Resonance®
Educating for better tomorrow

Registered &Corporate Office: CG Tower, A-46 & 52, IPIA, Near City Mall, Jhalawar Road, Kota (Rajasthan) – 324005
Tel. No.: 0744-2777777, 2777700,**Fax**: 022-39167222 I **e-mail** : contact@resonance.ac.in | **Website** : www.resonance.ac.in | **Toll Free**: 1800-258-5555 |**CIN**: U80302RJ2007PLC024029

NOTICE OF THE FOURTEENTH ANNUAL GENERAL MEETING

Notice is hereby given that the **Fourteenth Annual General Meeting** of Shareholders of **Resonance Eduventures Limited** will be held on Monday, 30th August, 2021 at 10:00 A.M. ("AGM") at CG Tower, A-46 & 52, IPIA Near City Mall, Jhalawar Road Kota RJ 324005 IN transact the following businesses:

ORDINARY BUSINESSES

1. **To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company as on March 31, 2020, which includes Balance Sheet, Statement of Profit & Loss and Cash Flow Statement with notes on accounts and annexures, together with the reports of the Directors and the Auditors thereon**

   To consider and, if thought fit, to pass the following resolution with or without modification(s) as an ***Ordinary Resolution****:-*

   "**RESOLVED THAT** pursuant to section 134 of the Companies Act, 2013, the rules made thereunder and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force); the Audited Financial Statements (Standalone and Consolidated) of the Company as on March 31, 2020, which includes Balance Sheet, Statement of Profit & Loss and Cash Flow Statement with notes on accounts and annexures, together with the reports of the Directors and the Auditors thereon, presented to the members, be and are hereby approved & adopted."

2. **To consider re-appointing of Mr. Chandalal Verma (DIN: 01204861) Director, who retires by rotation and being eligible, offered himself for re-appointment**

   To consider and, if thought fit, to pass the following resolution with or without modification(s) as an ***Ordinary Resolution****:-*

   "**RESOLVED THAT** pursuant to the provisions of section 152 of the Companies Act, 2013, the rules made there under and other applicable provisions, if any (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), Mr. Chandalal Verma (DIN: 01204861), Director of the Company who retires by rotation at this Fourteenth Annual General Meeting, and who being eligible had offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. **To consider ratification of remuneration paid to M/s K. G. Goyal & Associates, Cost Auditor of the Company for the financial year 2020-21 and 2021-22**

   To consider and if thought fit, to pass with or without modification(s), the following resolution as an ***Ordinary Resolution****:*

"**RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 , the Companies (Cost Records and Audit) Rules, 2014 and the Companies (Audit and Auditors) Rules,2014 and other applicable provisions, if any (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), M/s. K. G. Goyal & Associates, who have been appointed as Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the financial year 2020-21 and 2021-22 at a remuneration of Rs.1,00,000/- (Plus applicable taxes and re-imbursement out of pocket expenses) for the each financial year of 2020-21 and 2021-22 be and is hereby ratified."

"**RESOLVED FURTHER THAT** Board of Directors be and is hereby authorized to do all such acts, deeds, and things may consider necessary and as may be required in connection to give effect to the above resolution."

SPECIAL BUSINESSES

4. **To consider and regularize payment of managerial remuneration for FY 2020-21 which became excess due to lower profits- waiving of recovery:**

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

"**RESOLVED THAT** pursuant to the provisions of Section 197 and 198 of the Companies Act, 2013 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any amendments thereto or reenactment thereof for the time being in force), on the recommendation of Nomination and Remuneration Committee and Board, the consent of the members be and is hereby accorded to waive the recovery of excess remuneration paid to Director(s), as per the details annexed hereto in the explanatory statement, over and above the limits prescribed under the provisions of Section 197 and 198 of the Companies Act, 2013, during the financial year ended March 31, 2021.

"**RESOLVED FURTHER THAT** Board of Directors be and is hereby authorized to do all such acts, deeds, and things may consider necessary and as may be required in connection to give effect to the above resolution."

5. **To consider and approve increase the overall managerial remuneration limit - to maintain the same at about current levels in absolute terms**

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

"**RESOLVED THAT** in accordance with the provisions of Section 197 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), on the recommendation of Nomination and Remuneration Committee and Board, approval of the Members, be and are hereby accorded to increase the overall limit of managerial remuneration payable by the Company in respect of any financial year from eleven per cent to thirty per cent of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013 and the limits of overall accumulated managerial remuneration as per the provisions of

Section 197 be amended to thirty per cent and it shall not be exceeded at any time beyond thirty per cent of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013, where:

(i) the remuneration payable to any one managing director; or whole-time director or manager may exceed five percent and if there is more than one such director remuneration may exceed ten percent of the net profits to all such directors and manager taken together;
(ii) the remuneration payable to directors who are neither managing directors nor whole-time directors may exceed,—
-one percent of the net profits of the company, if there is a managing or whole-time director or manager;
-three percent of the net profits in any other case

"RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to do all such acts, deeds, and things may consider necessary and as may be required in connection to give effect to the above resolution."

6. <u>To consider and approve re-appointment of Mr. Ram Kishan Verma as the Managing Director of the company and also designate him as Chief Executive Officer of the Company</u>

*To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:*

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof), and on the recommendation of Nomination and Remuneration Committee, the consent of the members be and is hereby accorded to re-appoint Mr. Ram Kishan Verma (Din:01204917) as the Managing Director and also appointed as Chief Executive Officer (Whole Time key Managerial Personnel) of the company for a term of three years commencing from 01/04/2021 till 31/03/2024 at a remuneration fixed by the Board and on such terms and conditions mutually agreed upon by the Board and Mr. Ram Kishan Verma as specified on the Explanatory Statements pursuant to the provisions of sec 102 (1) of the companies act, 2013 annexed to this Notice.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Ram Kishan Verma (Din:01204917) as the Managing Director and Chief Executive Officer, the Company has no profits or its profits are inadequate the Company will pay him remuneration as per the provisions laid down in Schedule V of the Companies Act, 2013 or as approved by the shareholders of the Company by way of Special Resolution or otherwise as permissible by law for the time being in force.".

RESOLVED FURTHER THAT the Board be & is hereby authorize to alter the terms & conditions of the appointment and/or remuneration as fixed by the Board, subject to the same not exceeding the limit as specified under section 197 and Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force).

The following terms and conditions to be considered:

a) **Salary:** Remuneration of Mr. Ram Kishan Verma as Managing Director and Chief Executive Officerof the Company for effective term of three years commencing from 01/04/2021 till 31/03/2024, be paid INR 1,80,00,000 (Indian Rupees One Crore Eighty Lacs Only) per annum total cost to company.

b) **Perquisites:** Mr. Ram Kishan Verma, Managing Director and Chief Executive Officer shall also be entitled to the perquisite (evaluated as per Income Tax Rule wherever applicable and at actual cost to the Company in other cases) like benefits of House Rent Allowance with gardener and security guard, car facility with driver and medical reimbursement, personal accident insurance, leave and leave travel concession, club fees, provident fund, Superannuation fund, exgratia & gratuity in accordance with the scheme(s) and rule(s) applicable to the members of the staff or any modification(s) that may be made in any scheme/rule for the aforesaid benefits. However, perquisites including salary shall not be exceeding aforesaid total remuneration as decided by the Board of Directors in time to time as when required.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper."

7. **Appointment of Mr. Nishant Jain as a Non - Executive Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an ***Special Resolution****:-*

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the provisions of the Articles of Association of the Company, Mr. Nishant Jain (DIN: 08731168), who was appointed as an Additional Director of the Company (Category as Independent) by the Board be and is hereby appointed as Director (Category as Independent) of the Company."

"RESOLVED FURTHER THAT in compliance of provision of section 149 of the Act, and any other applicable provisions, if any, Mr. Nishant Jain, who has submitted a declaration that he meets the criteria for independence as provided under said provisions and who is eligible for appointment, shall be treated as Independent Director of the company on following terms and conditions:
a) He shall hold office as an Independent Director for a term of five consecutive years on the Board of the Company commencing from 15th April, 2021 and shall be eligible for reappointment subject to provisions of the Act.
b) He shall not be liable to retire by rotation.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps, as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings, that may be required, on behalf of the Company, including filing of necessary forms and returns with the Ministry of Corporate Affairs, and other concerned Authorities and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the resolution."

8. **To consider Appointment of Mr. Tanmay Jain as a Non Executive Independent Director of the Company**

*To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**:-*

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the provisions of the Articles of Association of the Company, Mr. Tanmay Jain (DIN: 09094927), who was appointed as an Additional Director of the Company (Category as Independent) by the Board be and is hereby appointed as Director (Category as Independent) of the Company."

"**RESOLVED FURTHER THAT** in compliance of provision of section 149 of the Act, and any other applicable provisions, if any, Mr. Tanmay Jain, who has submitted a declaration that he meets the criteria for independence as provided under said provisions and who is eligible for appointment, shall be treated as Independent Director of the company on following terms and conditions:
a) He shall hold office as an Independent Director for a term of five consecutive years on the Board of the Company commencing from 15th April, 2021 and shall be eligible for reappointment subject to provisions of the Act.
b) He shall not be liable to retire by rotation.

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps, as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings, that may be required, on behalf of the Company, including filing of necessary forms and returns with the Ministry of Corporate Affairs, and other concerned Authorities and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the resolution."

By the Order of the Board of Directors,

Abhinav Gautam
Company Secretary
Kota, 07.07.2021
E-mail: abhinav@resonance.ac.in

Registered Office:
CG Tower, A-46 & 52, IPIA,
Nr. City Mall, Jhalawar Rd,
Kota-324005, Rajasthan
CIN: U80302RJ2007PLC024029
Tel. No. +91-744- 3012222
FAX No.: +91-022-39167222
Website: www.resonance.ac.in

NOTES

1. Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the General Meeting pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice. Information on all the Directors proposed to be appointed/re-appointed at the Meeting are provided in the **Annexure - A** to this Notice.

2. A member entitled to attend and vote is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote instead of himself, and that a proxy need not be a member.

3. The instrument appointing Proxies, in order to be effective, must be received by the Company at the registered office, not less than 48 Hours before the commencement of the Meeting.

4. Pursuant to the provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.

5. In case of registered shareholders proposing to participate at the meeting through their representative(s), necessary authorization under section 113 of the Companies Act, 2013 for such representation may please be forwarded to the Company.

6. The proxies lodged will be made available for inspection during working hours of the Company, during the period beginning twenty-four hours before the time fixed for the commencement of the Eleventh Annual General Meeting and ending with the conclusion of the Meeting; for only those members who have deposited requisitions for such inspection at least 3 days before the commencement of the meeting.

7. Members / proxies should bring the attendance slip duly filled in for attending the Meeting.

8. The Register of Directors' Shareholding, maintained under section 170 of the Companies Act, 2013 will be available for inspection by the members at the meeting.

9. The Register of Contracts, maintained under section 18 of the Companies Act, 2013 will be available for inspection by the members at the meeting.

10. Details of Directors seeking appointment/re-appointment at the Annual General Meeting of the Company to be held on Monday, 30th August, 2021 at 10:00 A.M. are provided in Annexure A of this Notice.

11. The Landmark and route map to the venue of the Annual General Meeting is attached and forms a part of this Notice.

EXPLANTORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

The Board on the recommendation of the Audit Committee has approved the appointment of M/s K. G. Goyal & Associates Cost Auditors at remuneration of Rs.1,00,000/- (Plus applicable taxes and re-imbursement out of pocket expenses incurred by them for the purpose of the audit) for each financial year 2020-21 and 2021-22 to conduct the audit of the cost records of the Company for the financial year 2020-21 and 2021-22.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 & Companies (Cost Records and Audit) Rules, 2014 the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year 2020-21 and 2021-22.

The Board recommends the Ordinary Resolution for approval by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 4

Due to Covid-19, the business operations of the Company, like almost all businesses in the country were adversely affected. Although the annual accounts for the financial year 2020-21 have not been finalized yet, but going by the unaudited results and business trend, Management expects the total turnover and net profits for the FY 2020-21 to be reduced to around 30%- 40% in comparison to corresponding figures of the preceding financial year.

So far, managerial remuneration to the Directors have been paid, as per the provisions of Section 197 and 198 of Companies Act, 2013. The said payments were within overall prescribed limits in terms of percentage of net profits of the Company in previous years. However, due to significant reduction in estimated net profits for financial year 2020-21 (to be finalized shortly in due course), the total and individual remuneration drawn by Directors is apprehended to be exceeding the percentage limit prescribed u/s 197 of the Companies Act, 2013. During FY 2020-21, Mr. Ram Kishan Verma, Managing Director, Mr. Chandalal Verma, and Ms. Sunita Verma, Directors received, as in the past years, annual remuneration of Rs. 1,80,00,000/-, Rs. 26,40,000/- and Rs. 7,92,000/- respectively. In the above remuneration the excess amount as per u/s 197 of the Act shall work out to be around of Rs. 1,00,00,000/- to Mr. Ram Kishan Verma, Managing Director and Rs. 10,00,000/- to Mr. Chandalal Verma, Director of the Company. On the recommendation of Nomination and Remuneration Committee and Board it is proposed to waive the recovery of the excess remuneration paid as per the provisions of Section 197 of Companies Act, 2013, subject to the approval of the Shareholders.

It will be appreciated that the fall in the net profit of the company for the year was not because of lack of efforts of the management team but because of an unprecedented force majeure of pandemic. In view of the above, the Company requires the approval of the Shareholders to waive the recovery of the said excess managerial remuneration from them. Accordingly, the Board recommends the Special Resolution set out at item No. 4 for approval of members.

None of the Directors or key managerial personnel of the Company or their relatives except Mr. Ram Kishan Verma, Mr. Chandalal Verma and Mrs. Sunita Verma is, in any way concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 5

Considering the contribution of Directors and the sustainability made by the Company under their leadership and guidance in this critical time and as per the recommendation of the Nomination and Remuneration Committee. The Board at its Meeting held on 07th July, 2021 approved the revision in the overall remuneration of Directors for the current and upcoming years on terms and conditions enumerated in the Resolution.

Pursuant to Section 197 and 198 of the Companies Act. 2013, the revised remuneration of Directors as decided by the Board is required to be approved by the Members at their meeting through Special Resolution.

Accordingly, The Board recommends the Special Resolution set out at item No. 5 for approval of members.

None of the Directors or key managerial personnel of the Company or their relatives except Mr. Ram Kishan Verma, Mr. Chandalal Verma and Sunita Verma is, in any way concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 6

Shri Ram Kishan Verma aged 50 Years, who is founder of the Company and associated since incorporation. Shri Ram Kishan Verma is a matured Business Personality. He is a graduate engineer and IIT holder and has rich experience in various business activities and more particularly in the educational sphere. He cares a growth vision for the Company and has made valuable contributions to the success and improved performance of the Company over a period of time.

Looking towards his excellence, devotion, commitment and resultant progress made by the Company under his dynamic leadership skills, your Board of Directors feels that his continuation on the Board will be highly beneficial to the interest of the Company and recommend the adoption of the resolution proposed under this item no. 6.

