested options	(63.54)	(50.59)
	604.74	**614.02**
General reserve		
As per last Balance Sheet	14,043.91	14,043.91
Retained earnings		
Opening Balance	14,105.73	14,893.87
Add : Loss for the year	(272.42)	(879.33)
Add : Transferred from share options outstanding account on lapse of vested options	63.54	50.59
Re-measurement gains / (losses) on defined benefit plans (net of tax)	46.62	40.60
	13,943.47	**14,105.73**
Total	**42,994.08**	**43,165.62**

19 (B) Non-controlling Interest

(₹ in Lakhs)

	31 March 2022	31 March 2021
As per last Balance Sheet	15,008.81	16,231.25
Add : Loss for the year	(1,039.32)	(1,222.44)
Total	**13,969.49**	**15,008.81**

Notes forming part of the Consolidated Financial Statements

20 Borrowings

(₹ in Lakhs)

	Non-Current		Current	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Debentures (Refer note (I) below) - Secured	-	1,780.44	3,369.38	2,592.16
Intercorporate deposits - Unsecured (Refer note (II) below) [(Including interest ₹/lakhs 1,048.12 (₹/lakhs 901.08)]	9,497.59	8,537.16	206.50	-
Total (A)	**9,497.59**	**10,317.60**	**3,575.88**	**2,592.16**
Others - Secured				
Term loan from				
- Banks (Refer note (III), (VII) and (VIII) below)	13,993.94	14,948.79	4,648.78	3,064.33
- Other parties (Refer note (V), (VI), (VII) and (VIII) below)	3,020.37	2,854.19	8.06	4.66
Bank overdraft facilities (Refer note (IV), (VII) and (VIII) below)	-	-	5,379.76	4,900.47
Current maturities of non current borrowings and interest accrued and due thereon	(3,656.69)	(3,053.27)	3,475.51	3,053.27
Total (B)	**13,357.62**	**14,749.71**	**13,512.11**	**11,022.73**
Total (A+B)	**22,855.21**	**25,067.31**	**17,087.99**	**13,614.89**

For transactions relating to related party, refer note 49.

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 3,369.38 (₹/lakhs 4,372.60) [including interest of ₹/lakhs 18.28 (₹/lakhs 21.49), 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. During the year, the terms of NCDs were revised again and accordingly are now redeemable till 13 March 2023. 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 Company had taken Intercorporate deposit (ICD) from Asian Satellite Broadcast Private Limited (ASBPL) and the outstanding ICD as at 01 April 2021 was ₹/lakhs 8,537.16. During the year, an assignment agreement was entered between ASBPL (the "Assignor") and Digital Subscriber Management Consultancy Services Private Limited (DSMCSPL) (the "Assignee") wherein the assignor assigned the said amount outstanding as at 01 April 2021 to the assignee and accordingly the Company is discharged from its liabilities to the extent of the said amount payable to the assignor. The ICD carries interest @ 12%-12.5% p.a. and is repayable on or before 04 April 2024.

III Term loans from banks

a) Term loan from Development Credit Bank (DCB) of ₹/lakhs 1,556.28 (₹/lakhs 1,472.47) [including interest accrued of ₹/lakhs 156.28 (₹/lakhs 72.47) 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. The Company opted to defer the tenure of its

Notes forming part of the Consolidated Financial Statements

20 Borrowings (Contd.)

term loan under Moratorium benefits and now the outstanding amount is payable in three equal monthly installments starting from July 2021, however the company defaulted in repayment of all three installments and not paid till 31 March 2022.

b) (i) Term loan from Axis Bank Limited ₹/lakhs 9,869.44 (₹/lakhs 9,099.23) [including interest accrued of ₹/lakhs 1,233.83 (₹/lakhs 287.61) carries interest @ bank's base plus spread of 2.65% p.a viz., 12.90% p.a. The loan is repayable in 37 quarterly installments beginning from 4th year i.e Financial year 2018.

(ii) Term loan from Tamilnad Mercantile Bank Limited ₹/lakhs 2,471.92 (₹/lakhs 2,260.64) [including interest of ₹/lakhs 309.53 (₹/lakhs 54.25) carries interest @ bank's base plus spread rate of 2.65% p.a viz., 12.90% p.a. The loan is repayable in 37 quarterly installments beginning from 4th year i.e Financial year 2018.

(iii) During the year, there was default in repayment of the above Term loans (including interest) and in this regard, one of the Lenders has invoked the Corporate Guarantee issued by the Holding Company on behalf of DVPL and called upon the Holding Company to make payment of an amount of Rs. 9,162 lakhs outstanding as at 30 June 2021 with further interest w.e.f. 01 July 2021 as per the terms of sanction letters (Refer note 60).

(iv) 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 (₹/lakhs 102.21 Cr).

c) (i) Term loan from Axis Bank Limited ₹/lakhs 455.13 (₹/lakhs 1,297.91) is secured by, first pari passu hypothecation charge on the entire current assets and movable assets (except vehicle) of the subsidiary company both present and future, pledge of shares and personal guarantee given by the promoter of the subsidiary company. The said loan is repayable in 8 Half yearly installment starting from September 2018. Last Installment due in February 2022. Rate of interest is 2.5% over banks 12 months Marginal Cost of Funds based Lending Rate (MCLR).

(ii) Term loan from SVC Co-operative Bank Ltd ₹/lakhs 4,289.95 (₹/lakhs 3,882.87) 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 i) Overdraft facilities from Yes Bank, Axis Bank Limited and Development Credit Bank (DCB) are 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%.

ii) Overdraft facility from ICICI Bank Limited is secured by fixed deposits (FD) (carries interest rate @ 1% pa over FD interest) and is repayable on demand. The subsidiary company MT Educare Limited (MTEL) and its subsidiary companies (MTEL Group) has exceeded the limit sanctioned in overdraft facility on various dates and also as at 31 March 2022 and 31 March 2021.

V Vehicle loan from Kotak Mahindra Prime Limited of ₹/lakhs 8.06 (₹/lakhs 12.73) is secured against hypothecation of respective vehicle. The rate of interest is 8.92% p.a and repayable upto 05 February 2023.

Notes forming part of the Consolidated Financial Statements

20 Borrowings (Contd.)

VI Term Loan from Xander Finance Private Limited assigned to Assets Care and Restructuring Enterprise Limited (ACRE). Term loan from Xander Finance Private Limited ₹/lakhs 3,020.37 (₹/lakhs 2,846.12) is secured by way of first pari passu hypothecation charge on the entire current assets and movable assets of the subsidiary companies both present and future; personal guarantee given by one of the promoter of the subsidiary company. Repayable in 10 half yearly installments starting from October 2018. Last installment due in March 2023. Rate of interest is 13.75%.

VII Satisfaction of charge is yet to be registered with Registrar of Companies (ROC) in respect of loan of ₹/lakhs 1,000.00 (₹/lakhs 1,000.00) sanctioned by Yes Bank Limited, in case of Holding Company. Charge of this loan is not satisfied with ROC as the Company has not received No Objection Certificate from Yes Bank Limited.

VIII The subsidiary company MT Educare Limited (MTEL) and its subsidiary company has applied for One Time Restructuring (OTR) in accordance with Resolution Framework for Covid-19-related Stress issued by Reserve bank of India dated 06 August 2020, bearing reference number DOR.No.BP.BC/3/21.04.048/2020-21 but was rejected by the lender on 28 June 2021 and accordingly was declared as Non-Performing Assets (NPA).Further the borrowings was assigned by Xander Finance Private Limited to Assets Care and Restructuring Enterprise Limited (ACRE) vide letter dated 23 August 2021. Subsequently the lender filed petition in National Company Law Tribunal (NCLT) against the company which was pending for admission in the NCLT. Since there are disputes w.r.t the claims and the matter is before NCLT, the Group has not recognised the interest expense there upon w.e.f 01 October 2021 amounting to Rs. 257.74 lakhs (excluding penal interest if any) of the Group.

IX The Holding company, subsidiary company MT Educare Limited (MTEL) and its subsidiary companies (MTEL Group) is not required to submit quarterly statement as the borrowings are considered Non performing asset by bank and other parties.

X Details of continuing defaults as at 31 March 2022

(a) Lender	Principal			Remarks
	(₹/lakhs)	Due Date	Delay Days	
Development Credit Bank - Term loan	490.82	31-Jul-21	243	Unpaid
Development Credit Bank - Term loan	490.82	31-Aug-21	212	Unpaid
Development Credit Bank - Term loan	490.82	30-Sep-21	182	Unpaid
Assets Care and Restructuring Enterprise Limited - MTEL Group (refer note VI above) **	1,472.26	Various dates	239-548 Days	Unpaid
Assets Care and Restructuring Enterprise Limited - MTEL Group (refer note VI above) **	1,194.33	Various dates	239-366 Days	Unpaid
Axis Bank Limited - MTEL Group **	321.90	Various dates	232-366 Days	Unpaid
Axis Bank Limited	74.00	31-Mar-21	365	Unpaid
Axis Bank Limited	250.00	30-Jun-21	274	Unpaid
Axis Bank Limited	250.00	30-Sep-21	182	Unpaid
Axis Bank Limited	300.00	31-Dec-21	90	Unpaid
Axis Bank Limited	300.00	31-Mar-22	0	Unpaid
Tamilnad Mercantile Bank Limited	18.50	31-Mar-21	365	Unpaid
Tamilnad Mercantile Bank Limited	62.50	30-Jun-21	274	Unpaid
Tamilnad Mercantile Bank Limited	62.50	30-Sep-21	182	Unpaid
Tamilnad Mercantile Bank Limited	75.00	31-Dec-21	90	Unpaid
Tamilnad Mercantile Bank Limited	75.00	31-Mar-22	0	Unpaid