Accordingly, on the recommendation of Nomination and Remuneration Committee it is proposed to reappoint him as Managing Director and to appoint him as Chief Executive Officer w.e.f 1st April, 2021 on remuneration as mentioned in resolution. For the same Board of Directors have accorded their approval vide the board meeting dated 29.03.2021 subject to approval of the Members. Accordingly, The Board recommends the Special Resolution set out at item No. 6 for approval of members.

None of the Directors or key managerial personnel of the Company or their relatives except Mr. Ram Kishan Verma is, in any way concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 7

The Board of Directors of the Company, had appointed Mr. Nishant Jain (DIN:08731168), as an Additional Director (Independent) of the Company with effect from 15.04.2021. Pursuant to Section 161(1) of the Companies Act 2013, he shall hold office only upto the date of ensuing Annual General Meeting. The Company has received consent to act as a Director of the Company in form DIR 2, declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8 and Declaration of Independence and compliance under Section 149 (6) of the Companies Act, 2013.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Corporate Office of the Company during normal business hours on any working day. The Director recommends the Resolutions proposed vide Item Nos. 7 of the Notice be passed and approved as Special Resolutions by the Members. The Board confirms that the Independent Director has fulfilled the conditions specified in Section 149 of the Act.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 8

The Board of Directors of the Company, on the recommendation of the Nomination & Remuneration committee, had appointed Mr. Tanmay Jain (DIN:09094927), as an Additional Director (Independent) of the Company with effect from 15.04.2021. Pursuant to Section 161(1) of the Companies Act 2013, Mr. Tanmay Jain shall hold office only upto the date of ensuing Annual General Meeting. The Company has received consent to act as a Director of the Company in form DIR 2, declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8 and Declaration of Independence and compliance under Section 149 (6) of the Companies Act, 2013.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Corporate Office of the Company during normal business hours on any working day. The Director recommends the Resolutions proposed vide Item Nos. 8 of the Notice be passed and approved as Special Resolutions by the Members. The Board confirms that the Independent Director has fulfilled the conditions specified in Section 149 of the Act.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Annexure A

DETAILS OF DIRECTOR PROPOSED TO BE APPOINTED / RE-APPOINTED AT THE FOURTEENTH ANNUAL GENERAL MEETING PURSUANT TO SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2)

Details of Mr. CHANDALAL VERMA, Director, seeking re-appointment in the Fourteenth Annual General Meeting - (Item No. 2)

S No.	Particulars	Response
01.	Name	CHANDALAL VERMA
02.	Director Identification Number (DIN)	01204861
03.	Terms & Conditions of Appointment	Executive, Non- Independent Director liable to retire by rotation
04.	Nationality	Indian
05.	Date of Birth Age as on the date of Application	14/11/1951 69
06.	Educational/professional qualifications	literate
07.	Experience if any, in the Education Services Sector	He has been actively involved in the day to day activities / operations of the Company since inception.
08.	Details of Remuneration	Last paid : Rs. 26,40,000/- per annum Sought to be paid: Rs. 26,40,000/- per annum
09.	Designation and Date of first appointment on Board	Director
10.	Relation with other Directors, Managers or Key Managerial Personnel	Father of Mr. Ram Kishan Verma, Managing Director of the Company and Father in Law of Mrs. Sunita Verma, Director of the Company
11.	Number of Board Meetings attended during the year (2019-20)	07 (Seven)
12.	Name(s) of other organizations or entities or associations or Unincorporated entities in which the person has held the post of Chairman or Managing Director or Director or Chief Executive Officer or associated with the above entities in any other capacity. Indicating the activity of the Company and regulators, if any	Sewaram Agrotech Private Limited – Director Resonance Infra Tech Private Limited – Director Symmetric Infrastructure Private Limited – Whole time Director Drishti Multi Commodity Private Limited – Director Adworld Communications Private Limited- Director Resonance Learning Solutions Private Limited - Director

13.	Memberships / Chairmanships of Committees of the Board	N.A.
14.	Directorship and Membership of Committees of the Board in Listed entities	N.A.
15.	Shareholding in the Company as on 31.03.2021	10,000 Equity Shares of Rs. 10/- each

Details of Mr. Ram Kishan Verma, seeking re-appointment as Managing Director in the Fourteenth Annual General Meeting (Item No. 6)

S No.	Particulars	Response
01.	Name	RAM KISHAN VERMA
02.	Director Identification Number (DIN)	01204917
03.	Terms & Conditions of Appointment	Managing Director for a period of three consecutive years with effect from 01.04.2021 to 31.03.2024. During the tenure, Mr. Ram Kishan Verma shall receive remuneration under Section 197 and Schedule V of the Companies Act, 2013 and other reimbursement of expenses.
04.	Nationality	Indian
05.	Date of Birth Age as on the date of Application	06/02/1971 50 years
06.	Educational/professional qualifications	Electrical & Electronics Engineer IIT-JEE
07.	Experience if any, in the Education Services Sector	26 years
08.	Details of Remuneration	Last Paid: Rs. 1,80,00,000/- per annum Sought to be paid: Rs. 1,80,00,000/- per annum
09.	Designation and Date of first appointment on Board	Managing Director Date of first Appointment : 15.03.2007
10.	Relation with other Directors, Managers or Key Managerial Personnel	Son of Mr. Chandalal Verma Husband of Mrs. Sunita Verma
11.	Number of Board Meetings attended during the year (2019-20)	7 (Seven)
12.	Name(s) of other organizations or entities or associations or Unincorporated entities	Resonance Infra Tech Private Limited – Director

	in which the person has held the post of Chairman or Managing Director or Director or Chief Executive Officer or associated with the above entities in any other capacity. Indicating the activity of the Company and regulators, if any	Resonance Learning Solutions Private Limited – Director Kota Club Limited - Director
13.	Memberships / Chairmanships of Committees of the Board	N.A.
14.	Directorship and Membership of Committees of the Board in Listed entities	N.A.
15.	Shareholding in the Company as on 31.03.2021	55.05%

Details of Mr. NISHANT JAIN, seeking appointment as Independent Director in the Fourteenth Annual General Meeting - (Item No. 7)

S No.	Particulars	Response
01.	Name	NISHANT JAIN
02.	Director Identification Number (DIN)	08731168
03.	Terms & Conditions of Appointment	Independent Director for a period of five consecutive years with effect from 15.04.2021 to 14.04.2026. During the tenure, Mr. Nishant Jain may receive sitting fees under Section 197 (5) of the Companies Act, 2013 and other reimbursement of expenses for participation in the Board and other Committee Meetings.
04.	Nationality	Indian
05.	Date of Birth Age as on the date of Application	16/08/1994 26 Years
06.	Educational/professional qualifications	Chartered Accountant, CISA
07.	Experience if any, in the Education Services Sector	N.A.
08.	Details of Remuneration	Last paid : NIL Sought to be paid after appointment: Sitting Fee as and may decide by the Board
09.	Designation and Date of first appointment on Board	Non-Executive Additional Independent Director since 15.04.2021
10.	Relation with other Directors, Managers or Key Managerial Personnel	N.A.

11.	Number of Board Meetings attended during the year	N.A.
12.	Name(s) of other organizations or entities or associations or Unincorporated entities in which the person has held the post of Chairman or Managing Director or Director or Chief Executive Officer or associated with the above entities in any other capacity. Indicating the activity of the Company and regulators, if any	N.A.
13.	Memberships / Chairmanships of Committees of the Board	Resonance Eduventures Limited 1. Chairman – Audit Committee 2. Member – NRC Committee 3. Member – CSR Committee
14.	Directorship and Membership of Committees of the Board in Listed entities	N.A.
15.	Shareholding in the Company as on 31.03.2020	N.A.
16.	Brief resume	Mr. Nishant Jain, having rich experience corporate field, is a The Institute of Chartered Accountants of India. He is also a Certified Information Systems Auditor and holds Bachelor's Degree in the field of Commerce. He has vast expertise in the field of Corporate Secretarial, Accounts and allied businesses activities. Being a Practicing Professional, his vision is to provide entire business services to needy and promote the business community.
17.	Performance Evaluation	Mr. Nishant Jain has actively participated throughout the meetings. The Board evaluated and confirmed that the said Director has exercised duties with due and reasonable care, skill and diligence, along with cent percent independent judgment and in the best in the interest of the Company. He has complied with all the guidelines with respect to the professional conduct, role, functions and duties, as mentioned in the Schedule IV to the Companies Act, 2013. The performance evaluation criteria for accessing the re – appointment or regularization of Independent Directors, interalia, includes factors like participation at Board/Committee Meetings, Managing Relationship with fellow Board Members, Knowledge and skill, Personal attributes like ethics and integrity, independent judgment with regard to corporate strategy, performance, risk management, corporate governance implementation, knowledge about the Company and external environment in which it operates, confidentiality level, adherence to the applicable code of conduct for Independent Directors

		etc.

The Board is of the view that the continued association of Mr. Nishant Jain and rich expertise and knowledge in the various sectors would definitely benefit the Company and support the Board to discharge its functions and duties effectively. Further, Mr. Nishant Jain also possess appropriate skills, expertise and competencies in the context of the Company's present and proposed businesses. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 for the proposed appointment as an Independent Director of the Company and is independent of the management. Further, Mr. Nishant Jain is not disqualified from being appointed as Director in terms of section 164 of the Act. Further to the consideration of performance evaluation covering various aspects including level of participation, interpersonal relationship, independent judgement, understanding of roles and responsibilities etc., Mr. Nishant Jain may be appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 15.04.2021 till 14.04.2026.

Details of Mr. TANMAY JAIN, seeking appointment as Independent Director in the Fourteenth Annual General Meeting - (Item No. 8)

S No.	Particulars	Response
01.	Name	TANMAY JAIN
02.	Director Identification Number (DIN)	09094927
03.	Terms & Conditions of Appointment	Independent Director for a period of five consecutive years with effect from 15.04.2021 to 14.04.2026. During the tenure, Mr. Tanmay Jain may receive sitting fees under Section 197 (5) of the Companies Act, 2013 and other reimbursement of expenses for participation in the Board and other Committee Meetings.
04.	Nationality	Indian
05.	Date of Birth Age as on the date of Application	20/03/1995 26 Years
06.	Educational/professional qualifications	Chartered Accountant, CCCA, DISA, FAFD
07.	Experience if any, in the Education Services Sector	N.A.
08.	Details of Remuneration	Last paid : NIL Sought to be paid after appointment: Sitting Fee as and may decide by the Board
09.	Designation and Date of first appointment on Board	Non-Executive Additional Independent Director since 15.04.2021
10.	Relation with other Directors, Managers or Key Managerial Personnel	N.A.
11.	Number of Board Meetings attended	N.A.

	during the year	
12.	Name(s) of other organizations or entities or associations or Unincorporated entities in which the person has held the post of Chairman or Managing Director or Director or Chief Executive Officer or associated with the above entities in any other capacity. Indicating the activity of the Company and regulators, if any	N.A.
13.	Memberships / Chairmanships of Committees of the Board	Resonance Eduventures Limited 1. Chairman – Nomination & Remuneration Committee 2. Member – Audit Committee 3. Member – CSR Committee
14.	Directorship and Membership of Committees of the Board in Listed entities	N.A.
15.	Shareholding in the Company as on 31.03.2021	N.A.
16.	Brief resume	Mr. Tanmay Jain, having rich experience corporate field, is a The Institute of Chartered Accountants of India. He has also qualified Certificate Course on Concurrent Audit of Bank along with Diploma in Information Systems Audit and holds Masters Degree in the field of Commerce. He has vast expertise in the field of Corporate Secretarial, Accounts and allied businesses activities. Being a Practicing Professional, his vision is to provide entire business services to needy and promote the business community.
18.	Performance Evaluation	Mr. Tanmay Jain has actively participated throughout the meetings. The Board evaluated and confirmed that the said Director has exercised duties with due and reasonable care, skill and diligence, along with cent percent independent judgment and in the best in the interest of the Company. He has complied with all the guidelines with respect to the professional conduct, role, functions and duties, as mentioned in the Schedule IV to the Companies Act, 2013. The performance evaluation criteria for accessing the re – appointment or regularization of Independent Directors, interalia, includes factors like participation at Board/Committee Meetings, Managing Relationship with fellow Board Members, Knowledge and skill, Personal attributes like ethics and integrity, independent judgment with regard to corporate strategy, performance, risk management, corporate governance implementation, knowledge about the Company and external environment in which it

		operates, confidentiality level, adherence to the applicable code of conduct for Independent Directors etc.

The Board is of the view that the continued association of Mr. Tanmay Jain and rich expertise and knowledge in the various sectors would definitely benefit the Company and support the Board to discharge its functions and duties effectively. Further, Mr. Tanmay Jain also possess appropriate skills, expertise and competencies in the context of the Company's present and proposed businesses. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 for the proposed appointment as an Independent Director of the Company and is independent of the management. Further, Mr. Tanmay Jain is not disqualified from being appointed as Director in terms of section 164 of the Act. Further to the consideration of performance evaluation covering various aspects including level of participation, interpersonal relationship, independent judgement, understanding of roles and responsibilities etc., Mr. Tanmay Jain may be appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 15.04.2021 till 14.04.2026.