Notes forming part of the Consolidated Financial Statements

20 Borrowings (Contd.)

(b) Lender	Interest			Remarks
	(₹ Lakhs)	Due Date	Delay Days	
Development Credit Bank - Term loan	17.07	30-Nov-21	121	Unpaid
Development Credit Bank - Term loan	16.89	31-Dec-21	90	Unpaid
Development Credit Bank - Term loan	16.85	31-Jan-22	59	Unpaid
Development Credit Bank - Term loan	15.91	28-Feb-22	31	Unpaid
Development Credit Bank - Term loan	17.10	31-Mar-22	0	Unpaid
Development Credit Bank - Overdraft	15.45	30-Sep-21	182	Unpaid
Development Credit Bank - Overdraft	15.51	31-Oct-21	151	Unpaid
Development Credit Bank - Overdraft	18.67	30-Nov-21	121	Unpaid
Development Credit Bank - Overdraft	22.20	31-Dec-21	90	Unpaid
Development Credit Bank - Overdraft	22.49	31-Jan-22	59	Unpaid
Development Credit Bank - Overdraft	21.11	28-Feb-22	31	Unpaid
Development Credit Bank - Overdraft	23.00	31-Mar-22	0	Unpaid
Assets Care and Restructuring Enterprise Limited - MTEL Group (refer note VI above) **	112.34*	31-Mar-21	366 Days	Unpaid
Assets Care and Restructuring Enterprise Limited - MTEL Group (refer note VI above) **	241.42	Various dates	183-700 Days	Unpaid
Axis Bank Limited - MTEL Group **	10.87*	31-Mar-21	366 Days	Unpaid
Axis Bank Limited - MTEL Group **	122.37	Various dates	183-424 Days	Unpaid
Axis Bank Limited - MTEL Group **	5.94*	31-Mar-21	366 Days	Unpaid
Axis Bank Limited - MTEL Group **	24.54	Various dates	Overdrawn	Unpaid
Axis Bank Limited	110.82	01-Apr-21	364	Unpaid
Axis Bank Limited	92.34	01-May-21	334	Unpaid
Axis Bank Limited	95.42	01-Jun-21	303	Unpaid
Axis Bank Limited	92.34	01-Jul-21	273	Unpaid
Axis Bank Limited	95.42	01-Aug-21	242	Unpaid
Axis Bank Limited	95.42	01-Sep-21	211	Unpaid
Axis Bank Limited	92.34	01-Oct-21	181	Unpaid
Axis Bank Limited	95.42	01-Nov-21	150	Unpaid
Axis Bank Limited	92.34	01-Dec-21	120	Unpaid
Axis Bank Limited	95.42	01-Jan-22	89	Unpaid
Axis Bank Limited	95.42	01-Feb-22	58	Unpaid
Axis Bank Limited	86.18	01-Mar-22	30	Unpaid
Tamilnad Mercantile Bank Limited	27.74	01-Apr-21	364	Unpaid
Tamilnad Mercantile Bank Limited	23.12	01-May-21	334	Unpaid
Tamilnad Mercantile Bank Limited	23.89	01-Jun-21	303	Unpaid
Tamilnad Mercantile Bank Limited	23.12	01-Jul-21	273	Unpaid
Tamilnad Mercantile Bank Limited	23.89	01-Aug-21	242	Unpaid
Tamilnad Mercantile Bank Limited	23.89	01-Sep-21	211	Unpaid
Tamilnad Mercantile Bank Limited	23.12	01-Oct-21	181	Unpaid
Tamilnad Mercantile Bank Limited	23.89	01-Nov-21	150	Unpaid
Tamilnad Mercantile Bank Limited	23.12	01-Dec-21	120	Unpaid
Tamilnad Mercantile Bank Limited	23.89	01-Jan-22	89	Unpaid
Tamilnad Mercantile Bank Limited	23.89	01-Feb-22	58	Unpaid
Tamilnad Mercantile Bank Limited	21.58	01-Mar-22	30	Unpaid

Notes forming part of the Consolidated Financial Statements

20 Borrowings (Contd.)

(c) Details of delays (other than continuing default) in repayments

Lender	Principal		
	(₹ Lakhs)	Due Date	Delay Days
Zee Entertainment Enterprises Limited - NCD	50.00	13-Feb-22	10
Zee Entertainment Enterprises Limited - NCD	50.00	13-Feb-22	15
Zee Entertainment Enterprises Limited - NCD	50.00	13-Feb-22	30
Zee Entertainment Enterprises Limited - NCD	50.00	13-Feb-22	38
Zee Entertainment Enterprises Limited - NCD	100.00	13-Mar-22	12
Zee Entertainment Enterprises Limited - NCD	100.00	13-Mar-22	15
Axis Bank Limited - MTEL Group **	928.10	Various dates	232-536 Days

(d) Details of delays (other than continuing default) in repayments

Lender	Interest		
	(₹ Lakhs)	Due Date	Delay Days
Development Credit Bank - Term loan	11.99	31-Jul-21	13
Development Credit Bank - Term loan	12.74	31-Aug-21	44
Development Credit Bank - Overdraft	15.34	31-Aug-21	44
Zee Entertainment Enterprises Limited - NCD	35.32	13-Aug-21	60
Zee Entertainment Enterprises Limited - NCD	33.62	13-Sep-21	42
Zee Entertainment Enterprises Limited - NCD	30.88	13-Oct-21	70
Zee Entertainment Enterprises Limited - NCD	31.91	13-Nov-21	73
Zee Entertainment Enterprises Limited - NCD	30.88	13-Dec-21	64
Zee Entertainment Enterprises Limited - NCD	31.91	13-Jan-22	33
Zee Entertainment Enterprises Limited - NCD	31.91	13-Feb-22	23
Assets Care and Restructuring Enterprise Limited - MTEL Group (refer note VI above) **	30.27	Various dates	91
Assets Care and Restructuring Enterprise Limited - MTEL Group (refer note VI above) **	12.63	31-Jan-21	90

* The subsidiary company MT Educare Limited (MTEL) and its subsidiary companies (MTEL Group) have availed to defer scheduled Term Loan as per RBI Circular of 27 March 2020 and 23 May 2020 on Moratorium for debt servicing for period 1 March 2020 till 31 August 2020. Accordingly, MTEL Group has deferred interest on term loan amounting to ₹/lakhs 112.34 and interest on overdraft facility amounting to ₹/lakhs 5.94, shall be repayable not later than 31 March 2021.

** The MTEL Group has considered delays/defaults considering moratorium allowed to the Group but pending one time restructuring.

Notes forming part of the Consolidated Financial Statements

XI Details of continuing defaults as at 31 March 2021

(a) Lender	Principal			Remarks
	(₹/lakhs)	Due Date	Delay Days##	
Axis Bank Limited - Term Loan	312.50	31-Aug-20	213	Unpaid
Axis Bank Limited - Term Loan	312.50	28-Feb-21	32	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-Sept-20	183	Unpaid
Xander Finance Private Limited	247.95	31-Mar-21	1	Unpaid

(b) Lender	Interest			Remarks
	(₹/lakhs)	Due Date	Delay Days##	
Axis Bank Limited - Term Loan	10.87#	31-Mar-21	1	Unpaid
Axis Bank Limited - Term Loan	37.08	Various dates	1-60	Unpaid
Xander Finance Private Limited	129.77#	31-Mar-21	1	Unpaid
Xander Finance Private Limited	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

(c) Details of delays (other than continuing default) in repayments

Lender	Principal		
	Amount	Due Date	Delay Days##
Xander Finance Private Limited	297.43	30-Sept-20	57

(d) Details of delays (other than continuing default) in repayments

Lender	Principal		
	Amount	Due Date	Delay Days
Axis Bank Limited- Term Loan	124.67	Various dates	within 1 year
Xander Finance Private Limited	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.

Notes forming part of the Consolidated Financial Statements

21 Lease liabilities

(₹ in Lakhs)

	Non-Current		Current	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Lease liabilities (refer note 36)	3,262.77	4,192.15	528.17	1,523.05
Total	**3,262.77**	**4,192.15**	**528.17**	**1,523.05**

22 Financial liabilities

(₹ in Lakhs)

	Non-Current		Current	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
A. Trade payables				
(1) total outstanding dues of micro enterprises and small enterprises (Refer note 40)	-	-	1,088.59	1,046.31
(2) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	6,285.68	8,170.04
Total (A)	**-**	**-**	**7,374.27**	**9,216.35**
B. Other financial liabilities				
Deposits payable - Customers	10.45	10.45	2.00	2.00
Deposits payable - Others	1,493.15	1,828.41	5.77	28.27
Unclaimed dividend payable #	-	-	26.26	27.82
Employee benefits payable	-	-	1,469.68	1,595.80
Book overdraft	-	-	-	54.62
Creditors for capital expenditure				
(1) total outstanding dues of micro enterprises and small enterprises (Refer note 40)	-	-	41.05	38.72
(2) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	410.78	426.42
Other payables				
(1) total outstanding dues of micro enterprises and small enterprises (Refer note 40)	-	-	154.29	68.99
(2) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	5,356.35	3,965.17
Total (B)	**1,503.60**	**1,838.86**	**7,466.18**	**6,207.81**
Total (A+B)	**1,503.60**	**1,838.86**	**14,840.45**	**15,424.16**

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 2022.

The Group's exposure currency and liquidity risk related to trade payable is disclosed in note 53.

Notes forming part of the Consolidated Financial Statements

22 Financial liabilities (Contd.)

Ageing schedule for outstanding as on 31 March 2022

(₹ in Lakhs)

	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	319.19	265.54	101.12	268.06	50.32	1,004.23
(ii) Others	72.67	881.81	102.24	1,096.87	319.17	2,472.76
(iii) Disputed dues – MSME	-	6.87	8.05	54.91	14.53	84.36
(iv) Disputed dues - Others	-	95.59	30.46	76.49	5.64	208.18
Add: Provision for Expenses	-	-	-	-	3,604.74	3,604.74
Total	**391.86**	**1,249.81**	**241.87**	**1,496.33**	**3,994.40**	**7,374.27**

Ageing schedule for outstanding as on 31 March 2021

(₹ in Lakhs)

	Outstanding for following periods from due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	121.02	117.80	652.90	106.23	8.31	1,006.26
(ii) Others	45.41	1,619.85	1,830.78	351.10	80.58	3,927.72
(iii) Disputed dues – MSME	-	1.74	38.24	0.06	-	40.04
(iv) Disputed dues - Others	-	40.56	263.42	32.31	-	336.29
Add: Provision for Expenses	-	-	-	-	3,906.04	3,906.04
Total	**166.43**	**1,779.95**	**2,785.34**	**489.70**	**3,994.93**	**9,216.35**

23 Deferred tax liabilities

(₹ in Lakhs)

	Non-Current	
	31 March 2022	31 March 2021
Deferred tax liabilities		
Other timing differences	80.09	84.65
Total	**80.09**	**84.65**

24 Provisions

(₹ in Lakhs)

	Non-Current		Current	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Provision for employee benefits				
- Gratuity	437.91	509.78	43.47	113.87
- Leave benefits	100.92	135.88	113.93	120.81
Total	**538.83**	**645.66**	**157.40**	**234.68**

Notes forming part of the Consolidated Financial Statements

25 Other liabilities

(₹ in Lakhs)

	Non-Current		Current	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
Contract liabilities (Refer note 42) #	199.11	39.60	5,358.05	4,440.62
Deferred deposit	15,099.83	16,107.53	913.54	622.44
Statutory dues payable	-	-	1,579.34	1,396.59
Others	-	-	49.18	80.91
Total	**15,298.94**	**16,147.13**	**7900.11**	**6,540.56**

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 liabilities".

26 Current tax liabilities

(₹ in Lakhs)

	31 March 2022	31 March 2021
Provision for taxation (net of advances)	471.65	436.37
Total	**471.65**	**436.37**

27 Revenue from operations

(₹ in Lakhs)

	31 March 2022	31 March 2021
Services		
- Course fees/royalty	2,583.77	3,857.22
- Franchisee fees	994.24	618.85
- Lease rental	2,638.37	2,495.43
- Manpower supply & reimbursement of expenses	4,447.31	4,546.04
- Onboarding/recruitment charges	-	1.64
- Sale of municipal waste	2,019.43	1,758.66
- Coaching and teaching services (net of discount and concession)	5,206.44	7,378.24
- Others	15.26	735.60
Sales - Educational goods and equipments	6,801.78	4,173.33
Sales - Hardware and content	74.99	138.38
Other operating revenue	6.68	8.86
Total	**24,788.27**	**25,712.25**

Notes forming part of the Consolidated Financial Statements

28 Other income

(₹ in Lakhs)

	31 March 2022	31 March 2021
Interest income on financial assets at amortised cost		
- on bank deposits	2.72	29.97
- on loans and advances to others	808.24	2,862.37
Interest income others		
- others	289.85	286.85
Gain on sale of current investments	-	24.44
Financial guarantee commission	283.83	283.63
Unwinding of discount of Interest free deposits / Financial guarantee obligation	320.87	352.19
Gain on derecognition of right-of-use assets	395.92	166.89
Profit on sale of property, plant and equipment (net)	2.77	0.80
Reversal of provision / liabilities no longer required	276.38	199.38
Miscellaneous income	1,057.01	1,426.01
Total	**3,437.59**	**5,632.53**

For transactions with related parties, refer note 49.

29 Operational cost

(₹ in Lakhs)

	31 March 2022	31 March 2021
A) Educational goods and equipments		
Opening - Inventories	1,065.78	1,769.93
Add: Purchases	1,518.61	784.58
Less: Closing - Inventories (Refer note 14)	(492.72)	(1,065.78)
Total (A)	**2,091.67**	**1,488.73**
B) Other educational operating expenses		
- Rent	452.67	265.32
- Electricity	121.15	219.79
- Manpower cost and other professional fees	2,379.42	3,070.95
- Student material and test expenses	271.26	452.23
- Others	202.45	228.00
Total (B)	**3,426.95**	**4,236.29**
Total (A+B)	**5,518.62**	**5,725.02**

Notes forming part of the Consolidated Financial Statements

30 Employee benefits expense

(₹ in Lakhs)

	31 March 2022	31 March 2021
Salaries and allowances	8297.56	9,079.97
Share based payment expense (Refer note 18 (k))	54.27	187.16
Contribution to provident and other funds	891.99	888.17
Training and recruitment cost	113.57	144.59
Staff welfare expenses	59.94	54.67
Total	**9,417.33**	**10,354.56**

31 Finance costs

(₹ in Lakhs)

	31 March 2022	31 March 2021
Interest expenses on -		
- Borrowings	3,586.07	3,900.51
- Defined benefit obligation	8.73	9.28
- Leases	416.98	686.57
- Others	97.14	208.23
Unwinding of discount on interest free deposits	164.74	272.52
Other financial charges	151.72	72.01
Total	**4,425.38**	**5,149.12**

32 Depreciation and amortisation expense

(₹ in Lakhs)

	31 March 2022	31 March 2021
Depreciation on property, plant and equipment	599.40	773.52
Amortisation of right-of-use assets	1,203.88	2,319.94
Depreciation on investment property	1,081.65	1,107.98
Amortisation of intangible assets	784.52	793.51
Total	**3,669.45**	**4,994.95**

Notes forming part of the Consolidated Financial Statements

33 Other expenses

(₹ in Lakhs)

		31 March 2022	31 March 2021
Rent		87.93	101.10
Repairs and maintenance - others		297.93	318.71
Insurance		73.46	64.66
Rates and taxes		38.47	78.89
Electricity and water charges		9.91	33.07
Communication expenses		124.01	128.26
Printing and stationery		68.75	42.61
Travelling and conveyance expenses		593.86	345.79
Legal and professional charges		739.82	652.14
Payment to auditors (Refer note 39)		62.27	63.17
Freight and packaging charges		538.57	556.65
Directors sitting fees		13.40	12.10
Loss on sale / discard of property, plant and equipments (net)		329.43	27.78
Allowances for credit losses written back	812.09		
Less : Bad debts written off	(812.09)	-	-
Allowances for credit losses		876.42	2,229.40
Marketing, advertisement and publicity expenses		589.47	338.65
Provision for Impairment of Property, plant and equipment and Intangible assets		48.22	103.76
Stamp duty and registrar charges		76.09	-
Net loss on foreign exchange transactions and translations		-	0.61
Corporate social responsibility expenditure (Refer note 43)		307.65	55.37
Miscellaneous expenses		236.30	170.26
Total		**5,111.96**	**5,322.98**

34 Tax expense

a) The major components of income tax for the year are as under:

(₹ in Lakhs)

	31 March 2022	31 March 2021
Income tax related to items recognised directly in the consolidated statement of profit and loss		
Current tax - current year	944.56	827.62
- earlier years	335.85	215.71
Deferred tax charge / (credit)	118.55	869.86
Total	**1,398.96**	**1,913.19**

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 2022 and 31 March 2021 is as follows:

Notes forming part of the Consolidated Financial Statements

34 Tax expense (Contd.)

(₹ in Lakhs)

	31 March 2022	31 March 2021
Profit / (Loss) before tax	83.12	(201.85)
Income tax rate of 25.17% (25.17%)	20.92	(50.80)
Undistributed earnings of subsidiaries		
Tax effect on non-deductible expenses	3,433.03	791.96
Additional allowances for tax purposes	(858.08)	(545.04)
Other temporary difference	(1,172.16)	869.86
Effect of change in tax rate	(64.47)	847.21
Tax of earlier years	39.72	-
Tax expense recognised in the consolidated statement of profit and loss	**1,398.96**	**1,913.19**

c) Deferred tax recognized in statement of other comprehensive income

(₹ in Lakhs)

For the year ended	31 March 2022	31 March 2021
Defined benefits obligation	(16.94)	5.78

d) The applicable tax rate is the standard effective corporate income tax rate in India. The tax rate is 25.17% (25.17%) for the year ended 31 March 2022.

e) **Deferred tax recognized in consolidated statement of profit and loss**

(₹ in Lakhs)

For the year ended	31 March 2022	31 March 2021
Defined benefits obligation	40.59	55.18
Depreciation and amortization	12.12	115.32
Provision for doubtful debts	201.77	966.17
Difference in Right-of-use assets and lease liabilities	(114.94)	(104.52)
Other temporary difference	(20.99)	(162.29)
Total	**118.55**	**869.86**

Notes forming part of the Consolidated Financial Statements

34 Tax expense (Contd.)

(₹ in Lakhs)

f) Reconciliation of deferred tax assets / (liabilities) net:	31 March 2022	31 March 2021
Opening balance	**(1,569.37)**	**(705.29)**
Deferred tax (charge)/credit recognised in		
- Statement of profit and loss	(118.55)	(869.86)
- Recognised in other comprehensive income	(16.94)	5.78
Total	**(1,704.86)**	**(1,569.37)**
Other temporary difference	9,501.58	9,452.13
MAT Credit entitlement	11.37	11.37
Grand Total	**7,808.09**	**7,894.13**

g) The Group has unused tax business losses of ₹/lakhs 4,143.34 (₹/lakhs 3,715.80). These losses are available for offsetting for eight years against future taxable income of the Company. Deferred tax assets have been not recognised in respect of these unused tax losses in absence of convincing evidence to generate sufficient future taxable profits.

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.

(₹ in Lakhs)

	31 March 2022	31 March 2021
Lease rental charges for the year	540.60	366.42
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

(₹ in Lakhs)

	31 March 2022	31 March 2021
Rent income as per consolidated statement of profit and loss	2,638.37	2,495.43
Gross carrying value of asset (Including premises in Investments)	31,255.46	31,236.61
Accumulated depreciation	7,162.85	5,965.16
Depreciation recognised in consolidated statement of profit and loss	1,237.01	1,264.59
Impairment losses	-	-

Notes forming part of the Consolidated Financial Statements

35 Leases (Contd.)

(₹ in Lakhs)

	31 March 2022	31 March 2021
Lease rental Income for the year	2,638.37	2,495.43
Future Lease rental receivable (under non-cancellable lease)		
Not later than one year	2,473.84	3,519.74
Later than one year but not later than five years	13,453.33	15,708.23
Later than five years	88,010.57	1,00,354.44

36 Disclosure as per Ind-AS 116 (Leases)

Right-of-use assets

(a) ROU asset' comprises leased assets of office/branch premises that do not meet the definition of investment property.

(₹ in Lakhs)

	31 March 2022	31 March 2021
Opening Balance	5,604.99	8,820.89
Additions during the year	922.04	164.57
Amortisation during the year	1,203.88	2,319.94
Disposal during the year (net)	1,739.83	1,060.53
Closing Balance	3,583.32	5,604.99

The aggregate amortisation expense on right-of-use asset is included under depreciation and amortisation expense in the consolidated statement of profit and loss.