By the Order of the Board of Directors,

Abhinav Gautam
Company Secretary
Kota,
E-mail: abhinav@resonance.ac.in
Date: 07.07.2021

Registered Office:
CG Tower, A-46 & 52, IPIA,
Nr. City Mall, Jhalawar Rd,
Kota-324005, Rajasthan
CIN: U80302RJ2007PLC024029
Tel. No. +91-744- 3012222
FAX No.: +91-022-39167222
Website: www.resonance.ac.in

STATEMENT OF PARTICULARS (Pursuant to Schedule V of the Companies Act, 2013)

Particulars	Mr. Ram Kishan Verma	Mr. Chandalal Verma	Mr. Tanmay Jain	Mr. Nishant Jain
A. General Information				
Nature of Industry	The Company related to Education Industry and primarily provides services as Education Institution.			
Date of Commencement of Commercial Production	The Company incorporated and commenced its business activities on 15/03/2007.			
Financial Performance of the Company	The profit for the financial year 2019-20 is Rs. 4,050 lakhs and for the financial year 2018-19 is Rs. 4,366 lakhs.			
Foreign investments or collaborations	The Company has not entered in any agreement of Foreign Investments and Collaborations.			
B. Information about appointee				
Background details, recognition & Awards, Job Profile & his suitability	Mr. Ram Kishan has been designated as Managing Director since 01.04.2010. He holds Electrical & Electronics Engineering degree and has also qualified IT JEE.	Mr. Chandalal Verma, Promoter and Director, has been actively involved in the day to day activities / operations of the Company since inception. His administration and guidance at all levels has enhanced efficiency and growth of the Company. Also, an active social worker, he is engaged in promoting education.	Mr. Tanmay Jain has been designated as Additional Independent Director since 15.04.2021. He is a qualified Chartered Accountant along with CCCA, DISA & FAFD.	Mr. Nishant Jain has been designated as Chartered Additional Independent Director since 15.04.2021. He is qualified Accountant along with CISA.
Past remuneration	Rs. 1,80,00,000/-	Rs. 26,40,000/-	N.A.	N.A.
Remuneration Proposed	Rs. 1,80,00,000/-	Rs, 26,40,000/-	Sitting fees as and may decide by Board	Sitting fees as and may decide by Board
Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person	The proposed remuneration is much below the prevailing remuneration in the industry of similar size for similarly placed persons			

Pecuniary relationship directly or indirectly with the company, or relationship with Directors, Manager and key managerial personnel	Mr. Ram Kishan Verma does not or have pecuniary with Directors, relationship directly or indirectly with the Company except receiving remuneration for his services as Managing Director of the Company. He is son of Mr. Chandalal Verma and husband of Mrs. Sunita Verma.	Mr. Chandalal Verma does not have pecuniary relationship directly or indirectly with the Company except receiving the Remuneration for his services as Director of the Company. He is father of Mr. Ram Kishan Verma and father in law of Mrs. Sunita Verma	Mr. Tanmay Jain does not have pecuniary relationship directly or indirectly with the Company except receiving the Remuneration for his services as director of the Company.	Mr. Nishant Jain does not have pecuniary relationship directly or indirectly with the Company except receiving the Remuneration for his services as director of the Company.
Listed Entities in which Directors holds directorship and the membership of Committees of the Board	NIL	NIL	NIL	NIL
Number of Meetings of the Board during the Financial year 2019-20	7 meetings	7 meetings	N.A.	N.A.
Shareholding in the Company	55.05%	0.5426%	NIL	NIL

C. Other Information

Reasons of loss or inadequate profits	The COVID-19 pandemic has probably been the most devastating of financial and social crisis of recent times, leading to Overall recession in the industry and reduction in the footfall of the students in Institutions which leads to reduction in the Operational Turnovers since F.Y. 2020-21.
Steps taken or proposed to be taken for improvement	Some steps are being taken by the Company like reducing the excess labored employees in the Company and to enter into Network Partner Model. Further Company is focusing on Cost cutting as well, as a tool for reducing the operational cost and increase in marginal profits of the Company. By following the above measures the Company expects marginal growth in productivity and profits in the financial year 2021-22.
Expected increase in productivity and profits in measurable terms	

By the Order of the Board of Directors,

Abhinav Gautam
Company Secretary
Kota,
E-mail: abhinav@resonance.ac.in
Date: 07.07.2021

Registered Office:
CG Tower, A-46 & 52, IPIA,
Nr. City Mall, Jhalawar Rd,
Kota-324005, Rajasthan
CIN: U80302RJ2007PLC024029
Tel. No. +91-744- 3012222
FAX No.: +91-022-39167222
Website: www.resonance.ac.in

RESONANCE EDUVENTURES LIMITED

Reg. off: CG Tower, A-46 & 52, IPIA, Near City Mall, Jhalawar Road, Kota-324005, Rajasthan

ATTENDANCE SLIP

To be handed over at the entrance of the meeting hall

NAME AND ADDRESS OF SHARE HOLDER

……………………………………………………………

……………………………………………………………

…………………………………………………………..…

FOLIO NO.	
DP ID	
CLIENT ID	

I hereby record my presence at the Fourteenth Annual General Meeting of shareholders of the Company held at the Registered Office of the Company at CG Tower, A-46 & 52, IPIA, Near City Mall, Jhalawar Road, Kota-324005, Rajasthan, on Monday, 30th August, 2021 at 10:00 A.M.

NO. OF SHARES HELD	
SIGNATURE OF THE MEMBER OR PROXY	

Form No. MGT-11
Proxy form
[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U80302RJ2007PLC024029
Name of the Company: Resonance Eduventures Limited
Registered office: CG Tower, A-46 & 52, IPIA, Near City Mall, Jhalawar Road, Kota-324005, Rajasthan

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint:

1. ________, R/o ____________, e-mail Id ____, signature ____, or failing him,

2. ________, R/o _________, e-mail Id ____, signature ____, or failing him,

3. ________, R/o _________, e-mail Id ____, signature ____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirteenth Annual General Meeting of Shareholders of the Company to be held on Monday, the 30th day of August, 2021 at Registered Office at CG Tower, A-46 & 52, IPIA, Near City Mall, Jhalawar Road, Kota- 324005, Rajasthan, and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution	*
1.	To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company as on March 31, 2020, which includes Balance Sheet, Statement of Profit & Loss and Cash Flow Statement with notes on accounts and annexures, together with the reports of the Directors and the Auditors thereon	
2.	To consider re-appointing Mr. Chandalal Verma (DIN: 01204861), who retires by rotation and being eligible, offers herself for re-appointment	
3.	To consider ratification of remuneration paid to M/s K.G.Goyal & Associates as the Cost Auditor of the company for the financial year 2020-21 and 2021-22	
4.	To consider and regularize payment of managerial remuneration for FY 2020-21 which became excess due to lower profits- waiving of recovery	
5.	To consider and approve increase the overall managerial remuneration limit - to maintain the same at about current levels in absolute terms	

6.	To consider and approve re-appointment of Mr. Ram Kishan Verma as the Managing Director of the company and also designate him as Chief Executive Officer of the Company	
7.	To consider Appointment of Mr. Nishant Jain as a Non - Executive Independent Director of the Company	
8.	To consider Appointment of Mr. Tanmay Jain as a Non- Executive Independent Director of the Company	

Signed this day of 2021

Affix a Revenue Stamp

Signature of shareholder

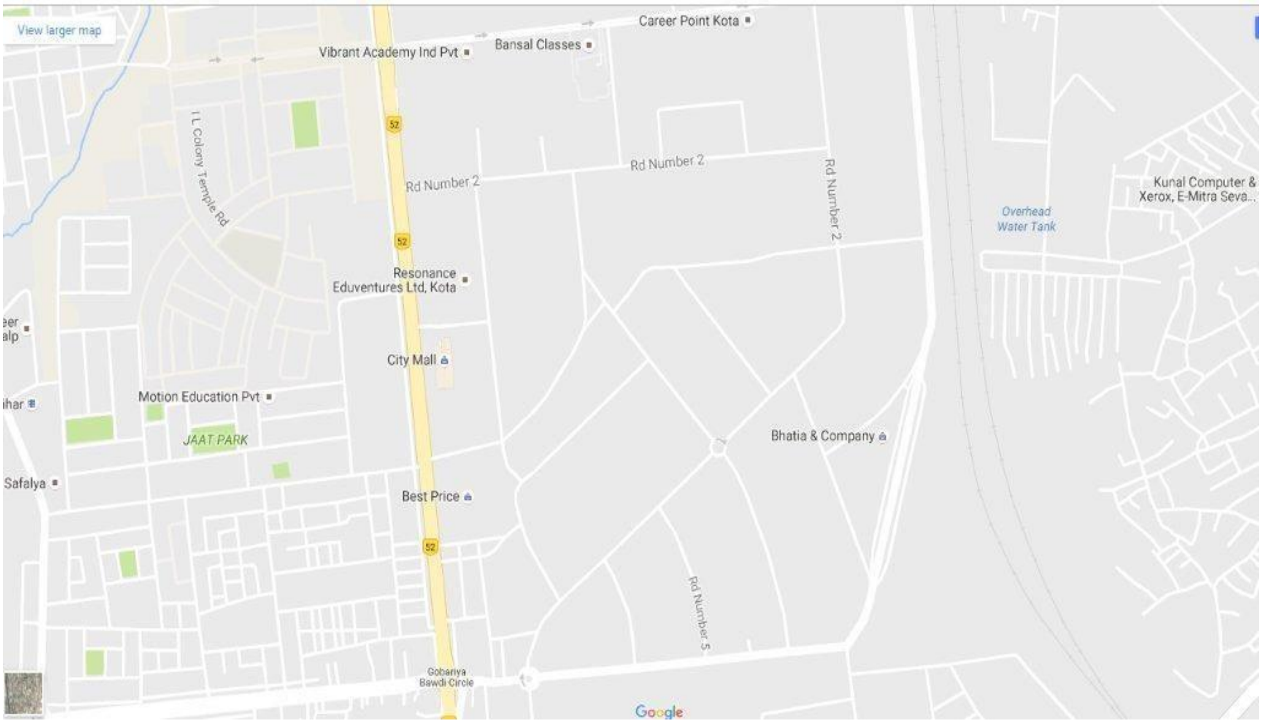
Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

*Put '✓' against the resolution(s) for which authorization is given and 'X' in any other case.

ROUTE MAP

LANDMARK: Near City Mall



Resonance®
Educating for better tomorrow

2019-20

14th ANNUAL REPORT

Registered &Corporate Office :	CG Tower, A-46 & 52, IPIA, Near City Mall, Jhalawar Road, Kota (Rajasthan) – 324005
Tel. No.:	0744-2777777, 2777700
Fax:	022-39167222
E-mail :	contact@resonance.ac.in
Website :	www.resonance.ac.in
Toll Free:	1800-258-5555
CIN:	U80302RJ2007PLC024029

DIRECTORS' REPORT

Dear Members,

Your Directors take pleasure in presenting the 14th Annual Report on the business and operations of your Company – Resonance Eduventures Limited ("**Resonance**") along with the Standalone and Consolidated summary of the financial statements for the year ended 31st March, 2020.

A. FINANCIAL RESULTS

The Board's Report is prepared based on the Financial Statements of the Company. The Financial data for the Current Year and Previous Year is stated in a summarized form with the details of the appropriation of the credit balance (including the balance brought forward from the previous year). It also contains tax provisions, provision for proposed dividend and dividend tax and balance (credit/debit) carried to the balance sheet.

INR Lakhs

	Resonance Standalone		**Resonance Group**	
Particulars / Year	**2019-20**	**2018-19**	**2019-20**	**2018-19**
Total Revenue (including other income)	34,159	37,259	40,053	43181
(Less): Total Expenditure	29,034	30,494	34,143	41778
Total Profit before Tax	5,125	6,765	5,910	1403
(Less): Provision for tax for Current year	1,445	2,341	1,714	2587
(Less): Excess Provision for tax written back	-	-	-	7
(Less): Provision for wealth tax for current year	-	-		-
(Less): Provision for Deferred Tax	(370)	58	(395)	(17)
Minority Interest		-		-
Profit after Tax& prior period items / Minority Interest	1,075	2,399	1,319	2,577
Add: Surplus brought forward from the previous year		-	-	-
Amount available for appropriation	**4,050**	**4,366**	**4,591**	**(1,174)**
Other Comprehensive income/(expense) for the year (net of income tax)	**(34)**	**10**	**(24)**	**8**
Total Comprehensive income for the year	**4,016**	**4,376**	**4,567**	**(1,166)**
Which the Directors have apportioned as under to:				
(i) Interim Dividend on Equity Shares	-	-	-	-
(ii) Corporate Dividend Tax on Interim Dividend	-	-	-	-
(iii) Proposed final dividend on equity shares	-	-	-	-
(iv) Corporate Dividend Tax on proposed dividend	-	-	-	-
(v) Transfer to General Reserve	-	-	-	-
Surplus Carried Forward	4,050	4,366	4,591	(1,174)
Total	**4,050**	**4,366**	**(20,101)**	**(24962)**
Add: Securities Premium at the commencement and at the of the year	**8,649**	**8,649**	-	-
Add: General Reserve at the commencement and at the of the year	1,144	1,144	2,291	2,291
Total Reserves and Surplus	35,553	31,503	(17,801)	(22,401)

Transfer to Reserves

During the period under review, no amount has been transferred to any reserves of the Company except Rs. 4,050 lakhs being the Profit for the Financial Year 2019-20 has been transferred to reserves & Surplus of the Company.

Dividends

No Dividend was declared during the year under review as the Company intends to conserve the profits for future growth and expansion.

Transfer of unclaimed dividend to Investor Education and Protection Fund

The provisions of Section 125 (2) of the Companies Act, 2013 do not apply to the Company as there is no unclaimed dividend pending to be transferred to IEPF.

Material Changes and Commitments, affecting the Financial Position of the Company, occurred between the end of the Financial Year of the Company to which the Financial Statements relate and the date of the Report

No material changes and commitments took place subsequent to the close of the Financial Year of the Company to which the Balance Sheet relates and the date of this Report.

Details of operations and financial position of Subsidiary (ies) / Joint Ventures / Associate Companies

The Company did not enter into any Joint Venture and it presently has 2 wholly owned Subsidiaries; the performance and operational details of which are as follows:

(i) BASE Educational Services Private Limited (BASE)

The Company is engaged in the business of promoting and imparting education and provide consultancy in various fields; running education centres, establishing residential schools, counseling centres, etc. During the year under review, the Company earned a Profit of Rs. 614 Lakhs.

(ii) Accelerating Education And Development Private Limited ("AEDPL")

The Company is engaged in providing coaching in India and outside India by various modes for entry into various professional/degree colleges, or various job services through competitive exam; to set up hostels, boarding houses, etc., to act as advisors, consultants, etc., to invest in educational company, etc. During the year under review, the Company has suffered loss of Rs. 72 Lakhs.

The performance and financial position of Subsidiaries included in the Consolidated Financial Statement is provided in accordance with the provisions of Section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014 as a separate statement annexed to this Report as **Annexure A** in prescribed Form AOC – 1.

B. APPOINTMENTS AND RESIGNATIONS

Change in designation of Mrs. Sunita Verma from Executive Director to Non- Executive Directorwith effect from 13.06.2019

On the request of Mrs. Sunita Verma, due to inability of devoting her time to the Company in day to day operations, your Board of Directors has decided to change her designation from Executive Director to Non-Executive Director with effect from 13.06.2019, keeping all other terms and conditions of her appointment intact.

Cessation of Whole time Company Secretary of the Company – Mr. Ghanshyam Singh Jhala with effect from 04.07.2019

Mr. Ghanshyam Singh Jhala, Company Secretary & AVP (Legal) of the Company has attained the age of retirement and in compliance of the terms and conditions of his appointment letter as per policy of the Company, your Board of Directors has relieved him from his duties and responsibilities with effect from closure hours of 04.07.2019.

By virtue of retirement of Mr. Ghanshyam Singh Jhala from the office of the Company, the company has withdrawn his nomination for appointment as Company Secretary in Accelarating Education and Development Private Limited (wholly owned subsidiary) w.e.f 04.07.2019.

Appointment of Mr. Abhinav Gautam as the Whole time Company Secretary of the Company with effect from 16.08.2019

Since Mr. Ghanshyam Singh Jhala has been relieved from the office of Company Secretary of the Company, Therefore, your Board of Directors has appointed Mr. Abhinav Gautam (M No. A34108) as the Whole time Company Secretary of the Company with effect from 16.08.2019 and also designated him Company Secretary of Accelarating Education and Development Private Limited (wholly owned subsidiary) under the provisions of section 203 of Companies Act, 2013 w.e.f. 16.08.2019 till 07.07.2020.

Cessation of Mr. Tashwinder Harjap Singh (DIN:06572282), Director with effect from 30.06.2019

Mr. Tashwinder Harjap Singh, Director of the Company, resigned from directorship of the Company w.e.f. 30.06.2019

Appointment of Mr. Paroksh Gupta (DIN: 08549068) as Additional Director of the Company

Since, Mr. Tashwainder Harjap Singh has resigned from directorship, and has been relieved from the duties. Therefore, your Board has appointed Mr. Paroksh Gupta as Additional director (Non Executive) with effect from 20.09.2019.

Cessation of Mr. Paroksh Gupta (DIN:08549068), Director with effect from 17.11.2019

Mr. Paroksh Gupta, Additional Director of the Company, resigned from directorship of the Company w.e.f 17.11.2019.

Cessation of Mr. Advait Kurlekar (DIN:00808669), Independent Director with effect from 18.11.2019

Mr. Advait Kurlekar, Independent Director of the Company, resigned from directorship of the Company w.e.f 18.11.2019.

Cessation of Mr. Rajesh Singhal (DIN:01415174), Independent Director with effect from 18.11.2019

Mr. Rajesh Singhal, Independent Director of the Company, resigned from directorship in the Company w.e.f 18.11.2019.

Cessation of Mr. Asheesh Sharma , CEO of the Company with effect from 02.12.2019

Mr. Asheesh Sharma, CEO of the Company, resigned from the office of CEO of the Company w.e.f 02.12.2019.

Appointment and Cessation of Mr. Sanjay Purohit, CEO (Consultant)

Since, CEO has vacated the office, Board has appointed Mr. Sanjay Purohit as CEO (as Consultant)of the Company not in the terms of Section 203 of Companies Act, 2013 vide Agreement dated 11.02.2020. Due to his prior commitments and personal reasons, he was not able to fulfill his obligations and ceased to occupy office with effect from15.05.2020.

Further, no other Director(s) resigned or was appointed during the year, except those specifically stated above. Accordingly, the current list of the Directors and Key Managerial Personnel of the Company is as follows:

DIN/ PAN	Full Name	Present residential address	Designation	Date of Appointment	Date of Cessation
01204861	Mr. ChandaLalVerma	33-A, In front of Commerce College, Talwandi, Kota, 324005, Rajasthan, India	Director	15.03.2007	-

01204917	Mr. Ram Kishan Verma	33-A, In front of Commerce College, Talwandi, Kota, 324005, Rajasthan, India	Managing Director	01.04.2010 (Appointed as Director on 15.03.2007)	-
01204955	Mrs. Sunita Verma	33-A, In front of Commerce College, Talwandi, Kota, 324005, Rajasthan, India	Director	15.03.2007 (Non Executive Director w.e.f. 13.06.2019)	-
00808669	Mr. Advait Kurlekar	Adunaiv, 55 Prashant Soc. Paud Road, Kothrud Pune-411038, Maharashtra, India	Director (Independent)	30.09.2015	18.11.2019
06572282	Mr. Tashwinder Harjap Singh	Flat No. 1500, 15th Floor, Shanudeep, 10 A Altamount Road, Mumbai-400026, Maharashtra, India	Director	23.08.2017	30.06.2019
01415174	Mr. Rajesh Singhal	C/302, Lakhchandi Height, GokuldhamGoregaon East, Off. Gen A K V Marg Mumbai 400063 Mh IN	Director (Independent)	14.12.2017	18.11.2019
ABMPJ8628G	Mr. Ghanshyam SinghJhala	Bari Sadri House 18, Naiyon Ki Talai Udaipur 313001 IN	Company Secretary	01.11.2015	04.07.2019
AMHPG7299 Q	Mr. Abhinav Gautam	H No. 610, Nar Jain Temple, Bansant Vihar, Kota Rajasthan, 324009	Company Secretary	16.08.2019	-
ASCPS8668Q	Mr. Asheesh Sharma	431-A, Talwandi, Kota, 324005, Rajasthan, India	CEO	02.01.2015	02.12.2019
08549068	Mr. Paroksh Gupta		Additional Director	20.09.2019	17.11.2019
08731168	Mr. Nishant Jain	2 M 12, Near Power House, RangbariYojna, Kota (Raj)- 324005	Additional Independent Director	15.04.2021	-
09094927	Mr. Tanmay Jain	1-A-51, Mahaveer Nagar Extension, Kota (Raj)- 324009	Additional Independent Director	15.04.2021	-

Since, tenure of **Mr. Ram Kishan Verma** as **Managing Director** got determined on **31.03.2021**, the Board has re-appointed **Mr. Ram Kishan Verma** as Managing Director in their meeting held on **29.03.2021** for the period of three years starting from **01.04.2021 to 31.03.2024** subject to the approval of members in Fourteenth Annual General Meeting.

Appointments and Nominations In Subsidiaries Of The Company

Accelrataing Education and Development Private Limited - By virtue of retirement of Mr. **Ghanshyam Singh Jhala - Company Secretary** of the Company, the Board of Directors in their meeting held on 30.07.2019, has withdrawn nomination of Mr. Ghanshyam Singh Jhala as Company Secretary on behalf of the Company in Accelarating Education And Development Private Limited (wholly owned subsidiary) and thereafter **Mr. Abhinav Gautam nominated as** Company Secretary of the said Company w.e.f 16.08.2019 till 07.07.2020; keeping in view the statutory requirements under the Companies Act, 2013.

Further, **Mr. Advait Kurlekar and Mr. Rajesh Singhal** also ceased to hold office of Independent Director(s) by virtue of intimation of resignation to the Company with effect from 18.11.2019.

The Company in its meeting held on 03.01.2020 has withdrawn nomination of **Mr. Jitendra Kumar Goyal and Mr. Harish Jain** as Nominee Directors of Accelarating Education and Development Private Limited (wholly owned subsidiary) and further appointed **Mr. Rajesh Murotiya and Mr. AbidHussain** as Nominee Directors of the Company.

Further, **Mr. Vijay Kumar Ahuja**, CFO of the Company also resigned from the Company and ceased to hold office with effect from closure hours of **08.02.2020**.

Base Educational Services Private Limited –Mr. Asheesh Sharma, Director of the Company – Base Educational Services Private Limited has resigned from the directorship of the Company w.e.f 02.12.2019. The Company in its meeting held on 03.01.2020 has withdrawn nomination of **Mr. Jitendra Kumar Goyal** as Nominee Director of Base Educational Services Private Limited (wholly owned subsidiary) and further **Mr. Rajesh Murotiya,** appointed as Nominee Director of the Company w.e.f. 23.01.2020 and he resigned on 20.07.2020.

Further Mr**. Kirti Singh was** appointed as Nominee Director on the Board of wholly owned subsidiary with the effect from 20.03.2020.

C. COMMITTEES OF BOARD, NUMBER OF MEETINGS OF THE COMMITTEES OF BOARD

By virtue of being a Public Limited Company, the provisions of sections 135, 177 and 178 of the Companies Act, 2013 and rules made thereunder are applicable to it. Due to resignation of Independent Directors - Audit Committee, Nomination and Remuneration Committee and CSR Committee stands dissolved as on 18.11.2019.

All the recommendations made by Committees of Board prior to 18.11.2019 were accepted by the Board. A detailed composition of Committees, number of Committee meetings held during the financial year 2019-20 is provided herein below:

AUDIT COMMITTEE

The Committee was re-constituted at the meeting of the Board held on 13.06.2019 during the year with the following members:

1. Mr. Rajesh Singhal- Independent Director and Chairman
2. Mr. Advait Kurlekar- Independent Director and Member
3. Mrs. Sunita Verma – Non- Executive Director and Member

During the Financial Year 2019-20, theAudit Committee met 1 (One) time and following are the details of the same:

Sr. No.	Day, Date and Time	Venue
First	Thursday, 26.09.2019 at 10:00 A.M.	2nd Floor, Raghuvir Tower, Junction of SVP Road &GanjawalaLan, Chamnunda Circle, Borivali, Mumbai (West), (Maharashtra) - 400091

Further, by virtue of appointment of Independent Directors, the Committee was re-constituted with the following members in the meeting held on 15.04.2021:

1. Mr. Nishant Jain - Independent Director and Chairman
2. Mr. Tanmay Jain - Independent Director and Member
3. Mrs. SunitaVerma – Non- Executive Director and Member

CSR Committeeof the Company is constituted with the following members:

The Committee was re-constituted at the meeting of the Board on 13.06.2019 with the following members:

1. Mr. Advait Kurlekar - Independent Director and Chairman
2. Mr. Chandalal Verma – Director and Member
3. Mrs. Sunita Verma- Non- Executive Director and Member

During the Financial Year 2019-20, the CSR Committee has not met as it stands dissolved.

Further, by virtue of appointment of Independent Directors, the Committee was re-constituted with the following members in the meeting held on 15.04.2021:

1. Mrs. Sunita Verma – Non- Executive Director and Chairman
2. Mr. Nishant Jain - Independent Director and Member
3. Mr. Tanmay Jain - Independent Director and Member

Nomination and Remuneration Committee

The Committee was re-constituted at the meeting of the Board held on 13.06.2019 with the following members:

1. Mr. Advait Kurlekar - Independent Director and Chairman
2. Mr. Rajesh Singhal- Independent Director and Member
3. Mr. Sunita Verma–Non- Executive Director and Member

During the Financial Year 2019-20, the Nomination and Remuneration Committee met 2 (Two) times and following are the details of the same:

Sr. No.	Day, Date and Time	Venue
First	Thursday, 13.06.2019 at 10:30 A.M.	2nd Floor, Raghuvir Tower, Junction of SVP Road and Ganajawala Lane, Chamunda Circle, Borivali, Mumbai West (MH)
Second	Thursday, 18.07.2019 at 11:00A.M.	2nd Floor, Raghuvir Tower, Junction of SVP Road and Ganajawala Lane, Chamunda Circle, Borivali, Mumbai West (MH)

Further, by virtue of appointment of Independent Directors, the Committee was re-constituted with the following members in the meeting held on 15.04.2021:

1. Mr. Tanmay Jain - Independent Director and Chairman
2. Mr. Nishant Jain - Independent Director and Member
3. Mrs. Sunita Verma – Non- Executive Director and Member

Risk Management Committee

During the year under review, the Board of Directors also constituted Risk Management Committee in their meeting held on 27.09.2017 with the following members:

1. Mr. Ram Kishan Verma, Managing Director and Chairman
2. Mr. Lokesh Kumar Khandelwal, Director and Member
3. Mr. Asheesh Sharma, CEO and Member
4. Mr. Kirti Singh Songara, VP (Operations) and Member
5. Mr. Jitendra Kumar Goyal, AVP (HR & C&V) and Member
6. Mr. Harish Jain,Senior Manager (F&A) and Member
7. Mr. GanshyaamSinnghJhala, Company Secretary & AVP (Legal) and Member

However, the Committee has not met since then.

Further, due to resignations of members, the Committee was re constituted in their meeting held on 07.07.2021 with the following members:

1. Mr. Ram Kishan Verma, Managing Director and Chairman
2. Mr. Kirti Singh Songara, VP (Operations) and Member

3. Mr. Praveen Kumar Verma (Manager-HR) and Member
4. Mr. Vijay Ahuja (F&A) and Member
5. Mr. Abhinav Gautam, Company Secretary (Legal) and Member

The Company has also **Internal Complaints Committee** in place, required to be constituted pursuant to the provisions of Sexual Harassment of Women Workplace (Prevention, Prohibition and Redressal) Act, 2013. The same has been reconstituted with the following members in the Board Meeting dated 03.01.2020:

Ms. Deepti Thalia, Senior Lecturer -Department of Chemistry;
Ms .Nupur Sadda, Associate Lecturer -Department of Biology;
Ms. Ritika Arora, Assistant Executive- Legal Department;
Mrs. Manju Kasliwal, External Member;
Mr. Abhinav Gautam, Company Secretary

EXTRACT OF THE ANNUAL RETURN

An extract of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 and statutory amendments; has been attached with this report as **Annexure B** and has been placed on the Company's website at the following link www.resonance.ac.in.

D. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORSOF THE COMPANY

During the Financial Year 2019-20, the Board of Directors met 7 (Seven) times and following are the details of the same:

Sr. No.	Day, Date and Time	Venue
First	Thursday, 13.06.2019 at 11:00 A.M.	CG TOWER, A-46 & 52, IPIA Near City Mall, Jhalawar Road, Kota RJ 324005 IN
Second	Tuesday, 30.07.2019 at 11:00 A.M.	CG Tower, A 46 & 52, IPIA, Near City Mall, Jhalawar Road, Kota (Raj)
Third	Thursday, 26.09.2019 at 05:00 P.M.	CG Tower, A 46 & 52, IPIA, Near City Mall, Jhalawar Road, Kota (Raj)
Fourth	Monday, 18.11.2019 at 03:00 P.M.	We Work BKC, C-20, G Block, Near MCA Club, BandraKurla Complex, Bandra (East), Mumbai - 400051
Fifth	Tuesday, 03.12.2019 at 11:00 A.M.	CG Tower, A 46 & 52, IPIA, Near City Mall, Jhalawar Road, Kota (Raj)
Sixth	Friday, 03.01.2020 at 11:00 A.M.	CG Tower, A 46 & 52, IPIA, Near City Mall, Jhalawar Road, Kota (Raj)
Seventh	Monday, 09.03.2020 at 11:00 A.M.	CG Tower, A 46 & 52, IPIA, Near City Mall, Jhalawar Road, Kota (Raj)

Further, the above Board Meetings were held and conducted in accordance with and compliance of provisions of the Companies Act, 2013 and the rules made with respect thereto.

Formal Annual Evaluation

During the year under review, the Board of Directors in their meeting held on 09.03.2020, evaluated the performance of Board and its Committees. The Directors present provided their individual evaluation through the Evaluation Forms pertaining to evaluation of Board of Directors. The same were recorded.

Separate Meeting of Independent Directors

Pursuant to Schedule IV of the Companies Act, 2013, the Independent Directors of the Company met on 20 March, 2018 at 1:30 P.M. at2nd Floor, Raghuvir Tower, Junction of SVP Road and Ganajawala Lane, Chamunda Circle, Borivali,west Mumbai (MH). Since then, Independent directors cannot met.

Declaration by an Independent Director(s) and re-appointment, if any

By virtue of being a Public Limited Company, the provisions of Section 149 of the Companies Act, 2013 and the rules made thereunder are applicable to the Company.

As per which, the declaration/s by both the Independent Director(s) of the Company, viz., Mr. AdvaitKurlekar and Mr. Rajesh Singhal, stating that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 were duly received by the Company.

Change in Registered office address

There is no change in the registered office of the Company.

E. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors' Responsibility Statement referred in clause (c) of sub-section (3) and sub-section (5) of Section 134 of the Companies Act, 2013, Board of Directors of the Company confirms and states that:

a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
d) the Directors had prepared the annual accounts on a going concern basis; and
e) the Directors have laid down internal financial controls, which are adequate and are operating effectively.
f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

F. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The provisions of section 178 of the Companies Act, 2013 and the rules made thereunder are applicable to the Company.

The Nomination and Remuneration Committee has approved Remuneration and Evaluation Policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, Independence of Directors and other related matters as provided therein; in its meeting dated 20th August, 2018. Further, the company has updated its policy in its meeting held on 07.07.2021.

G. EXPLANATIONS OR COMMENTS ON QUALIFICATIONS, RESERVATION OR ADVERSE REMARK OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

The statutory auditors given qualified opinion on the Company's Financial Statements (standalone and consolidated) for the Financial Year 2019-20. Please refer to the statutory auditor's reports on standalone and consolidated financial statements for the year for more details. The relevant facts and the factual position have been explained in the Notes of Accounts. Further, explanations and clarifications by the Board on the qualified opinion given by Statutory Auditor are as under:

Response to point 1 of Basis for Qualified Opinion given in Auditor's Report on standalone and consolidated financial statements: Based on the management's analysis and assumptions, your Directors believe that the said investments are materially good for the Company / Group. Your Directors do not believe that there has been any lack of –(a) appropriate safety measures (b) legal documentation (c) due diligence measures or (d) compliance with statutory procedures while making the aforesaid short term investments - deserving such Qualified Opinion of auditors. All the relevant documents / agreements, correspondence and minutes / proceedings were duly provided to the auditors.

As regards specific inter-corporate deposits, it is clarified as follows:

a) Commercial and business rational for making these advances: The current rate of interest earned by the company on short term investments was around 6-7 % and the Company provided such loans to the parties @ 9.5 % p.a.. This margin of around 3 % was significant and made the investment commercially prudent and attractive. The very fact that there have been substantial repayments from the debtors prove that the management decision was right and prudent and the qualified opinion by the Auditors, especially raising the issue of safety was in conscious disregard of the factual data.

b) The Parties involved do not come under the definition of “related parties” to the Company.

c) Management assessment of the recoverability of the loan and evidence thereof.

i. NHPL:- It has total assets of Rs. 23.01 Cr. as per audited Balance Sheets as on 31st March, 2020. REL’s receivables are around Rs. 5.55 Cr. which is around 24 % of its total assets. This supports the management decision that the assets are enough to secure the recovery of the outstandings.

ii. MHPL:- It has total assets Rs. 46.36 Cr. as per audited Balance Sheets as on 31st March, 2020, REL’s receivables are around Rs. 10.31 Cr. which is around 22 % of its total assets. This supports the management decision that the assets are enough to secure the recovery of the outstandings.

iii. SFMPL: It is a wholly owned subsidiary of a listed public Company (Swastika Investmart Limited). The parent company was being traded at NSE in June 2021 at around Rs. 158-160. The borrower-subsidiary is having gross assets of Rs. 41.29 Cr. as per audited Balance Sheets as on 31st March, 2020 and its Networth is Rs. 8.14 Crores as on 31.03.2020- giving book value of each share (FV Rs.10/-) of Rs. 39.50. REL’s receivables are around Rs. 2.5 Cr. which is around 6% of its total assets. This supports the management evaluation that the assets are enough to secure the recovery of the outstanding amount.

Response to point 2 of Basis for Qualified Opinion given in Auditor’s Report on standalone financial statements:
Based on the management’s analysis and assumptions, your Directors believe that the said investment and loan are materially good for the Company as Accelarating Education and Development Private Limited (AEDPL) has investments in Resonance Eduventures Limited’s (REL) equity of around Rs. 420 Cr. (the value at which the same was acquired by them in January 2017) which will be sufficient to cover the investment and loans given by REL. It is also clarified that AEDPL had hit upon the idea of providing residential accommodation / hostel facilities to students aspiring for admission in various engineering and medical colleges. One of the main objects of the company was this only. It started working on it after its incorporation. REL realized the importance and synergic efficiencies which could be achieved by making the AEDPL a subsidiary. Based on FACTS and the statutory law simpliciter, your Directors assure the Members that there is absolutely no violation of section 67 or 70 of the Companies Act, (Section 68 and 69 are not relevant. Auditors seems to have wrongly / carelessly mentioned them.
To explain with reference to facts: The AEDPL (an independent company) acquired 26.9% equity holding in REL, in the month of January, 2017, which is well before it became the subsidiary of REL in January 2017. The REL acquired 100% equity of AEDPL in the month of December, 2017. Thus it is seen that at the time when AEDPL acquired shares of REL in January, 2017, there was no relation between AEDPL and REL. It was almost after a year that AEDPL became the subsidiary of REL. There is therefore no question of violation of section 67 of the Companies Act, 2013. Section 67 prohibits a company to buy its own shares or to finance any such purchase by any third party. REL did not buy its own shares or provide any finance to anybody to purchase its shares. Prohibition of section 70 (perhaps the auditors wanted to refer to section 70(1)(a), (b) and (c)) is also not applicable because shares of REL were not purchased by any subsidiary or investment company of REL. AEDPL became subsidiary after one year of such purchase by it. Overlooking such clear language of the law and established facts by the auditors is not comprehensible. The comments of the statutory auditors about suspected non-compliance of provisions of Companies Act are absolutely unwarranted being non-specific and generic. It does not specify the provision suspected to have been violated. On the other hand, the remark appears to have been made under bias of comments of preceding auditor -without examining the facts of the case in entirety. The fact is that when the AEDPL acquired shares of REL it was an independent entity and it

became WOS only after about a year, and therefore there is no question of situation of cross holding of shares in non-compliance of the provisions of Companies Act, 2013.

Response to point 2 of Basis for Qualified Opinion given in Auditor's Report on Consolidated financial statements: Based on the management's analysis and assumptions, your Directors convey that we are in negotiations with the lenders for the waiver of the interest, drip fee and redemption premium due and are hopeful to get a favourable response from them, especially in view ongoing pandemic, and hence no provision has been made for the interest payable on the borrowed funds.

Response to point 3 of Basis for Qualified Opinion given in Auditor's Report on standalone and consolidated financial statements: Based on the management's analysis and assumptions the penal amount is not going to be material and we will be filing an application of compounding of offence with the appropriate authority to make this delay good in due course.

Response to Observations put by the Secretarial Auditor in its Report for the Financial Year 2019-20:

i. Constitution of Audit and Nomination and Remuneration Committee were dissolved after the resignation of Independent Directors in the middle of the year under review and after appointment of new Independent Directors on the Board, Audit and Nomination and Remuneration Committee have been constituted w.e.f. 15th April, 2021
ii. Company will be filing an application of compounding of offence with ROC, Jaipur for delay in conducting AGM for the Financial year 2018-19 in due course.
iii. Due to lack of liquidity of funds and ongoing financial crises, the Company was not able to spent on CSR activities for the Financial Year 2019-20.
iv. As the Company was in the process of finding suitable candidates after the resignation of Independent Directors in the middle of the year under review the constitution of the Board remained with Managing Directors, Executive and Non- Executive Directors and after filling the positions of Independent Directors the Board was duly constituted on 15.04.2021.

The other observations and comments given by the Auditors in their report, read together with notes on financial statements are self-explanatory and hence do not call for any further comments under section 134 of the Act.

The Secretarial Audit Report given by M/s D K Agarwal& Associates for the financial year 2019-20 is annexed with this report as **Annexure C**.

Appointment of Statutory Auditors

The company has appointed M/s. **RAJESH VIPIN & ASSOCIATES having FRN 023345N**, **Chartered Accountants** for the financial year 2019-20 in their meeting held on 02.01.2021 to fill the casual vacancy caused by the resignation of **M/s B S R & Associates LLP, Chartered Accountants (FRN 116231W/W-100024).**

Further, Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, **M/s. RAJESH VIPIN & ASSOCIATES having FRN 023345N**, **Chartered Accountants**, has been appointed as the Statutory Auditor of the Company, at thirteenth Annual General Meeting to hold office until the conclusion of Eighteenth Annual General Meeting of shareholders of the Company.

Appointment of Cost Auditor

The provisions of section 148 of the Companies Act, 2013 and the rules made thereunder are applicable to the Company by virtue of the Company engaged in providing educational services.

The Board of Directors in their meeting held on 26.09.2019 appointed M/s K. G. Goyal & Associates, Cost Accountants, as the Cost Auditors of the Company for the financial year 2019-20 whose remuneration was ratified by the members of the Company in their General Meeting held on 04.03.2021.

M/s K. G. Goyal & Associates, Cost Accountants, are further appointed as Cost Auditors of the Company for the financial year 2020-21, whose remuneration is recommended to be ratified in the ensuing Fourteenth Annual General Meeting.

Appointment of Secretarial Auditor

The provisions of section 204 of the Companies Act, 2013 and the rules made with respect thereto are applicable to the Company. M/s D K Agarwal& Associates, Practicing Company Secretary, was appointed as the Secretarial Auditor of the Company for the financial year 2019-20 in the meeting of the Board held on 26.09.2019 and was further appointed as Secretarial Auditor of the Company for the financial year 2020-21 in the Board Meeting held on 04.02.2021.

Appointment of Internal Auditor

The provisions of section 138 of the Companies Act, 2013 and the rules made with respect thereto are applicable to the Company, M/s Mazars Advisory Private Limited, Chartered Accountants was appointed as Internal Auditor of the Company for the Financial tear 2019-20 in the meeting held on 26.09.2019 and was further appointed as Internal Auditor of the Company for the financial year 2020-21 in the Board Meeting held on 07.07.2021.

H. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

There are no Loans, Guarantees and Investments made by the Company during the period under review under section 186 of the Companies Act, 2013.

I. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188

The particulars of every contract or arrangements made by the Company with the related parties, which are at arm's length, under the provisions of section 188 of the Companies Act, 2013 is furnished and disclosed in Form No. AOC -2 as **Annexure D** to this report.

J. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR / STATE OF COMPANY'S AFFAIRS

During the Financial Year 2019-20, the Net profit stood at Rs.40,50,00,000 (Rupees Forty Crore Fifty Lakh Only) as against Rs.43,66,00,000/-(Rupees Forty Three Crores Sixty Six Lakhs Only) during the previous financial year 2018-19 ; showing a decrease of .

In the challenging market scenario there has been slight dip in the Profitability of the Company.

Your Directors are committed for a continuous growth of the business of the Company, having command on its leadership position in the market. All the efforts are being made to enhance the revenue and profitability by exploring and identifying suitable strategic alliances, mergers and acquisitions.

Your Company is continuously working towards enhancing the bouquet of service offerings and providing all kinds of related services, which are in demand and likely to be in demand.

K. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

A. Conservation of Energy, Technology Absorption

In view of the nature of activities have been carried out by the Company, the provisions of Companies Act, 2013 concerning the conservation of energy and technology absorption respectively are *not applicable* to the Company.

B. Foreign Exchange Earnings and Outgo

During the year, the Foreign Exchange earned in terms of actual inflows during the year was Rs. 73,00,000/- whereas, during the year no Foreign Exchange outgo during the year, details of which have been given in the notes forming part of the accounts.

L. STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY FOR THE COMPANY INCLUDING IDENTIFICATION THEREIN OF ELEMENTS OF RISK, IF ANY, WHICH IN OPINION OF THE BOARD MAY THREATEN THE EXISTENCE OF THE COMPANY

The Board of Directors constituted a Risk Management Committee of the Company. The risk policy and the risk matrix has been submitted for board's approval in meeting of board of directors of the company held on 09.03.2020.

M. DETAILS ABOUT THE CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES TAKEN DURING THE YEAR

The CSR Committee comprises of three members- Mr.Advait Kurlekar, Independent Director and Chairman of the Committee, Mr. Chanda Lal Verma and Mrs.Sunita Verma, Directors of the Company which stands dissolved due to resignation of Independent Directors.

Further, by virtue of appointment of Independent Director on 15.04.2021, the committee was re constituted with the following members:

1) Sunita Verma – Chairman
2) Tanmay Jain – Member
3) Nishant Jain - Member

The Company was unable to spend over CSR for the year 2019-20 due to insufficient funds in the Company and lack of recommendations by virtue of dissolution of CSR Committee.

The Company belongs to the education industry and is therefore well versed with the society's needs and aspirations when it calls for one's education. The Company strongly feels that education at all levels is the foundation of a better nation. In view of which, Company wishes to focus on undertaking such projects:

1. which may contribute to enhance education and support the socially and economically challenged children of the country, and
2. which may address and help the poor community such as poor workers and farmers who are severally challenged economically, and are not able to afford even the day to day meals/food and are victims of starvation.

The earmarked amount of CSR expenditure of the Company for the financial year 2019-20 was Rs.144.39 Lakhs. During the year under review, your Company faced severe liquidity crunch, which inter-alia resulted in delays in payment of dues. In view of the above, your Company could not spend during the year under review and it became difficult to spend the amount as required under Section 135 of the Companies Act, 2013. Your Company is however committed to remain a socially responsible organization supporting the national aspirations and missions.

The Annual Report on CSR activities in respect of the financial year under review is enclosed as **Annexure E**.

N. DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review. Further during the year company has not received any unsecured loans from its directors and their relatives.

O. SHARE CAPITAL

The Authorized Share Capital of the Company as on March 31, 2018 was Rs. 90,00,00,000/- (Rupees Ninety Crore Only) divided into 9,00,00,000 (Nine Crore) Equity Shares of Rs. 10/- each. Whereas, total paid-up share capital of the Company stood Rs.1,84,27,790/- (Rupees One Crore Eighty Four Lac Twenty Seven Thousand Seven Hundred & Ninety Only) consisting of 18,42,779/- Equity Shares of Rs.10/- each as on March 31, 2020.

There has been no change in the Equity Share Capital of the Company during the year. The Company has no other type of securities except equity shares forming part of paid up capital.

Buy Back of Securities

The Company has not bought back any of its securities under the provisions of Section 68 of the Companies Act, 2013 read with Rule 17 of the Companies (Share Capital and Debentures) Rules, 2014, during the year under review.

Sweat Equity

The Company has not issued any Sweat Equity Shares in accordance with the provisions of Section 54 of the Companies Act, 2013 read with Rule 8 of the Companies (Share Capital and Debentures) Rules, 2014, during the year under review.

P. INFORMATION REQUIRED UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION &REDRESSAL) ACT, 2014

Your Company has always believed in providing a safe and harassment free workplace for every individual working in Resonance's premises through various interventions and practices. The Company always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment. The Company has in place a robust policy on prevention of sexual harassment at workplace. The policy aims at prevention of harassment of employees and lays down the guidelines for identification, reporting and prevention of sexual harassment. There is an Internal Complaints Committee (ICC) which is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the policy. ICC has its presence at Registered Office, Corporate office as well as at its all Study Centre(s) at Kota and has spread awareness at all Branch office(s) / Study Centres across India. During the period under review no complaints pertaining to sexual harassment weremadeto the ICC.