(b) The following is the break-up of current and non-current lease liabilities

(₹ in Lakhs)

	31 March 2022	31 March 2021
Current lease liabilities	528.17	1,523.05
Non current lease liabilities	3,262.77	4,192.15
Total	**3,790.94**	**5,715.20**

(c) The following is the movement in lease liabilities

(₹ in Lakhs)

	31 March 2022	31 March 2021
Opening Balance	5,715.20	8,854.46
Additions during the year	922.04	164.57
Interest on lease liability	416.98	686.57
Payment of lease liabilities	1,765.17	2,762.98
Disposal / Derecognition of Lease Liability	1,498.11	1,227.42
Closing Balance	3,790.94	5,715.20

Notes forming part of the Consolidated Financial Statements

36 Disclosure as per Ind-AS 116 (Leases) (Contd.)

(d) Lease liabilities Maturity Analysis

(₹ in Lakhs)

	31 March 2022	31 March 2021
Maturity analysis - contractual undiscounted cash flows		
Less than one year	3262.56	2,406.74
One to five years	2411.92	3,716.22
More than five years	8699.95	8,990.71
Total undiscounted lease liabilities	**14374.43**	**15,113.67**

(e) Lease rental of ₹ lakhs 540.60 (₹ lakhs 366.42) pertaining to short term leases and low value asset has been charged to consolidated statement of profit and loss.

37 A) Contingent liabilities (to the extent not provided for) :

(₹ in Lakhs)

		31 March 2022	31 March 2021
a)	Claims against the Group not acknowledged as debts (Refer note (i) and (ii) below)	436.79	259.98
b)	Disputed direct taxes #	809.78	568.88
c)	Disputed indirect taxes	3569.37	3,916.25
d)	Corporate guarantees to others to the extent of loans availed/ outstanding as at 31 March 2021 ₹/lakhs 47,893.86 @ (Refer note 55)	-	49,435.00
e)	Corporate guarantee given against the loan outstanding ₹/lakhs 699.19 (₹/lakhs 822.26)	2435.00	2,435.00
f)	Other matters	373.39	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 4,862.82 (₹/lakhs 4,826.66)

Notes forming part of the Consolidated Financial Statements

39 Payment to auditors *

For Holding Company

(₹ in Lakhs)

	31 March 2022	31 March 2021
Audit fees (including limited review)	17.50	17.50
Tax audit fees	2.50	2.50
Certification and Others	0.15	0.67
Total	**20.15**	**20.67**

* includes fees paid to retiring auditor.

For subsidiaries

(₹ in Lakhs)

	31 March 2022	31 March 2021
Audit fees	35.62	37.50
Tax audit fees	5.81	3.70
Certification and Others	0.69	1.30
Total	**42.12**	**42.50**

40 Micro, small and medium enterprises

Disclosure required under the Micro, Small and Medium Enterprises Development Act, 2006 ("The Act") are given as follows.

(₹ in Lakhs)

		31 March 2022	31 March 2021
a)	The principal amount remaining unpaid to any supplier at the end of each accounting year.	967.86	896.94
b)	The interest due thereon remaining unpaid to any supplier at the end of each accounting year.	76.70	150.58
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.	316.07	257.08
f)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

Notes forming part of the Consolidated Financial Statements

41 Dividend

No Dividend on equity shares is paid or proposed declared by the Board of Directors for the year ended 31 March 2022.

42 Disclosures as required by Ind AS 115

Revenue consists of following :

(₹ in Lakhs)

	31 March 2022	31 March 2021
Services		
- Course fees/Royalty	2,583.77	3,857.22
- Franchisee fees	994.24	618.85
- Lease rental	2,638.37	2,495.43
- Manpower supply and reimbursement of expenses	4,447.31	4,546.04
- Onboarding/Recruitment charges	-	1.64
- Sale of Municipal Waste	2,019.43	1,758.66
- Coaching and teaching services	5,206.44	7,378.24
- Others	15.26	735.60
Sales - Educational goods and equipments	6,801.78	4,173.33
Sales - Hardware and content	74.99	138.38
Other operating revenue	6.68	8.86
Total	**24788.27**	**25,712.25**

Revenue Disaggregation by Industrial Vertical & Geography is as follows :

(₹ in Lakhs)

Revenue by offerings :	31 March 2022	31 March 2021
Educational Services / India	15,683.17	16,910.49
Construction and leasing (for education) / India	2,638.37	2,495.43
Training, Manpower and related activities / India	6,466.73	6,306.33
Total	**24788.27**	**25,712.25**

Timing of Revenue Recognition :

(₹ in Lakhs)

Revenue by offerings :	31 March 2022	31 March 2021
Services transferred at point in time	9,912.37	7,435.33
Services transferred over period in time	14,875.90	18,276.92
Total	**24788.27**	**25,712.25**

Notes forming part of the Consolidated Financial Statements

42 Disclosures as required by Ind AS 115 (Contd.)

(₹ in Lakhs)

Contract Balances :	31 March 2022	31 March 2021
Advances received and unearned revenue (contract liabilities) as at	5,557.16	4,480.22
Unbilled receivables (contract assets) as at	1,311.24	492.03
Trade receivables (net of provisions) as at	10,299.74	9,135.97

Management expect that 100 % of the transaction price allocated to the unsatisfied contracts as of 31 March 2022 ₹ lakhs 5,557.16 will be recognised as revenue upto 31 March 2023.

43 Corporate social responsibility (CSR)

As per Section 135 of the Companies Act, 2013, the Group is required to spend ₹/lakhs 129.08 (₹/Lakhs 163.15) for the year against which ₹/lakhs 144.50 (₹/lakhs Nil) has been spent on activities specified in Schedule VII of the Companies Act, 2013. During the previous year, the Group had spent ₹/lakhs 55.37 towards CSR activities pertaining to the financial year 2018-19.

(₹ in Lakhs)

	The following shall be disclosed with regard to CSR activities:-	31 March 2022	31 March 2021
(i)	Amount required to be spent by the company during the year	129.08	163.15
(ii)	Amount of expenditure incurred	144.5	0
(iii)	Shortfall at the end of the year	0	177.16
(iv)	Total of previous years shortfall	163.15	14.01
(v)	Reason for shortfall	Covid 19	Covid 19
(vi)	Nature of CSR activities	Promotion for Education of Children	0
(vii)	Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	NA	NA
(viii)	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately	NA	NA

During the year, the Group has provided ₹/lakhs 163.15 being the unspent CSR amount for the financial year 2020-21 which was required to be transferred to a fund specified in Schedule VII to the Companies Act, 2013, within the period of six months of the expiry of the financial year 2020-21 in compliance with Section 135 (5) of the said act.

The subsidiary company MT Educare Limited (MTEL) and its subsidiary companies (MTEL Group) had previous years shortfall of Rs 14.01 lakhs which it spent during the year on promotion of education as a part of CSR activity.

44 The Code on Social Security, 2020 ('Code')

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and postemployment received Presidential assent in September 2020. The Code has been published in the Gazette of India and subsequently on 13 November 2020 draft rules were published and invited for stakeholders' suggestions. The Central Government on 30 March 2021 has deferred the implementation of the said Code and the date on which the Code will come into effect has not been notified. The Group will assess the impact of the Code when it comes into effect and will account for the related impact in the period the Code becomes effective.

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 education sector as most of the schools continued to remain shut for major part of the year ended 31 March 2022. 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.

46 Earnings per share (EPS)

(₹ in Lakhs)

	31 March 2022	31 March 2021
Profit/ (Loss) after Tax (₹ lakhs)	(272.42)	(879.30)
Weighted Average number of equity shares for Basic EPS (in numbers)	326,092,725	326,092,725
Weighted Average number of equity shares for Diluted EPS (in numbers)	326,104,402	326,092,725
Face value of equity shares (₹)	1	1
Basic EPS (₹)	(0.08)	(0.27)
Diluted EPS (₹)	(0.08)	(0.27)

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.

(₹ in Lakhs)

I.	Expenses recognised during the year	31 March 2022	31 March 2021
		Gratuity (Non Funded)	
1	Current Service Cost	60.69	74.67
2	Interest Cost	36.05	36.94
	Total Expenses	**96.74**	**111.61**

Notes forming part of the Consolidated Financial Statements

47 Employee Benefits (Contd.)

II.	Amount recognized in other comprehensive income (OCI)	31 March 2022	31 March 2021
1	Opening amount recognized in OCI	(82.00)	(10.64)
2	Remeasurement during the period due to		
	- Changes in financial assumptions	(5.44)	2.98
	- Changes in experience charges	(61.92)	(74.35)
3	Closing amount recognized in OCI	(149.36)	(82.01)

III.	Net (Asset) / Liability recognised in the Balance Sheet as at	31 March 2022	31 March 2021
1	Present value of defined benefit obligation (DBO)	498.19	639.29
2	Net (Asset) / Liability	(498.19)	(639.29)

IV.	Reconciliation of Net (Asset) / Liability recognised in the Balance Sheet as at	31 March 2022	31 March 2021
1	Net (Asset) / Liability at the beginning of year	(639.29)	(633.06)
2	Expense as per I above	(96.74)	(111.60)
3	Other comprehensive income as per II above	66.22	71.37
4	Benefits paid	171.62	34.00
	Net (Asset) / Liability at the end of the year	**(498.19)**	**(639.29)**

V.	The following payments are expected to defined benefit plan in future years :	31 March 2022	31 March 2021
1	Expected benefits for year 1	260.64	296.76
2	Expected benefits for year 2 to year 5	132.76	191.63
3	Expected benefits beyond year 5	106.78	181.51

VI.	Actuarial Assumptions	31 March 2022	31 March 2021
1	Discount rate	6.89%	6.41%
2	Expected rate of salary increase	6.25%	6.25%
3	Mortality	IALM (2012-14)	IALM (2012-14)

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

Notes forming part of the Consolidated Financial Statements

47 Employee Benefits (Contd.)

VII. Sensitivity Analysis (Contd.)

(₹ Lakhs)

Particulars	Discount Rate	Salary Escalation rate
Impact of increase in 100 bps on DBO	106.15	135.80
Impact of decrease in 100 bps on DBO	138.34	106.34

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'.

48 Ratio Disclosure

		31 March 2022	31 March 2021	Variance	Numerator	Denominator
(a)	Current ratio	0.48	0.54	-10.38%	Current assets	Current liabilities
(b)	Debt equity ratio	0.66	0.63	5.34%	Total liabilities	Equity
(c)	Debt service coverage ratio	0.12	0.11	6.52%	Net operating income	Total debt
(d)	Return on equity ratio	-2.18%	-3.44%	36.54%	Net income	Equity
(e)	Inventory turnover ratio	7.08	4.04	-75.39%	Cost of goods sold	Average inventory
(f)	Trade receivable turnover ratio	2.55	3.25	21.59%	Total sales	Average trade receivable
(g)	Trade payable turnover ratio	0.67	0.76	-12.92%	Total purchase	Average trade payable
(h)	Net capital turnover ratio	0.41	0.42	-1.66%	Total sales	Equity
(i)	Net profit ratio	-5.31%	-8.23%	35.47%	Net income	Total sales
(j)	Return on capital employed	4.34%	4.52%	-3.91%	Earning before interest and taxes	Capital employed

Reasons for variance more than 25%

(i) Return on equity ratio improved during the year due to decrease in net loss during the year as compared to previous year.

(ii) Inventory turnover ratio improved due to decrease in outstanding inventory during the year and also increase in revenue during the year.

(iii) Net profit ratio improved during the year due to decrease in net loss during the year.

Notes forming part of the Consolidated 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)

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. 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)

Notes forming part of the Consolidated Financial Statements

49 Related party disclosures (Contd.)

Mr. Ritesh Handa - Chief Executive Officer (Appointed w.e.f 14 June 2021) and Whole-Time Director (w.e.f 31 August 2021)

Mr. Rakesh Agarwal - Chief Financial Officer (Resigned w.e.f. 01 July 2021)

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)

Mr. Anish Shah - Chief Financial Officer (Appointed w.e.f. 18 January 2022)

(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), 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 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, Pan India Infra Projects Limited, Rama Associates 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, Navi AMC Limited, Creantum Security Solutions Private Limited, Pan India Utilities Distribution Company Limited, Jay Properties Private Limited.

(₹ in Lakhs)

A) Transactions with related parties	31 March 2022	31 March 2021
Repayment of Long- term borrowings	**-**	**10.00**
Other related parties		
Asian Satellite Broadcast Private Limited	-	10.00
Redemption of Non Convertible Debentures	**1,000.00**	**100.00**
Other related parties		
Zee Entertainment Enterprises Limited (Refer note 20 (i)) *	1,000.00	100.00
Interest expense	**1,463.55**	**1,273.13**
Other related parties		
Asian Satellite Broadcast Private Limited	-	957.63
Digital Subscriber Management and Consultancy Services Private Limited (Refer note 20 (ii))	1,067.15	-
Zee Entertainment Enterprises Limited (Refer note 20 (i)) *	396.40	315.50

Notes forming part of the Consolidated Financial Statements

49 Related party disclosures (Contd.)

(₹ in Lakhs)

A) Transactions with related parties	31 March 2022	31 March 2021
Sales and services	**1,305.14**	**6,290.18**
Other related parties		
Amritsar MSW Limited	-	820.76
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	24.59	12.43
Essel Corporate LLP	25.40	18.43
Essel Finanace AMC Limited	-	4.29
Essel Finance Management LLP	-	0.15
Essel Highways Limited	17.44	142.56
Essel Ludhiana Talwandi Toll Road Private Limited	2.16	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
Jabalpur MSW Private Limited	132.38	122.69
Jabalpur Waste Collection and Transportation Management Private Limited	906.77	937.89
Kundli Manesar Expreeways Limited	34.18	11.57
Living Entertainment Enterprise Private Limited	-	83.30
NRSS XXXVI Transmission Limited.	0.66	4.08
Pan India Infraprojects Limited	-	44.82
SITI Networks Limited	-	1,718.05
Subhash Chandra Foundation	-	0.32
Varanasi STP Projects Private Limited	1.46	7.45
Warora-Kurnool Transmission Limited	-	4.28
Western Mp Infrastructure & Toll Roads Private Limited	146.48	57.84
Zee Akaash News Private Limited	-	26.18
Zee Entertainment Enterprise Limited	-	484.86
Zee Media Corporation Limited	-	1,701.73
Zen Cruises Private Limited	-	23.39
Navi AMC Ltd	1.23	-
Creantum Security Solutions Private Limited	12.39	-
Purchase of Intangible assets	**60.00**	**35.00**
Other related parties		
Essel Corporate LLP *	60.00	35.00
Purchase of Services	**291.76**	**317.56**
Other related parties		
Pan India Network Infravest Private Limited	3.26	12.99
Digital Subscriber Management and Consultancy Services Private Limited	10.61	8.66
Essel Infra Projects Private Limited *	-	38.30
Creantum Security Solutions Private Limited	7.86	5.20
Zee Entertainment Enterprises Limited *	55.03	104.02

Notes forming part of the Consolidated Financial Statements

49 Related party disclosures (Contd.)

(₹ in Lakhs)

A) Transactions with related parties	31 March 2022	31 March 2021
Zee Media Corporation Limited *	-	20.89
Essel Corporate LLP *	135.00	120.00
Jay Properties Private Limited *	80.00	-
Evenness Business Excellence Services Private Limited *	-	7.50
Remuneration	**120.98**	**172.05**
Key Managerial personnel		
Mr. Debshankar Mukhopadhyay	-	26.14
Mr. Ajey Kumar	-	60.45
Mr. Vikash Kar	30.13	48.19
Mr. Rakesh Agarwal	9.48	28.98
Mr. Bhautesh Shah	-	2.51
Mr. Prashant Parekh	-	5.78
Mr. Ritesh Handa	67.80	-
Mr. Anish Shah	6.74	-
Mr. Anil Gupta	6.83	-
Directors sitting fees	**6.80**	**6.10**
Key Managerial personnel		
Mr. Karunn Kandoi	0.70	0.30
Ms. Nanette D'sa	2.00	2.00
Mr. Surender Singh	0.80	0.30
Mr. Dattatraya Kelkar	1.30	1.50
Mr. Roshan Lal Kamboj	2.00	2.00

(₹ in Lakhs)

B) Balances outstanding as at 31 March	31 March 2022	31 March 2021
Long-term borrowings	**12,866.97**	**12,888.26**
Other related parties		
Zee Entertainment Enterprises Limited (Refer note 20 (i)) *	3,369.38	4,351.10
Asian Satellite Broadcast Private Limited (Refer note 20 (ii))	-	8,537.16
Digital Subscriber Management and Consultancy Services Private Limited (Refer note 20 (ii))	9,497.59	-
Loans, advances and deposits given	**1,451.06**	**1,556.32**
Other related parties		
Pan India Infrastructure Private Limited	1,451.06	1,451.06
Essel Infra Projects Private Limited *	-	10.00
Evenness Business Excellence Services Private Limited *	-	80.00
Zee Studios Limited *	-	15.26
Advance from customer	**-**	**1.15**
Other related parties		
Zee Entertainment Enterprises Limited *	-	1.15

Notes forming part of the Consolidated Financial Statements

49 Related party disclosures (Contd.)

(₹ in Lakhs)

B) Balances outstanding as at 31 March	31 March 2022	31 March 2021
Trade receivables	**334.20**	**650.57**
Other related parties		
Amritsar MSW Limited	-	190.37
Darbhanga Motihari Transmission Company Limited	-	0.26
Digital Subscriber Management and Consultancy Services Private Limited	-	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	3.73	3.95
Essel Finanace AMC Limited	-	0.01
Essel Finance Business Loans Limited	-	0.00
Essel Finance Management LLP	-	-
Essel Green Charge Private Limited	-	0.31
Essel Highways Limited	44.89	45.09
Essel Ludhiana Talwandi Toll Road Private Limited	2.00	7.71
Essel Mhow Ghatabillod Toll Road Private Limited	-	2.57
Essel Sagar Damoh Toll Road Limited	0.79	4.39
Gnex Realtech Private Limited	-	2.05
Jabalpur MSW Private Limited	14.00	11.52
Jabalpur Waste Collection and Transportation Management Private Limited	65.98	134.48
Kundli Manesar Expreeways Limited	(0.08)	6.85
Living Entertainment Enterprise Private Limited	-	1.34
NRSS XXXI B Transmission Limited	-	0.45
NRSS XXXVI Transmission Limited	2.66	1.89
Pan India Infraprojects Limited	-	14.11
Pan India Utilities Distribution Company Limited	-	0.01
Rama Associates Limited	-	0.05
SITI Networks Limited	-	166.57
Subhash Chandra Foundation	-	0.20
Varanasi STP Projects Private Limited	10.03	8.47
Warora-Kurnool Transmission Limited	-	1.96
Zee Akaash News Private Limited	-	2.88
Zee Entertainment Enterprise Limited	-	22.51
Zee Media Corporation Limited	150.22	8.38
Zen Cruises Private Limited	-	1.39
Western MP Infrastructure & Toll Road Private Limited	25.59	-
Navi AMC Limited	0.02	-
Creantum Security Solutions Private Limited	14.37	-
Other payables	**817.60**	**757.61**
Other related parties		
Pan India Network Infravest Private Limited	-	12.31

Notes forming part of the Consolidated Financial Statements

49 Related party disclosures (Contd.)

(₹ in Lakhs)

B) Balances outstanding as at 31 March	31 March 2022	31 March 2021
Digital Subscriber Management and Consultancy Services Private Limited	1.49	12.06
Creantum Security Solutions Private Limited	1.14	3.75
Essel Infra Projects Private Limited *	-	12.00
Zee Entertainment Enterprises Limited *	240.79	269.27
Diligent Media Corporation Limited *	281.02	281.02
Essel Corporate LLP *	157.18	68.16
Zee Studios Limited *	25.47	40.73
Jay Properties Private Limited *	86.40	-
Evenness Business Excellence Services Private Limited	-	17.31
Zee Media Corporation Limited	24.11	41.00

Note:1) Figures considered based on the IND AS financials of the company.

* These entities do not meet the criteria for being a related party from a legal perspective, based on past association with these companies and in line with good corporate governance, the company has disclosed all the transaction's with these companies.

50 Segment reporting

The Group follows Ind AS 108 Operating Segment relating to the reporting of financial and descriptive information above their operating segments in financial statements:

The Group's reportable operating segments have been determined in accordance with the business operations, which is organised based on the operating business segments as described below.

1 **"Educational"** which principally provides learning solutions and delivers training.

2 **"Construction and leasing for education"** which principally consists of constructing and leasing of properties for commercial use.

3 **"Training Manpower and related activities"** which principally provides services related to consultancy and advisory in areas of human resources, viz. manpower placement, recruitment, selection, business process and others.