Q. CHANGE IN THE NATURE OF BUSINESS, IF ANY

During the year under review, no changes took place in the nature of business of the Company in the period under review.

R. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

During the period under review, there are no significant and material orders passed by the regulators, courts or tribunals; which shall affect the going concern status of the organization and its operations in future, as well.

S. STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS

Your Company has adequate internal control procedures commensurate with its size and nature of the business. These business control procedures ensure efficient use and protection of the resources and compliance with the policies, procedures and statutes.

T. PARTICULARS OF EMPLOYEES

In terms of provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, details of employees of the Company drawing salary in excess of Rs. 1,02,00,000 per annum or Rs.8,50,000/- per month is enclosed as **Annexure F.**

U. FRAUD REPORTING

There were no frauds found which have been reported to the Audit Committee / Board but not to Central Government for disclosure.

V. GLOBAL HEALTH PANDEMIC FROM COVID-19:

The World Health Organization declared a global pandemic of the Novel Corona-virus disease (COVID-19) on February 11, 2020. In enforcing social distancing to contain the spread of the disease, after lockdown restrictions are relaxed our offices have been start. We have extended support to the employees impacted by this pandemic, and safe return-to-work plan.

W. ACKNOWLEDGEMENTS AND APPRECIATIONS

Your Directors wish to express their immense gratitude to the Company's shareholders, bankers, Business Associates and strategic partners, vendors, and investors for their co-operation and for the confidence reposed in the Company and look forward to their continued support. Your Directors place on record their deep sense of appreciation and gratitude to employees at all levels, and more specifically, to the senior management team of the Company for their unstinted support, during the year under review. Your directors further express their gratitude to the Central, various State Governments and Government agencies for posing faith in the Company and extending their continuous support.

Date: 07.07.2021
Place: Kota

For and on behalf of **Resonance Eduventures Limited**

Ram KishanVerma	**Chanda Lal Verma**
DIN: 01204917	**DIN: 01204861**
Managing Director	**Director**

FORM 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

(Information in respect of each subsidiary to be presented with amounts in Rs. in Lakhs)

I.

S. No.	Particulars		
1.	Name of the subsidiary	BASE Educational Services Private Limited	Accelarating Education And Development Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.	N.A
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A.	N.A
4.	Share capital	20	18,550
5.	Reserves & surplus	3,836	(13551)
6.	Total assets	7,887	42,281
7.	Total Liabilities	7,887	42,281
8.	Investments	905	42,237
9.	Turnover	5,166	731
10.	Profit before taxation	860	(72)
11.	Provision for taxation	-	0
12.	Profit after taxation	614	(72)
13.	Proposed Dividend	0	0
14.	% of shareholding	100%	100%

Notes: "Part B" of AOC 1 is not applicable as the Company does not have any Associate Company or Joint Venture.

For and on behalf of Board of Directors of
Resonance Eduventures Limited

Ram Kishan Verma	**Chanda Lal Verma**
Managing Director	Director
DIN: 01204917	DIN: 01204861

Date: 07.07.2021
Place: Kota

Annexure B

FORM No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31.03.2020
of
Resonance Eduventures Limited
[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i) CIN No. U 8 0 3 0 2 R J 2 0 0 7 P L C 0 2 4 0 2 9

Foreign Company Registration Number/GLN: N. A.

Registration No. 0 2 4 0 2 9

Registration Date 1 5 (Date) 0 3 (Month) 0 7 (Year)

ii) Category of the Company
1. Public Company (**Y**)
2. Private Company (**N**)

iii) Sub Category of Company :- [PUT '**Y**' WHEREVER APPLICABLE]
1. Government Company ( )
2. Small Company ( )
3. One Person Company ( )
4. Subsidiary or Foreign Company ( )
5. NBFC ( )
6. Gurantee Company ( )
7. Limited By Shares (**Y**)
8. Unlimited Company ( )
9. Company Having Share Capital (**Y**)
10.Company not having share capital ( )
11.Company Registerd under section ( )

iv) Whether shares listed on recognised Stock Exchange(s) - (Yes/No): **No**
If Yes, details of Stock Exchange where shares are listed....

Sl No.	**Stock Exchange Names**	**Code**
1	**N.A.**	

v) Name and Registered Office Address of Company :

Company Name: R E S O N A N C E E D U V E N T U R E S L I M I T E D

Address: C G T O W E R A 4 6 & 5 2 I P I A N E A R C I T Y M A L L J H A L A W A R R O A D

Town/City: K O T A

State: R A J A S T H A N Pin Code: 3 2 4 0 0 5

Telephone with STD: Area Code 0 7 4 4 Number 3 0 1 2 2 2 2

Fax Number: 0 2 2 3 9 1 6 7 2 2 2

Mail Address: r k v @ r e s o n a n c e . a c . i n

[Please provide valid and current email-id of the dealing officer]

Website: w w w . r e s o n a n c e . a c . i n

Name of the Police Station having jurisdiction where the registered office is situated

V I G Y A N N A G A R P O L I C E
S T A T I O N
T A L W A N D I K O T A
R A J A S T H A N 3 2 4 0 0 5

Address for correspondence, if different from address of registered office: N.A.

(In case of foreign company, please give address of principal place of business in India) : N.A.

vi) Name and Address of Registrar & Transfer Agents (RTA) :- Full address and contact details to be given

ALANKIT ASSIGNMENTS LIMITED

CIN : U74210DL1991PLC042569

Address : 205-208 ANARKALI COMPLEX JHANDEWALAN EXTENSION

Town/City : NEW DELHI

State : NEW DELHI Pin code : 110055

Telephone With STD : 011 42541234 (Area code 011, Number 42541234)

FAX : 011 4254 1201

Email Adress : preeti1@alankit.com

[Please provide current and valid email id of dealing officer of RTA]

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S.No.	Name and Decription of main product or sevices	NIC code of product or services	% to Total Turnover of Company
1	Main Activity - Education	Main Activity Group Code-P	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

[No. of Companies for which information is being filled]

S.No	Name & Address of Company	CIN/GLN	Holding/Subsidiary/Associate	% of Shares held	Applicable Section
1	Accelarating Education and Development Private Limited	U74999RJ2016PTC056248	Subsidiary	100	2(87)
2	BASE Educational Serivces Private Limited	U80301KA2007PTC044771	Subsidiary	100	2(87)(ii)

vi) **Shareholding Pattern** (Equity Share Capital Breakup as percentage of Total Equity)
i. Category-wise Share Holding

Category of Shareholder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1. Indian									
a. Individual/HUF	1034172	0	1034172	56.12	1034505	0	1034505	56.13	0.01
b. Central Government	0	0	0	0	0	0	0	0	-
c. State Government(s)	0	0	0	0	0	0	0	0	-
d. Bodies corporate	0	0	0	0	0	0	0	0	-
e. Banks/FI	0	0	0	0	0	0	0	0	-
f. Any other	0	0	0	0	0	0	0	0	-
Sub-Total (A) (1):-	1034172	0	1034172	56.12	1034505	0	1034505	56.13	0.01
2. **Foreign**									
a. NRIs - Individual	0	0	0	0	0	0	0	0	-
b. Other - Individuals	0	0	0	0	0	0	0	0	-
c. Bodies Corp.	0	0	0	0	0	0	0	0	-
d. Banks/ FI	0	0	0	0	0	0	0	0	-
e. Any other	0	0	0	0	0	0	0	0	
Sub-Total (A) (2):-	0	0	0	0	0	0	0	0	-
Total Shareholding of Promoter (A)= (A) 1 + (A) 2	1034172	0	1034172	56.12	1034505	0	1034505	56.13	0.01
B. Public Shareholding									
1. Institutions	0	0	0	0	0	0	0	0	-
a. Mutual Funds	0	0	0	0	0	0	0	0	-
b. Banks/FI	0	0	0	0	0	0	0	0	-
c. Central Govt	0	0	0	0	0	0	0	0	-
d. State Govt(s)	0	0	0	0	0	0	0	0	-
e. Venture Capital Funds	0	0	0	0	0	0	0	0	0
f. Insurance Companies	0	0	0	0	0	0	0	0	-
g. FIIs	0	0	0	0	0	0	0	0	0
h. Foreign Venture Capital	0	0	0	0	0	0	0	0	-
i. Others (Specify)	0	0	0	0	0	0	0	0	-
Sub-total (B) (1)	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
2. Non -Institutions									
a.Bodies corp.									
i) Indian	554765	0	554765	30.105	556765	0	556765	30.213	0.108
ii) overseas	0	0	0	0	0	0	0	0	-
(iii) Others	0	0	0	0	0	0	0	0	-
b. Individuals									
i) Individual shareholders holding nominal share capital upto Rs 1 lakh.	77188	0	77188	4.189	74855	0	74855	4.06	0.129
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh.	173998	0	173998	9.442	173998	0	173998	9.442	0
c. others [NRI (Non-Repatriable)]	2656	0	2656	0.144	2656	0	2656	0.144	-
Sub -total(B) (2):-	**808607**	**0**	**808607**	**43.88**	**808274**	**0**	**808274**	**43.87**	**0.237**
Total Public Shareholding (B)=(B)(1)+(B)(2)	**808607**	**0**	**808607**	**43.88**	**808607**	**0**	**808607**	**43.87**	**0**
C. Shares held by custodian for GDRs&ADRs	0	0	0	0	0	0	0	0	-
Grand Total (A+B+C)	**1842779**	**0**	**1842779**	**100.000**	**1842779**	**0**	**1842779**	**100.000**	**Nil**

II. Shareholding of Promoters:

S.No	Shareholder's Name	Shareholding at the begnning of the year			Shareholding at the end of the year			
		No. of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	% change in shareholding during the year
1	Mr. Ram Kishan Verma	1014172	55.035	99.998	1014505	55.053	99.998	Nil
2	Mr. Chanda Lal Verma	10000	0.543	100	10000	0.543	100	Nil
3	Mrs. Sunita Verma	10000	0.543	100	10000	0.543	100	Nil
	Total	**1034172**	**56.121**	**100**	**1034505**	**56.139**	**100**	**Nil**

III. Change in Promoter's Shareholding (please specify, if there is no change):

S.No	Particulars of changes in shareholding of Promoters	No. of shares	% of total shares of the company	Reason for Change	Date of Change	Cumulative shareholding during the year	
						No. of shares	% of total shares of the company
1	Mr. Ram Kishan Verma	1014172	55.035	Purchase 333 Shares	31.07.2019	1014505	55.053
2	Mr. Chanda Lal Verma	10000	0.543	No Change	N.A.	10000	0.543
3	Mrs. Sunita Verma	10000	0.543	No Change	N.A.	10000	0.543
	Total	1034172	56.121	No Change	N.A.	1034505	56.121

IV. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters And Holders of ADRs & GDRs):

S.No	For Each of Top 10 Shareholders	No. of shares	% of total shares of the company	Reason of Change	Date of Change	Cumulative shareholding during the year	
						No. of shares	% of total shares of the company
1	**Accelarating Education and Development Pvt. Ltd**	495703	26.9	No Change	N.A.	495703	26.9
2	**LOKESH KHANDELWAL**	80310	4.358	No change	N.A.	80310	4.358
3	**RKV Enterprises Pvt. Ltd.**	55137	2.992	No Change	N.A.	55137	2.992
4	**Mr. Asheesh Sharma**	43375	2.354	No Change	N.A.	43375	2.354
5	**Mrs. Gulab Bai Verma**	22813	1.238	No Change	N.A.	22813	1.238
6	**Ms. Nirmala**	13750	0.746	No Change	N.A.	13750	0.746
7	**Mrs. Kaushalya Bai Verma**	13750	0.746	No Change	N.A.	13750	0.746
8	**Mr. Manoj Kumar Sharma**	7500	0.407	No Change	N.A.	7500	0.407
9	**Mr. Devendra Kumar Agrawal**	6280	0.341	No Change	N.A.	6280	0.341
10	**Mr. Abhishek Bansal**	6280	0.341	No Change	N.A.	6280	0.341
11	**Mr. Nemi Chand Verma**	4850	0.263	No Change	N.A.	4850	0.263
12	**Mr. Ram Gopal Verma**	4850	0.263	No Change	N.A.	4850	0.263
13	**Mr. Ayush Goyal**	4275	0.232	No Change	N.A.	4275	0.232
14	**Meru Marmo Private Limited**	3925	0.213	No Change	N.A.	3925	0.213

V. Shareholding of Directors and Key Managerial Personnel:

S.No	For Each of the Directors and KMP	No. of shares	% of total shares of the company	Reason of Change	Date of Change	Cumulative shareholding during the year	
						No. of shares	% of total shares of the company
1	**Mr. Ram Kishan Verma**	1014172	55.035	Purchase 333 Shares	31.07.2019	1014505	55.053
2	**Mr. Chanda Lal Verma**	10000	0.543	No Change	N.A.	10000	0.543
3	**Mrs. Sunita Verma**	10000	0.543	No Change	N.A.	10000	0.543
4	**Mr. Asheesh Sharma (ceased from 02.12.2019)**	43375	2.354	No Change	N.A.	43375	2.354
5	**Mr. Ghanshyam Singh Jhala (ceased from 04.07.2019)**	Nil	N.A.	N.A.	N.A.	N.A.	N.A.
6	**Mr. Tashwinder Harjap Singh (ceased from 30.06.2019)**	Nil	N.A.	N.A.	N.A.	N.A.	N.A.
7	**Mr. Abhinav Gautam**	Nil	N.A.	N.A.	N.A.	N.A.	N.A.
8	**Mr. Advait Kurlekar (ceased from 18.11.2019)**	Nil	N.A.	N.A	N.A.	N.A.	N.A.
9	**Mr. Rajesh Singhal (ceased from 18.11.2019)**	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

V. INDEBTNESS

Indebtness of the company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
Indebtness at the begnning of financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL
Change in Indebtness during financial year . Addition . Reduction	NIL	NIL	NIL	NIL
Net change	NIL	NIL	NIL	NIL
Indebtness at the end of financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL *(Amount in INR)*

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S.No.	Particulars of Remuneration	Managing Director	Other Executive Directors		Total Amount
		Mr. Ram Kishan Verma	Mr. Chanda Lal Verma	Mrs. Sunita Verma	
1	Gross salary	18,415,385	2,700,923	844,710	21,961,018
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	- as % of profit - others, specify… Commission - as % of profit - others, specify…	0	0	0	0
5	Other Please specify	0	0	0	0
	Total (A)	18,415,385	2,700,923	844,710	21,961,018
		None	None	None	None

B. Remuneration to other directors

S.NO	Particulars of Remuneration	Other Non Executive Directors			Total Amount
		Mr.Advait Kurlekar	Mr. Rajesh Singhal (appointed with effect from 14.12.2017)	Mr. Tashwinder Harjap Singh (Appointed with effect from 18.03.2017	
	Other Non-Executive Directors . Fee for attending board . committee meetings . Commission . Others, please specify	(-)	(-)	(-)	Nil
	Total Managerial Remuneration	Nil	Nil	Nil	Nil
		None	None	None	None