There being no business outside India, the entire business is considered as a single geographic segment.

Primary segment disclosure - Business segment for the year ended 31 March 2022

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
Segment revenue		
- Educational services and related activities	15,705.36	16,548.88
- Construction and leasing (for education)	2,638.37	3,252.03
- Training, Manpower and related activities	6,600.54	6,474.51
Total segment revenue	**24,944.27**	**26,275.42**
Less: Inter segment revenue	156.00	563.17
Net Sales / Income from operations	**24,788.27**	**25,712.25**
Segment results (Profit before tax and interest from ordinary activities)		
- Educational services and related activities	(201.89)	(2,544.48)
- Construction and leasing (for education)	1,232.64	1,878.08

Notes forming part of the Consolidated Financial Statements

50 Segment reporting (Contd.)

Primary segment disclosure - Business segment for the year ended 31 March 2022 (Contd.)

(₹ in Lakhs)

Particulars	31 March 2022	31 March 2021
- Training, Manpower and related activities	40.16	(18.86)
Total segment results	**1070.91**	**(685.26)**
Add / (Less) :		
Finance cost	(4,425.38)	(5,149.12)
Interest income	1,100.80	3,268.23
Other income	2,336.79	2,364.30
Total profit/(loss) before tax from ordinary activities	**83.12**	**(201.85)**
Less : Tax expenses		
Current tax - current year	944.56	827.62
- earlier period	335.85	215.71
Deferred tax charge / (credit)	118.55	869.86
Profit/(Loss) after tax	**(1,315.84)**	**(2,115.04)**
Capital employed (Segment assets less Segment liabilities) *		
- Educational services and related activities	24,534.12	27,474.45
- Construction and leasing (for education)	65,756.14	62,416.13
- Training, Manpower and related activities	1,217.19	867.49
- Unallocable (net)	(45,252.44)	(44,331.52)
Net capital employed	**46,255.01**	**46,426.55**
Capital expenditure		
- Educational services and related activities	257.56	263.96
- Construction and leasing (for education)	920.86	780.60
- Training, Manpower and related activities	7.70	-
	1,186.12	**1,044.56**
Depreciation		
- Educational services and related activities	2,318.61	3617.16
- Construction and leasing (for education)	1,350.12	1,377.70
- Training, Manpower and related activities	0.72	0.09
	3669.45	**4994.95**

* After inter segment eliminations of ₹/lakhs 22,032.84 (₹/lakhs 33,052.50)

51 Educational Infrastructure Projects under execution

During the earlier years, the Group had taken lands at four locations on lease and has acquired land at one location for the purposes of setting up of educational infrastructures.The Group has also acquired development rights to develop a piece and parcel of land, from Taleem Research Foundation at Mumbai, to build educational infrastructure.This development right is acquired for 30 years w.e.f 1 January 2010 against a lump sum development fee of ₹/lakhs 10,500. The civil work for construction of all these educational infrastructures is in progress and are at different stages of construction.

Notes forming part of the Consolidated Financial Statements

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Holding company and subsidiaries forming part of the Group have not been declared willful defaulter by any bank or financial institution or other lender.

53 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:

(₹ in Lakhs)

	Increase / decrease in basis points	Effect on Profit before tax
As on 31 March 2022	+ 50 / - 50	134.35
As on 31 March 2021	+ 50 / - 50	128.86

Notes forming part of the Consolidated Financial Statements

53 Financial Instruments (Contd.)

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:

(₹ in Lakhs)

Currency	Assets as at		Liabilities as at	
	31 March 2022	31 March 2021	31 March 2022	31 March 2021
United States Dollar (USD)	-	-	-	2.00
Arab Emirates Dirham (AED)	-	-	-	-

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.

(₹ in Lakhs)

Currency	Sensitivity analysis			
	31 March 2022		31 March 2021	
	₹ decrease by 10%	₹ increase by 10%	₹ decrease by 10%	₹ increase by 10%
United States Dollar (USD)	-	-	0.20	(0.20)
Arab Emirates Dirham (AED)	-	-	-	-

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

(₹ in Lakhs)

	As at 31 March 2022	As at 31 March 2021
Trade Receivables (Unsecured)		
Over six months	6,107.99	13,707.79
Less than six months	12,524.80	4,559.15
Total	**18,632.79**	**18,266.94**

Notes forming part of the Consolidated Financial Statements

53 Financial Instruments (Contd.)

(₹ in Lakhs)

Movement in allowance for credit loss during the year was as follows :	As at 31 March 2022	As at 31 March 2021
Opening Balance	9,130.97	11,793.92
Add :- Provided during the year	(797.91)	(2,662.95)
Less :- Reversal during the year	-	-
Balance as at	8,333.06	9,130.97
Net Trade receivable	**10,299.73**	**9,135.97**

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 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 2022.

(₹ in Lakhs)

	Less than 1 year	1 to 5 year	more than 5 years
Financial Liabilities			
Trade payable and other financial liabilities	9,107.85	5,732.61	1,503.60
Borrowings	17,087.99	22,855.21	-
Lease liabilities	528.17	3,262.77	-
Total	**26,724.01**	**31,850.59**	**1,503.60**

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at 31 March 2021.

(₹ in Lakhs)

	Less than 1 year	1 to 5 year	more than 5 years
Financial Liabilities			
Trade payable and other financial liabilities	8,154.19	7,269.96	1,838.86
Borrowings	13,614.89	25,067.31	-
Lease liabilities	1,523.05	4,192.15	-
Total	**21,769.08**	**32,337.27**	**1,838.86**

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.

Notes forming part of the Consolidated Financial Statements

53 Financial Instruments (Contd.)

The group monitors capital using gearing ratio, which is total debt divided by total capital plus debt

(₹ in Lakhs)

	As at 31 March 2022	As at 31 March 2021
Gross Debt (inclusive long term and short term debt)	39943.20	38,682.20
Less: Cash and cash equivalents and Other Bank Balances	(3,187.57)	(1,326.48)
Net Debt	36,755.63	37,355.72
Total Equity	60,224.50	61,435.36
Total Capital	**96,980.13**	**98,791.08**
Gearing ratio	**37.90%**	**37.81%**

iii) Categories of financial instruments and fair value thereof

(₹ in Lakhs)

	As at 31 March 2022		As at 31 March 2021	
	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	10,299.74	10,299.74	9,135.97	9,135.97
Cash and cash equivalents and bank balances	3,187.56	3,187.56	1,326.48	1,326.48
Other financial assets	3,122.65	3,122.65	4,209.34	4,209.34
Loans and Advances	2,831.31	2,831.31	4,580.67	4,580.67
ii) Measured at Fair value through profit and loss account				
Non-Current Investments	0.36	0.36	0.34	0.34
Current Investment	0.01	0.01	0.01	0.01
B) Financial liabilities				
Measured at amortised cost				
Trade Payables	7,374.27	7,374.27	9,216.35	9,216.35
Borrowings (Non current)	22,855.21	22,855.21	25,067.31	25,067.31
Borrowings (Current)	17,087.99	17,087.99	13,614.89	13,614.89
Other Financial Liabilities	8,969.78	8,969.78	8,046.66	8,046.66

The management assessed that cash and cash equivalents and bank balances, trade receivables, other financial assets, certain investments, trade payables and other current liabilities approximate their fair value largely due to the short-term maturities of these instruments. Difference between carrying amount and fair value of bank deposits, other financial assets, other financial liabilities and borrowings subsequently measured at amortised cost is not significant in each of the year presented.

Notes forming part of the Consolidated Financial Statements

53 Financial Instruments (Contd.)

iv) Fair value hierarchy

The following table provides the fair value measurement hierarchy of the group's assets and liabilities.

Quantitative disclosures of fair value measurement hierarchy for assets and liabilities as at 31 March 2022

(₹ Lakhs)

Financial assets	Fair Value as at		Fair Value Hierarchy	Valuation Technique(s) & key inputs used
	31 March 2022	31 March 2021		
Investment in Mutual funds	0.01	0.01	Level 1	Quoted in an active market
Total	**0.01**	**0.01**		

Investments measured at fair value are tabulated above. All other financial assets and liabilities at amortised cost are in Level 3 of fair value hierarchy.

The fair values of the financial assets and financial liabilities included in the level 1 categories above have been determined in accordance with quoted in active market.

54 Events after the reporting period

No significant events have occurred after the balance sheet date which requires adjustment or disclosure in the consolidated financial statements of the Group.

55 Yes Bank Limited (Yes Bank) vide its notices dated 2 August 2021 and 9 August 2021 issued to the Holding Company and its subsidiary, viz Digital Ventures Private Limited (DVPL) respectively has invoked the Corporate Guarantee upon non-repayment of credit facilities availed by four trusts/entity, and called upon the Holding Company and DVPL to make payment of an amount of Rs. 44,962.56 lakhs (including interest and other charges upto 31 July 2021). The said notices have been received by the Holding Company and DVPL on 10 August 2021. Subsequent to 31 March 2022, Holding Company has received notice of the petition filed by Yes Bank under Section 7 of the Insolvency and Bankruptcy Code, 2016 to initiate Corporate Insolvency Resolution Process (CIRP) of the Company (as corporate guarantor) before National Company Law Tribunal (NCLT) and the matter is pending for admission before NCLT.

The said trusts/entity have been running all their operations under the brick and mortar model in pre-covid era and had switched to digital mode of imparting education during the lockdown. However, the trusts/entity have now started offline education and students are enrolling in schools and business recovery is envisaged. Since the CIRP matter is pending for admission before NCLT and considering expected revival of education industry post Covid-19 pandemic, the Holding Company is of the opinion that no liability is required to be provided at this stage.

56 Collateral / Security Pledged

The carrying amount of assets pledged as security for current and non-current borrowings of the group are as under ;

(₹ in Lakhs)

	31 March 2022	31 March 2021
Property, plant and equipment (includes Capital work in progress, Investment property, Investment property under development, Goodwill, Other intangible assets and Intangible assets under development)	69,078.47	68,751.09
Inventories	492.72	1,065.78
Other current and non-current assets	29,497.33	27,857.93
Total assets pledged	**99,068.52**	**97,674.80**

Notes forming part of the Consolidated Financial Statements

57 Reconciliation between opening and closing balances in the balance sheet for liabilities arising from financing activities as required by Ind AS 7 "Statement of Cash Flows" is as under:

(₹ in Lakhs)

	As at 31 March 2021	Cash Inflows	Cash outflows	Non Cash Changes		As at 31 March 2022
				Interest Accured	Other Changes	
Long Term Borrowings	25,067.31	-	(1,220.43)	(1,077.63)	85.96	22,855.21
Short Term Borrowings (Including Current maturities) (For Bank, Financial Institution and intercorporate deposits etc.)	13,614.89	525.98	(826.89)		3,774.00	17,087.98
Lease liabilities (including interest)	5,715.20	-	(1,090.58)	-	(833.67)	3,790.95

(₹ in 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	-	-	1,352.17	2,748.70	13,614.89
Lease liabilities (including interest)	8,854.46	-	(1,225.45)	-	(1,913.81)	5,715.20

58 Additional Information as required by Schedule III of the Companies Act 2013

(₹ in Lakhs)

	Name of the entity	Net Assets, i.e., Total Assets minus Total Liabilities		Share in Profit or loss	
		% of consolidated net assets	Amount	% of consolidated Profit	Amount
I	**Parent -**				
	Zee Learn Limited	68.92%	41,509.67	623.36%	(8,202.40)
II	**Subsidiaries -**				
	MT Educare Limited (Consolidated financial statements)	19.52%	11,753.55	193.98%	(2,552.41)
	Digital Ventures Private Limited	51.65%	31,103.41	98.23%	(1,292.59)
	Academia Edificio Private Limited	-0.02%	(12.30)	0.13%	(1.67)
	Liberium Global Resources Private Limited	1.53%	919.01	-9.83%	129.38

Notes forming part of the Consolidated Financial Statements

58 Additional Information as required by Schedule III of the Companies Act 2013 (Contd.)

	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	74.99%	38.04	645.34%	(8,164.36)
II	**Subsidiaries -**				
	MT Educare Limited (Consolidated financial statements)	19.79%	10.04	200.96%	(2,542.37)
	Digital Ventures Private Limited	0.74%	0.38	102.14%	(1,292.22)
	Academia Edificio Private Limited	0.00%	-	0.13%	(1.67)
	Liberium Global Resources Private Limited	5.98%	3.03	-10.41%	131.65

Note: Net assets / Share of Profit of subsidiary are considered based on the respective audited standalone/consolidated financial statements without considering eliminations / consolidation IND AS adjustments.

59 The consolidated financial statements as at 31 March 2022 include goodwill having carrying value of Rs 31,323.64 lakhs on acquisition of its subsidiary company viz MT Educare Ltd (MTEL). While, MTEL on a consolidated basis has a positive net worth as at 31 March 2022, there has been significant decline in the market capitalization of MTEL which is listed on BSE and NSE. However, considering the revival of education business post COVID-19, brand potential of MTEL and its subsidiaries in the education market and considering the valuation carried out by an independent agency, the Group is of the opinion that no impairment is required to the said goodwill, and hence no adjustments have been considered by the Company to the carrying value of goodwill as at 31 March 2022.

60 During the year, one of the subsidiaries viz Digital Ventures Private Limited (DVPL) has defaulted in repayment of loans taken from two Lenders. In this regard, one of the Lenders vide its notice dated 14 February 2022 issued to the Holding Company has invoked the Corporate Guarantee issued by the Holding Company on behalf of DVPL and called upon the Holding Company to make payment of an amount of Rs. 9,162 lakhs outstanding as at 30 June 2021 with further interest w.e.f. 01 July 2021 as per the terms of sanction letters.

The pandemic Covid-19 had caused disruption in the activities especially in the education sector and there are restrictions on carrying out the operations of schools under the brick and mortar model. However, the schools are opening up and students are being enrolled in the schools. Further, DVPL is in discussions with the Lenders and evaluating various options including orderly restructuring of loans and is of the opinion that an amicable resolution will be achieved at the earliest.

61 The Holding Company and its subsidiaries (together referred to as the Group) have loans and other receivables of Rs 8,402.36 lakhs (net of provisions on consolidated basis) outstanding as at 31 March 2022 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. Although, even after the withdrawal of lockdown, the Group is facing difficulties in ramping up the business which has resulted in deferment of recovery process beyond what has been envisaged. The Group anticipates progress in business in the coming quarters which will enable recovery of the receivables in an orderly manner. At this present juncture, the management considers the outstanding dues to be good and recoverable.

62 MT Educare Limited and its subsidiary (MT and its subsidiary) have taken loan from Bank and Financial Institution ("lenders") and have applied for One Time Restructuring (OTR) but were rejected by the lenders and accordingly was declared as Non-Performing Assets (NPA). Subsequently one of the lender filed petition in NCLT against the MT and its subsidiary which was pending for admission in the NCLT. Since there are disputes w.r.t the claims and the matter is before NCLT, the MT and its subsidiary have not recognized the interest expense there upon w.e.f 01 October 2021 amounting to Rs. 257.74 lakhs (excluding penal interest if any).

Notes forming part of the Consolidated Financial Statements

63 The Group has undertaken various Central and State Government/ Agencies, projects in education/skill development sector. Most of these projects are complete and partial recoveries have been made during the year. However, as at 31 March 2022, Rs. 2,274.40 lakhs (net of provisions) is still receivable from the concerned department/ agency which is mainly on account of delays/ long process . In the opinion of the management, such balances are fully recoverable however, necessary provision has been made wherever required.

64 The subsidiary company viz MT Educare Limited (MT) had taken loan from Bank (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 year and Rs 228.76 lakhs is adjusted against the dues owed by MT.

65 During the year, the subsidiary company viz MT Educare Limited (MT) and its subsidiaries (together referred to as MT Group) had carried out Confirmation/ reconciliation process with most of its vendors and others parties including certain advances other than related parties and accordingly effect of these reconciliations have been considered in other income amounting to Rs. 835 lakhs.

66 The Covid-19 pandemic has caused an adverse impact on the business operations of the Group and its financial health. The Group and certain subsidiary companies have defaulted in their debt obligations and further the Holding Company/subsidiary have received notices from Yes Bank and other lenders for invocation of corporate guarantees. Further, Yes Bank has filed a petition in National Company Law Tribunal (NCLT) against the Holding Company as corporate guarantor which is pending for admission in the NCLT. These events indicate the existence of material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern. However, the management has re-evaluated and concluded that the Group will have sufficient liquidity to continue its operations in an uninterrupted manner, demand for its product portfolio and improvement in projected cash flows through normal operations and timely monetization of assets. In view of above and further based on business potential and the mitigating steps being taken by the Group, these consolidated financial results have been prepared on going concern basis.

67 Relationship with Struck off companies

(₹ in Lakhs)

Name of struck off company	Nature of transactions with struck off company	Balance outstanding	Relationship with the struck off company
MangoSense Private Limited	Receivables	33.71	Vendor

68 a) The Group has not advanced or loaned or invested funds during the year (either borrowed funds or share premium or any other sources or kind of funds) to any other person or entities, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

b) The Group has not received any fund during the year from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

Notes forming part of the Consolidated Financial Statements

69 The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

70 No proceeding has been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

71 Prior year comparatives

Previous year's figures have been regrouped / rearranged wherever necessary to correspond with the current year's classifications / disclosures, figures in brackets pertain to previous year.

Annexure to Financial Statements

AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries / associate companies / joint ventures

Part "A": Subsidiaries

(₹ In Lakhs)

Sr. No.	Particulars	Details			
1.	Name of the subsidiary	Digital Ventures Private Limited	Liberium Global Resources Private Limited	Academia Edificio Private Limited	MT Educare Limited (Consolidated)
2.	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	Reporting period same as Holding Company	Reporting period same as Holding Company	Reporting period same as Holding Company	Reporting period same as Holding Company
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	Not Applicable	Not Applicable	Not Applicable	Not Applicable
4.	Share capital	501.00	0.10	0.10	7,222.81
5.	Reserves and Surplus	30,602.41	918.91	(12.40)	4,530.74
6.	Total Assets	80,802.79	2,489.93	0.57	33,283.06
7.	Total Liabilities (Excluding Share Capital and Reserves & Surplus)	49,699.39	1,570.91	12.86	21,529.51
8.	Investments	0	0	0	0.37
9.	Turnover (Revenue from Operations)	2,638.37	6,600.54	0	5,304.99
10.	Profit/(Loss) before Taxation	(1,292.59)	225.76	(1.67)	(2,286.33)
11.	Provision for taxation	0	96.37	0	266.08
12.	Profit/(Loss) after Taxation	(1,292.59)	129.38	(1.67)	(2,552.41)
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

RITESH HANDA
WHOLE-TIME DIRECTOR &
CHIEF EXECUTIVE OFFICER
DIN: 02725365

NANETTE D'SA
DIRECTOR
DIN: 05261531

ANIL GUPTA
COMPANY SECRETARY

ANISH SHAH
CHIEF FINANCIAL OFFICER

NOTICE

NOTICE is hereby given that the **Twelfth** (12th) Annual General Meeting of the members of Zee Learn Limited (CIN: L80301MH2010PLC198405) will be held on **Tuesday, September 27, 2022** at 3:00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") facility to transact the following businesses:

ORDINARY BUSINESS:

1. **Adoption of Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2022.**

   To receive, consider and adopt

   a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, including the Audited Balance Sheet as on March 31, 2022, 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, 2022, including the Audited Balance Sheet as on March 31, 2022, 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. Ritesh Handa (DIN: 02725365) 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 2022-23.**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force), the members hereby ratify and confirm the remuneration of Rs. 55,000/- (Rupees Fifty-Five Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses payable to M/s. Vaibhav P. Joshi, Cost Accountants (Firm Registration No. 101329) for conduct of audit of the cost records of the Company for the financial year ending March 31, 2023 as recommended by the Audit Committee and approved by the Board of Directors;

   RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

4. **To re-appoint Mr. Roshan Lal Kamboj as the Independent Director of the Company.**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for time being in force), consent and approval of members of the Company be and is hereby accorded for re-appointment of Mr. Roshanlal Kamboj (DIN: 01076066), as an Independent Director of the Company, not liable to retire by rotation, for second term of 3 years commencing from May 18, 2022 until May 17, 2025.

   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 re-appoint Mr. Dattatraya Kelkar as the Independent Director of the Company.**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for time being in force), consent and approval of members of the Company be and is hereby accorded for re-appointment of Mr. Dattatraya Kelkar (DIN: 00118037), as an Independent Director, not liable to retire by rotation, for the second term of three years commencing from December 30, 2022 until December 29, 2025.