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

S.NO	Particulars of Remuneration	Mr. Asheesh Sharma (CEO) (ceased from 02.12.2019)	Mr. Abhinav Gautam (Company Secretary)	Mr. Ghanshyam Singh Jhala (Company Secretary) ceased to take effect	Total Amount
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	14,475,607	721,548	735,772	15,932,927
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	- as % of profit	0	0	0	0
	- others, specify…	0	0	0	0
5	Other Please specify - Leave Encashment	0	0	0	0
	Total (C)	14,475,607	721,548	735,772	15,932,927

NOTE: As future liability for gratuity and compensated absences is provided based on an acturial valuation for the Company as a whole, the amount pertaining to directors is not seperately identified and, therefore not included above.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:: NONE

For and on bahalf of
Resonance Eduventures Limited

Ram Kishan Verma
Managing Director
DIN: 01204917

Chandalal Verma
Director
DIN:01204861

Date : 07.07.2021
Place : Kota

FORM NO. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2020
[Pursuant to section 204(1) of the Companies Act, 2013 read with Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The Members,
M/s Resonance Eduventures Limited
Registered Office: CG Tower, A-46 & 52, IPIA, Nr. City Mall,
Jhalawar Road, Kota, Rajasthan-324005

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Resonance Eduventures Limited (hereinafter called **"the Company**"). The secretarial audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2020 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, 2020 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; **(Not applicable to the Company during the audit period)**

(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; **- the provisions of the Overseas Direct Investment, and External Commercial Borrowings are not applicable to the Company during the Financial Year 2019-2020**;

(v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.: **(Being unlisted -Not applicable to the Company during the audit period)**

(vi) I have also examined compliance with the applicable clauses of the following Acts applicable specifically to the Company:

- Bihar Coaching Institute (Control & Regulation) Act 2010
- The Uttar Pradesh Regulation of Coaching Act,2002

AND

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

(ii) The Listing Agreements entered into by the Company with Stock Exchange. **(Not applicable to the Company during the audit period)**

During the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations etc mentioned above subject to the following observations:

- **Registration of Allahabad Coaching Center of the Company is pending under The Uttar Pradesh Regulation of Coaching Act, 2002. However, the Company has collaborated with an independent entity (referred as Network Partner) in Allahabad pursuant to the**

agreement entered by the Company with Network Partner on 18th August, 2020 for providing its services in the City.

- **Registration of Patna Coaching Center of the Company is under process under Bihar Coaching Institute (Control & Regulation) Act, 2010.**
- **Composition of Audit Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee is not duly constituted as per the provisions of the Companies Act, 2013.**
- **Annual General Meeting for the Financial Year 2018-19 was required to be held by 30th September, 2019 and the Company took extension for 3 months to conduct AGM upto 31st December, 2019 but the AGM was not held within the time period as per the provisions of Section 96 of Companies Act, 2013. However, the AGM was held on 04th March, 2021.**
- **Form AOC-4 for financial statements and Form MGT-7 for Annual Return for the Financial Year 2019-20 was filed by the Company on 21st April, 2021 and 28th April, 2021, respectively with delay.**
- **Cost Audit Report for the Financial Year 2019-20 was provided by the Cost Auditor on 04th May, 2021 and the same was filed in Form CRA-4 with MCA on 08th May, 2021, thus, violated the provisions of Section 148 of the Companies Act, 2013.**
- **The Company has entered into Related Party Transactions during the Financial Year 2019-20 for which post facto approval was taken from the Board whereas prior approval from the Board was required.**
- **The Company has not spent the CSR amount for the Financial Year 2019-20 as required under the provisions of Section 135 of the Companies Act, 2013.**

I further report that the compliance by the Company of applicable fiscal laws, such as direct and indirect laws, has not been reviewed in this audit since the same have been subject to review by the statutory auditors.

I further report that:-

- **The Board of Directors of the Company is not duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The required number of Independent Directors are not appointed in the Company as per the provisions of Section 149 of the Companies Act, 2013.**
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting; and
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I FURTHER REPORT THAT there are adequate compliance 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, there were no instances of:-

(i) Public / Rights / Preferential Issue of Shares / Debenture / Sweat Equity;
(ii) Redemption / Buy-back of Securities;
(iii) Major decisions taken by the members in pursuant to section 180 of the Companies Act, 2013;
(iv) Merger / Amalgamation / Reconstruction etc.;
(v) Foreign Technical Collaborations.

Place: Delhi
Date: 06.07.2021

Dinesh Kumar Agarwal
Practicing Company Secretary
Membership No: FCS 3764
CP No.: 2823
UDIN: F003764C000584047

*Note: This report is to be read with my letter of even date which is annexed as an **"Annexure-A"** and forms an integral part of this report.*

"Annexure-A"

To

The Members,
M/s Resonance Eduventures Limited
Registered Office: CG Tower, A-46 & 52, IPIA, Nr. City Mall,
Jhalawar road, Kota, Rajasthan-324005

My Secretarial Audit Report for the financial year ended 31st March, 2020 of even date is to be read along with this letter

I report that:-

a) Maintenance of secretarial records is the responsibility of the management of the Company and to ensure that the systems are adequate and operate effectively. My responsibility is to express an opinion on these secretarial records based on my audit.

b) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that audit evidence and information obtained from the Company's management and the processes and practices, I followed, provide a reasonable basis for my opinion.

c) I have not verified the correctness and appropriateness of the financial statements of the Company.

d) I have obtained the management representation about the compliance of laws, rules and regulations, happening of events, etc. wherever required.

e) The compliance of the provisions of the corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on a random test basis.

f) 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.

Place: Delhi
Date: 06.07.2021

Dinesh Kumar Agarwal
Practicing Company Secretary
Membership No: FCS 3764
CP No.: 2823
UDIN: F003764C000584047

ANNEXURE-D

FORM NO. AOC-2

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

1. Details of contracts or arrangements or transactions NOT AT ARM'S LENGTH BASIS:-

S. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements /transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
-	-	-	-	-	-	-	-	-

2. Details of material contracts or arrangement or transactions AT ARM'S LENGTH BASIS:-

S. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount paid as advances, if any
1	**Ms. Priyanka Khandelwal** - Wife of Mr. Asheesh Sharma, CEO of the Company (*till December, 2019*)	Consultancy Services on yearly Retainership basis	01.04.2019 to 31.03.2020	To provide consultancy in medical aid services being a Doctor (Physician – BHMS) Consultancy fees: Rs. 1,00,000/- per annum.	09th March, 2020	-

2	**Mr. Ram Gopal Verma** - Daughter's Husband of Mr. ChandaLal Verma, Director of the Company	Leave & License Agreement	09 (Nine Months) - From 01.04.2019 to 31.12.2019	Description of Licensed Premises: A small portion in the general lobby of different floors of the Resonance building known at 'CG Tower 1' situated at A46/A-52, Indraprastha Industrial Area, Road No-3, Jhalawar Road, Kota Monthly License fee: Rs. 1,50,000/- Scope of Services Sell only pre-packaged eatables / drinks (only non-alcoholic), basic stationery items and provide photocopying facility to the students Termination (for convenience) By giving 30 days prior written notice by either party	03rd December, 2019	-
3	**Mr. Ram GopalVerma** - Daughter's Husband of Mr. ChandaLal Verma, Director of the Company	Lease Agreement	09 (Nine Months) - From 01.04.2019 to 31.12.2019	Description of Licensed Premises: A small portion in the general lobby at different floors of the Resonance building known as 'CG Tower-2' situated at 51-A,IndraprasthaIndustrial Area, Road No-3, Jhalawar Road, Kota Monthly License fee: Rs.75,000/- Scope of Services Sell only pre-packaged eatables / drinks (only non-alcoholic), basic stationery items and provide photocopying facility to the students Termination (for convenience) By giving 30 days prior written notice by either party	03rd December, 2019	

4	**Mr. Ram Gopal Verma** - Daughter's Husband of Mr. ChandaLal Verma, Director of the Company	Lease Agreement	09 (Nine Months) - From 01.04.2019 to 31.12.2019	Description of Licensed Premises: A small portion in the general lobby of different floors of the Resonance building known as 'CLPD' situated at Talwandi, Kota. Monthly License fee: Rs.7500/- Scope of Services Sell only pre-packaged eatables / drinks (only non-alcoholic), basic stationery items and provide photocopying facility to the students Termination (for convenience) By giving 30 days prior written notice by either party	03rd December, 2019	
5	**Mr. Ram Gopal Verma** - Daughter's Husband of Mr. ChandaLal Verma, Director of the Company	Lease Agreement	09 (Nine Months) - From 01.04.2019 to 31.12.2019	Description of Licensed Premises: A small portion in the general lobby of different floors of the Resonance building known as 'BL Tower' situated on Tonk Road,Jaipur. Monthly License fee: Rs.10,000/- Scope of Services Sell only pre-packaged eatables / drinks (only non-alcoholic), basic stationery items and provide photocopying facility to the students Termination (for convenience) By giving 30 days prior written notice by either party	03rd December, 2019	

6	**M/s PoojaZerox (Proprietor - Mr. Ram Gopal Verma)** - Daughter's Husband of Mr. ChandaLal Verma, Director of the Company	Agreement for supply of Refreshment as per requirements	12 Months - From 01.04.2019 to 31.03.2020	<u>Description of items to be supplied</u> Milk, biscuits, namkeens, coffee, tea, Kachori, samosa, etc. <u>Scope of Services</u> Supply of listed items <u>Termination (for convenience)</u> By giving 30 days prior written notice by either party	03rd December, 2019	
7	**Mr. Praveen Verma** **-** Brother of Mrs. Sunita Verma, Director	Employment with the Company	Regular Employment	<u>Designated as Deputy Manager - Human Resource Department of the Company at monthly Remuneration of Rs 1,00,000/-</u>	09th March, 2020	
8	**Mr. Ram Kishan Verma** **-Director of the Company**	Lease Agreement	17 Months - From 01.11.2019 to 31.03.2021	<u>Description of Licensed Premises</u>: Premises situated at Plot no C-13, Jawahar Nagar, Kota – 324005, Rajasthan at license fee of Rs. 1 /- per Gregorian Calendar Month	03rd December, 2019	

9	**Ms. Drishti Verma** - D/o of Mr. Ram KishanVerma, Managing Director of the Company	Tuition fee received	Approx a year	Description of Course: SANKALP – Medical Course Class XII Amount: INR 1,00,000	09th March, 2020	
10	**Accelarating Education and Development Private Limited** - Wholly owned Subsidiary	Student Welfare	N.A.	Amount: INR 4,00,00	09th March, 2020	

For and on behalf of Board of Directors
Resonance Eduventures Limited

Ram Kishan Verma
Managing Director
DIN: 01204917

Date: 07.07.2021
Place: Kota

ANNEXURE E

ANNUAL REPORT ON CSR ACTIVITIES

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

   The CSR Policy of the Company broadly comprises / describes CSR Objectives, Vision, Focus Areas, Location of CSR Projects, and Composition of the CSR Committee, Role(s) & Responsibility(ies) of CSR Committee, Role of the Board, Monitoring and Reporting Framework, Policy Review, Compliances etc.

   The Company has well-defined Corporate Social Responsibility Policy in place. The Company belongs to the education industry and is therefore well versed with the society's needs and aspirations when it calls for one's education. The Company strongly feels that education at all levels is the foundation of better nation. In view of which, Company wishes to focus on undertaking such projects:

   (a.) which may contribute to enhance education and support the socially and economically challenged children of the country, and

   (b.) which may address and help the poor community such as poor workers and farmers who are severally challenged economically, and are not able to afford even the day to day meals/food and are victims of starvation

   Out of the embarked CSR expenditure of Rs. 144.39 Lakhs, the Company has been able to spent Rs. 9,07,500 /- and the said expenditure are on activities like organising Flower Pot Painting and Sponsorship Heartwise Walk-O-Run 2019.

2. The Composition of the CSR Committee.

   The Composition of the CSR Committee during the year is stated below which got reconstituted on 13.06.2019 as follows:

   - Chairman & Member : Mr. Rajesh Singhal
   - Co-Member : Mr. Advait Kurlekar
   - Co-Member : Mrs. Sunita Verma

   Further, the Committee got dissolved on 18.11.2019 by virtue of resignation of Independent Directors. Also, the Committee was duly re-constituted on 15.04.2021.

3. Average net profit of the company for last three financial years.

   Rs. 7219.71 Lakhs

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above).

   Rs. 144.39 Lakhs

5. Details of CSR spent during the financial year.
   (a) Total amount to be spent for the Financial year: Rs. 144.39 Lakhs
   (b) Amount unspent: Rs. 135.315 Lakhs
   (c) Manner in which the amount spent during the financial year is detailed below:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No	CSR Project or activity identified.	Sector in which project is covered	Projects or Programs (1) Local area, or (2) Specify the State and projects or programs was undertak	Amount Outlay (budget) project or programs wise	Amount spend on the projects or programs **Sub Heads:** (1) Direct Expenditures on projects or programs (2) Overheads	Accumulative expenditure up to the reporting period.	Amount Spent: Direct or implementing agency

			en				
1.	Sponsorship For Heartwise Walk-O-Run Organised By Heart Wise Society & Flower Pot Painting Work Done At Nearby Area	Health	Heart Wise Society, Kota, Rajasthan	144.39 Lakhs	Direct expenditures	Rs. 9,07,500/-	Direct

In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.

The Company was unable to spend the aforesaid unspent amount for the financial year 2019-20 of Rs.135.315 Lakhs, due to insufficient funds in the Company and lack of recommendations by virtue of dissolution of CSR Committee. Moreover, during the year under review, your Company faced severe liquidity crunch, which inter-alia resulted in delays in payment of dues. In view of the above, your Company could not spend during the year under review and it became difficult to spend the amount as required under Section 135 of the Companies Act, 2013. Your Company is however committed to remain a socially responsible organization supporting the national aspirations and missions.

6. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

CSR Committee is highly committed towards the implementation and monitoring of CSR Policy, in accordance with the compliance with CSR Policy and the related provisions.