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 re-appoint Ms. Nanette D'sa as the Independent Director of the Company.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for time being in force), consent and approval of member of the Company be and is hereby accorded for re-appointment of Ms. Nanette D'sa (DIN: 05261531), as an Independent Director, not liable to retire by rotation, for second term of three years commencing from March 30, 2023 until March 29, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

For and on behalf of the Board of Directors
ZEE LEARN LIMITED

Place: Mumbai
Date: August 2, 2022

ANIL GUPTA
COMPANY SECRETARY

Registered Office:
Continental Building,
135, Dr. Annie Besant Road,
Worli, Mumbai – 400 018
CIN: L80301MH2010PLC198405
E-mail: investor_relations@zeelearn.com

NOTES

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 No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 and Circular No. 02/2022 dated May 05, 2022 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 12th 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 15 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 venue voting on the date 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

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING AGM ARE AS UNDER: -

The remote e-voting period begins on **Saturday, September 24, 2022 at 09.00 A.M (IST) and ends on Monday, September 26, 2022 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. Tuesday, September 20, 2022 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 Tuesday, September 20, 2022.

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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 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 Ms. Megha Malviya from NSDL at the designated email Ids: MeghaM@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested

scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor_relations@zeelearn.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor_relations@zeelearn.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 2 days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at investor.relations@zeelearn.com or anil.gupta@zeelearn.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance prior to meeting mentioning their name, demat account number / folio number, email id, mobile number 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, based on the recommendation of the Audit Committee, has approved the re-appointment of M/s. Vaibhav P. Joshi, Cost Accountants (Firm Registration No. 101329) to conduct the audit of the cost records of the Company relating to its Education Services for the financial year ending March 31, 2023 at a remuneration of Rs. 55,000/- (Rupees Fifty-Five Thousand) plus applicable taxes and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the members 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, 2023.

Your Board recommends the ordinary resolution as set out in Item No. 3 for approval of Members.

None of the Directors and /or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in this ordinary resolution set out in Item no. 3.

Item No. 4

The current term of Mr. Roshan Lal Kamboj as an Independent Director, as approved by the Shareholders at the Annual General Meeting held on September 26, 2019, expired on May 17, 2022. Accordingly, after taking on record recommendation of the Nominaiton & Remuneration Committee, the Board of Directors had, subject to approval of Members, approved re-appointment of Mr. Roshan Lal Kamboj, as an Independent Director of the Company, not liable to retire by rotation, for second term of 3 years from May 18, 2022 until May 17, 2025.

The Company has received the consent from Mr. Roshan Lal Kamboj to act as the Director in the prescribed form under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act, and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). After taking into account the performance evaluation during his first term of three years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Mr. Roshan Lal Kamboj during his tenure as an Independent Director, the Board of Directors had, based on the recommendation of the Nomination and Renumeration Committee vide resolution passed by circulation on May 16, 2022, subject to the approval of Members re-appointed him as an Independent Director w.e.f May 18, 2022.

Brief Profile and relevant details of Mr. Roshan Lal Kamboj is annexed to this Notice.

The Board recommends the passing of the Special Resolution as set out in the item no. 4 of the Notice for the approval of the Members.

Except Mr. Roshan Lal Kamboj, being the appointee, no other Director or Key Managerial Personnel of the respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

Item No . 5:

The Board of Directors at its meeting held on February 20, 2020 had appointed Mr. Dattatraya Kelkar as an Additional Director of the Company to hold office till the next Annual General Meeting. Further, the Members through Annual General Meeting had appointed Mr. Dattatraya Kelkar as an Independent Director to hold office for a term of 3 years w.e.f. December 30, 2019. Accordingly, the tenure of Mr. Dattatraya Kelkar, as an Independent Director is due for expiry on December 30, 2022.

In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the appointment/ reappointment of a Director. In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to three consecutive years on the Board of a Company, but shall be eligible for reappointment

on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report., the Independent Directors shall be appointed by the Board of Directors of the Company, based on the nomination received from Nomination and Remuneration Committee of the Company, constituted by the Board, in accordance with applicable law and the Independent Director(s) to be so appointed shall be persons of high standing, good repute and widely acknowledged as experts in their respective field, which the Board deems beneficial to the Company.

The Company has received the consent from Mr. Dattatraya Kelkar to act as the Director in the prescribed form under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act, and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). After taking into account the performance evaluation during his first term of three years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Mr. Dattatraya Kelkar during his tenure as an Independent Director since his appointment, the Board of Directors had at its meeting held on August 2, 2022, based on the recommendation of the Nomination and Remuneration Committee approved the re-appointment, subject to the approval of the Members for a second term of three years as an Independent Director with effect from December 30, 2022.

The Board recommends the passing of the Special Resolution as set out in the item no. 5 of the Notice for the approval of the Members.

Except Mr. Dattatraya Kelkar, being the appointee, no other Director or Key Managerial Personnel of the respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

Item No. 6:

The Board of Directors at its meeting held on April 7, 2020 had appointed Ms. Nanette D'sa as an Additional Director of the Company to hold office till the next Annual General Meeting. Further, the Members through Annual General Meeting had appointed Ms. Nanette D'sa as an Independent Director to hold office for a term of 3 years w.e.f. March 31, 2020. Accordingly, the tenure of March 31, 2020, as an Independent Director is due for expiry on March 30, 2023.

In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the appointment/ reappointment of a Director. In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to three consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report., the Independent Directors shall be appointed by the Board of Directors of the Company, based on the nomination received from Nomination and Remuneration Committee of the Company, constituted by the Board, in accordance with Applicable Law and the Independent Director(s) to be so appointed shall be persons of high standing, good repute and widely acknowledged as experts in their respective field, which the Board deems beneficial to the Company.

The Company has received the consent from Ms. Nanette D'sa to act as the Director in the prescribed Form under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act, and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). After taking into account the performance evaluation during his first term of three years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Ms. Nanette D'sa during her tenure as an Independent Director since her appointment, the Board of Directors had at its meeting held on August 2, 2022, based on the recommendation of the Nomination and Remuneration Committee approved the re-appointment, subject to the approval of the Members for a second term of three years as an Independent Director with effect from March 30, 2023.

The Board recommends the passing of the Special Resolution as set out in the item no. 6 of the Notice for the approval of the Members.

Except Ms. Nanette D'sa, being the appointee, no other Director or Key Managerial Personnel of the respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

Annexure to the Notice dated September 27, 2022

Details of Directors seeking appointment/re-appointment at the 12th AGM to be held on September 27, 2022.

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meeting)

The profile and specific areas of expertise of Mr. Ritesh Handa is provided as below:

Name of Director	Mr. Ritesh Handa
DIN (Directors Identification Number)	02725365
Age	47
Qualification	He is a qualified Chartered Accountant as well as an MBA from Faculty of Management Studies, Delhi
Experience and Expertise	Mr. Ritesh Handa is a strategic business and operations senior executive with diversified business and management experience with proven track record over the last 21 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.
Terms and conditions of Appointment	in terms of Section 152(6) of the Companies Act, 2013, Mr. Ritesh Handa who was appointed as a Whole Time Director at the Annual General Meeting held in 2021, is liable to retire by rotation.
Remuneration last drawn (including sitting fees if any)	Rs. 67,79,655 (for details of remuneration please refer Corporate Governance Report).
Date of first appointment on the Board	August 7, 2021
Shareholding in the Company as on March 31, 2022	None
Number of meetings of the Board attended during financial Year (2021-22)	Please refer Corporate Governance Report
Directorship held in other public companies (excluding Private and Section 8 Companies) as on March 31, 2022	None
Membership/Chairmanship held in committees of other public companies (excluding Private and Section 8 Companies) as on March 31, 2022	None
Relationship with any other Directors / Key Managerial Personnel	None

The profile and specific areas of expertise of Mr. Roshan Lal Kamboj is provided as below:

Name of Director	Roshan Lal Kamboj
Directors Identification Number (DIN)	01076066
Effective date of re-appointment	May 18, 2022
Expertise in Specific functional Areas	Mr. Roshanlal Khamboj is a Commerce Graduate. He is an Industrialist and serves as a Whole time Director of Gold Laminates (India) Limited. Further, he is also a Partner and Producer in Roshan Lal and Ravi Raj creations. He is not associated or related to any of the directors of the Company.
No. of Equity Shares held	Nil
Directorships Held in Indian Public Companies as on date of Notice	3
Relationship with any other Director inter-se	None

The profile and specific areas of expertise of Mr. Dattatraya Kelkar is provided as below:

Name of Director	Dattatraya Kelkar
Directors Identification Number (DIN)	00118037
Effective date of re-appointment	December 30, 2022
Expertise in Specific functional Areas	Mr. Dattatraya Kelkar is a Arts Graduate from Rajaram College. Coming from and HR Background and also served as a Director of real estate venture promoted by the Kirloskar Group. From last 33 years he has been engaged in his own business in the fields of real estate, manufacturing and trading. He is not associated or related to any of the directors of the Company.
No. of Equity Shares held	Nil
Directorships Held in Indian Public Companies as on date of Notice	2
Relationship with any other Director inter-se	None

The profile and specific areas of expertise of Ms. Nanette D'sa is provided as below:

Name of Director	Nanette D'sa
Directors Identification Number (DIN)	05261531
Effective date of re-appointment	March 31, 2023
Expertise in Specific functional Areas	Ms. Nanette D'sa has approx. 3 decades of rich experience in Academics, Business, Marketing, Branding, Franchising and Licensing with leadership roles in organizations she has worked with including the Education sector. She has done her EDP from Northwestern University, USA and has a Masters in Marketing Management from NMIMS. She has been recognized as an Achiever for marketing, licensing and franchising with several awards and has been associated with international brands like Disney, Mattel, Star TV and leading Indian brands, Pre-schools with Brainworks (a Kangaroo Kids associated company) and Sanjeev Kapoor Restaurants.
No. of Equity Shares held	Nil
Directorships Held in Indian Public Companies as on date of Notice	3
Relationship with any other Director inter-se	None

For and on behalf of the Board of Directors
ZEE LEARN LIMITED

Place: Mumbai
Date: August 2, 2022

ANIL GUPTA
COMPANY SECRETARY

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