(Chief Executive Officer or Managing Director or Director)	(Chairman CSR Committee)

Resonance Eduventures Limited
Standalone Balance Sheet as at 31 March 2020

(All amounts in INR lakhs, unless otherwise stated)

	Note	As at 31 March 2020	As at 31 March 2019
Assets			
Non-current assets			
Property, plant and equipment	3	14,826	15,382
Capital work-in-progress	3	75	89
Right of use assets	4	7,495	7,515
Other intangible assets	5	157	179
Financial assets			
Investments	6	25,578	20,378
Loans	7	304	290
Other financial assets	8	11	10
Income tax assets (net)	9	1,331	349
Other non-current assets	10	620	784
Total non-current assets		**50,397**	**44,976**
Current assets			
Inventories	11	195	345
Financial assets			
Investments	6	-	1,651
Trade receivables	12	594	563
Cash and cash equivalents	13A	710	605
Bank balances other than cash and cash equivalents	13B	16	16
Loans	7	3,097	4,279
Other financial assets	8	134	261
Other current assets	14	211	99
Total current assets		**4,957**	**7,819**
Total assets		**55,354**	**52,795**
Equity and liabilities			
Equity			
Equity share capital	15	184	184
Other equity	16	35,607	31,511
Total equity		**35,791**	**31,695**
Non-current liabilities			
Financial liabilities			
Other financial liabilities	17	263	349
Lease Liabilities	18	46	-
Provisions	19	378	1,016
Deferred tax liabilities (net)	20	714	1,084
Other non-current liabilities	21	43	202
Total non-current liabilities		**1,444**	**2,651**
Current liabilities			
Financial liabilities			
Borrowings	22	-	1,455
Trade Payables			
- Total outstanding dues of micro enterprises and small enterprises	23	-	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises		2,437	1,453
Other financial liabilities	17	4,205	4,455
Lease Liabilities	18	279	-
Other current liabilities	24	8,516	10,410
Provisions	19	1,154	483
Current tax liabilities (net)	25	1,528	193
Total current liabilities		**18,119**	**18,449**
Total liabilities		**19,563**	**21,100**
Total equity and liabilities		**55,354**	**52,795**
Significant accounting policies	2		

The accompanying notes form an integral part of the standalone financial statements

As per our report of even date attached

For Rajesh Vipin and Associates
Chartered Accountants
ICAI Firm registration number : 023345N

For and on behalf of the board of directors of
Resonance Eduventures Limited

Vishal Kochar
Partner
Membership no : 503636

Ram Kishan Verma
Managing Director
DIN: 01204917

Chanda Lal Verma
Director
DIN : 01204861

Abhinav Gautam
Company Secretary

Place : New Delhi
Date : March 29, 2021

Place : Kota
Date : March 29, 2021

Place : Kota
Date : March 29, 2021

Resonance Eduventures Limited
Standalone Statement of Profit and loss for the year ended 31 March 2020
(All amounts in INR lakhs, unless otherwise stated)

	Notes	For the year ended 31 March 2020	For the year ended 31 March 2019
Income			
Revenue from operations	25	33,383	36,214
Other income	26	776	1,045
Total income		**34,159**	**37,259**
Expenses			
Employee benefits expense	27	17,964	18,971
Finance costs	28	413	179
Depreciation and amortisation expense	29	3,035	1,010
Other expenses	30	7,622	10,334
Total expenses		**29,034**	**30,494**
Profit before tax		**5,125**	**6,765**
Tax expense			
Current tax		1,445	2,341
Adjustment for earlier years		-	-
Deferred tax		(370)	58
Total Income tax expense		1,075	2,399
Profit for the year		**4,050**	**4,366**
Other comprehensive income:			
Items that will not be reclassified subsequently to profit			
Re-measurement gains/(losses) on defined benefit liability		(46)	15
Income tax related to items that will not be reclassified to profit		12	(5)
Other comprehensive income/ (expense) for the year (net of income tax)		**(34)**	**10**
Total comprehensive income for the year		**4,016**	**4,376**
Earnings per share (Par value INR 10 each) :			
Basic and diluted (INR)[Nominal value of share INR 10 (previous year INR 10)]	31	220	237
Significant accounting policies	2		

The accompanying notes form an integral part of the standalone financial statements

As per our report of even date attached

For Rajesh Vipin and Associates
Chartered Accountants
ICAI Firm registration number : 023345N

For and on behalf of the board of directors of
Resonance Eduventures Limited

Vishal Kochar
Partner
Membership no : 503636

Ram Kishan Verma
Managing Director
DIN: 01204917

Chanda Lal Verma
Director
DIN : 01204861

Abhinav Gautam
Company Secretary

Place : New Delhi
Date : March 29, 2021

Place : Kota
Date : March 29, 2021

Place : Kota
Date : March 29, 2021

Resonance Eduventures Limited
Statement of changes in equity for the year ended 31 March 2020
(All amounts in INR lakhs, unless otherwise stated)

A Equity share capital:

Particulars	Amount
Balance at 1 April 2019	184
Changes in equity share capital during the year	-
Balance at 31 March 2020	**184**

B Other equity:

Particulars	Attributable to owners of the Company						Total
	Reserves and Surplus				Other comprehensive income		
	Retained earnings	Securities premium	General reserve	Total reserves and surplus	Re-measurement gains on defined benefit liability	Total other comprehensive income	
Balance at 31 March 2019	**21,710**	**8,649**	**1,144**	**31,503**	**8**	**8**	**31,511**
Total comprehensive income							
Profit for the year	4,050	-	-	4,050	-	**-**	**4,050**
Other comprehensive income	-	-	-	-	46	**46**	**46**
Total comprehensive income	**4,050**	**-**	**-**	**4,050**	**46**	**46**	**4,096**
Balance at 31 March 2020	**25,760**	**8,649**	**1,144**	**35,553**	**54**	**54**	**35,607**

Significant accounting policies 2

The accompanying notes form an integral part of the standalone financial statements

As per our report of even date attached

For Rajesh Vipin and Associates
Chartered Accountants
ICAI Firm registration number : 023345N

Vishal Kochar
Partner
Membership no : 503636

Place : New Delhi
Date : March 29, 2021

For and on behalf of the board of directors of
Resonance Eduventures Limited

Ram Kishan Verma
Managing Director
DIN: 01204917

Place : Kota
Date : March 29, 2021

Chanda Lal Verma
Director
DIN : 01204861

Place : Kota
Date : March 29, 2021

Abhinav Gautam
Company Secretary

Resonance Eduventures Limited
Statement of Cash Flows for the year ended 31 March 2020
(All amounts in Indian Rupees in lakhs, unless otherwise stated)

	Year ended 31 March 2020	Year ended 31 March 2019
Cash flows from operating activities		
Profit for the year	5,125	6,765
Adjustments for:		
Interest income	(217)	(534)
Change in fair value of investments	-	(179)
Profit on sale of investments	(28)	-
Finance costs	413	179
Depreciation and amortisation expense	3,035	1,010
Fixed assets written off	-	14
Loss on sale of property plant and equipment	11	17
Loss allowance on trade receivables	120	18
Bad debts/ advance written off	0	8
	8,459	**7,298**
Working capital adjustments:		
Decrease/(increase) in inventories	150	107
Increase in trade receivables and loans	1,016	(3,081)
Increase/(decrease) in other financial assets	(29)	(309)
Decrease in other assets	52	236
Increase in trade payables	984	816
Increase in other financial liabilities	(475)	2,229
Increase in provisions	1,415	445
Increase in other liabilities	(2,054)	1,736
Cash generated from operating activities	**9,519**	**9,476**
Income taxes paid (net)	(2,427)	(2,341)
Net cash generated from operating activities (A)	**7,092**	**7,136**
Cash flows from investing activities		
Acquisition of property, plant and equipment	(2,297)	(1,344)
Acquisition of shares in subsidiaries	(5,200)	(13,349)
Proceeds from sale of investments	1,679	5,557
Investments in bank deposits	(0)	148
Interest income	372	648
Net cash used in investing activities (B)	**(5,446)**	**(8,340)**
Cash flows from financing activities		
Repayments of short term borrowings	(1,455)	(709)
Proceeds from short term borrowings	-	1,455
Finance cost	(413)	(101)
Lease liability recognised during the year	2,396	-
Lease liability paid during the year	(2,070)	-
Net cash generatesd from financing activities (C)	**(1,542)**	**645**
Net (decrease)/increase in cash and cash equivalents (A+B+C)	**104**	**(560)**
Cash and cash equivalents at beginning of the year	605	1,165
Cash and cash equivalents at end of the year	**710**	**605**

Resonance Eduventures Limited
Statement of Cash Flows for the year ended 31 March 2020
(All amounts in Indian Rupees in lakhs, unless otherwise stated)

Amendment to Ind AS 7

Effective April 1 2017, the Company adopted the amendment to Ind AS 7, which requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusions of a reconciliation between the opening and closing balances in the Balance sheet for liabilities arising from financing activities, to meet the disclosure requirement, which is as below:

Particulars	**As at 31 March 2019**	**Cash flows during the year**	**As at 31 March 2020**
Short-term borrowings	1,455	-1,455	-
Total	**1,455**	**-1,455**	**-**

Summary of significant accounting policies 2

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date

For Rajesh Vipin and Associates
Chartered Accountants
ICAI Firm registration number : 023345N

For and on behalf of the board of directors of
Resonance Eduventures Limited

Vishal Kochar
Partner
Membership no : 503636

Ram Kishan Verma
Managing Director
DIN: 01204917

Chanda Lal Verma
Director
DIN : 01204861

Abhinav Gautam
Company Secretary

Place : New Delhi
Date : March 29, 2021

Place : Kota
Date : March 29, 2021

Place : Kota
Date : March 29, 2021

Resonance Eduventures Limited
Notes to standalone financial statements for the year ended 31 March 2020
(All amounts in INR lakhs, unless otherwise stated)

3. Property, plant and equipment

	Building	Office equipment	Plant and equipment	Furniture and fixtures	Vehicles	Total	Capital work-in-progress
Reconciliation of carrying amount							
Cost or deemed cost (gross carrying amount)							
Balance at 31 March 2019	11,557	1,583	1,740	1,670	47	16,597	89
Additions	10	40	14	51		115	0
Disposals		6	2	6	6	20	14
Balance at 31 March 2020	**11,567**	**1,617**	**1,752**	**1,715**	**41**	**16,692**	**75**
Accumulated depreciation							
Balance at 31 March 2019	398	125	258	424	8	1,214	-
Depreciation for the year	199	86	139	227	6	656	-
Disposals	-	1	1	2	1	4	-
Balance at 31 March 2020	**596**	**210**	**396**	**650**	**12**	**1,866**	**-**
Carrying amounts (net)							
Balance at 31 March 2019	**11,159**	**1,458**	**1,482**	**1,245**	**39**	**15,382**	**89**
Balance at 31 March 2020	**10,971**	**1,407**	**1,355**	**1,066**	**29**	**14,826**	**75**

Resonance Eduventures Limited
Notes to standalone financial statements for the year ended 31 March 2020
(All amounts in INR lakhs, unless otherwise stated)

4. Right of use assets

	Leasehold Improvements	Leasehold Land	Right to use assets*	Total
Reconciliation of carrying amount				
Cost or deemed cost (gross carrying amount)				
Balance at 31 March 2019	951	7,160	3,920	12,031
Additions	-	98	539	636
Adjustments on account of extension/termination	-	-	2,240	2,240
Disposals	-	-	-	-
Balance at 31 March 2020	**951**	**7,258**	**2,219**	**10,427**
Accumulated depreciation				
Balance at 31 March 2019	345	252	-	596
Depreciation for the year	533	142	1,661	2,336
Disposals	-	-	-	-
Balance at 31 March 2020	**878**	**393**	**1,661**	**2,932**
Carrying amounts (net)				
Balance at 31 March 2019	**606**	**6,908**	**-**	**7,515**
Balance at 31 March 2020	**73**	**6,864**	**557**	**7,495**

*The opening balance of Lease Rentals didn't form part of the Financial Statements during the previous years as the impact of this was taken as per the notified IND AS 116 which came into effect from April 1, 2019. The impact of Right to use assets was incorporated as a form of note in accounting policies for the previous years under modified retrospective approach.

Resonance Eduventures Limited
Notes to standalone financial statements for the year ended 31 March 2020
(All amounts in INR lakhs, unless otherwise stated)

5. Other intangible assets

	Computer software	Total
Reconciliation of carrying amount		
Cost or deemed cost (gross carrying amount)		
Balance at 31 March 2019	**246**	**246**
Additions	21	21
Disposals	-	-
Balance at 31 March 2020	**267**	**267**
Accumulated Amortisation		
Balance at 31 March 2019	**67**	**67**
Amortisation for the year	43	43
Disposals		-
Balance at 31 March 2020	**110**	**110**
Carrying amounts (net)		
Balance at 31 March 2019	**179**	**179**
Balance at 31 March 2020	**157**	**157**

(All amounts in INR lakhs, unless otherwise stated)

6. Investments	**As at 31 March 2020**	**As at 31 March 2019**
Non-current investments		
Unquoted equity shares carried at cost (subsidiaries)		
200,000 (31 March 2019: 200,000) equity shares of Base Educational Services Private Limited*	7,028	7,028
1,85,500 (31 March 2019: 1,33,500) equity shares of Accelerating Education and Development Private Limited**	18,550	13,350
	25,578	**20,378**
Aggregate value of unquoted investments	**25,578**	**20,378**
Aggregate amount of impairment in value of investments	**-**	**-**

* On 12 August 2015, the Company had entered into share purchase agreement with BESPL and its shareholder pursuant to this, the Company was to acquire 100% shares of BESPL against the purchase consideration of INR 6,995 in a phased manner (over a period of 3 years in 3 tranches). Upto 31 March 2016, on completion of Ist tranche, the Company acquired 65% of the share capital of BESPL on 26 August 2015 for a purchase consideration of INR 4,947 and accordingly it became a subsidiary of the Company w.e.f 26 August 2015. In financial year 2016-17, the Company had further acquired 25% of share capital of BESPL on 30 August 2016 for a purchase consideration of INR 1,248 on completion of IInd tranche. In financial year 2017-18, the Company has further acquired balance 10% of share capital of BESPL on 30 August 2017 for a purchase consideration of INR 347 (including the amount of INR 7 paid towards the surplus cash as on 31 July 2015) on completion of IIIrd tranche.

In addition to above, the acquisition price includes the retained amount of INR 200 (previous year ending March 2018: INR 460) required to be paid to the shareholder of BASE Educational Services Private Limited pursuant to share purchase agreement, dated 12 August 2015.

** On 15 December 2017, the Company has acquired 100% share capital of Accelarating Education & Development Private Limited (AEDPL) and accordingly it became a wholly owned subsidiary of the Company. On 17 April 2019 , 21 June 2019 and 13 July 2019, the Comapny acquired 15,000, 16,000 and 21,000 equity shares at a nominal value of INR 10 respectively. And AEDPL has invesmtent in equity share of Resonance Eduvenures Limited worth INR 42,200 which will be sufficent to recover the investment and loan given to AEDPL in the case of contingencies. The management of the Company has not carried out the impairment analysis as at year end and has recorded it at its carrying value in standalone financial statements of the Company. However, in the consolidated financial statements, the Company has recognised the book losses of AEDPL.

Current investments		
Current investments carried at fair value through profit and loss		
ICICI Prudential Medium Term Bond Fund - Direct Plan - Growth	-	
(31 March 2019: 5,505,000)		1,651
	-	**1,651**
Aggregate market value of quoted investments	-	1,651
Aggregate value of unquoted investments	25,578	20,378
Aggregate amount of impairment in value of investments	-	-

7. Loans	**As at 31 March 2020**	**As at 31 March 2019**
(Unsecured and considered good unless otherwise stated)		
Non-current		
Unsecured, considered good		
Security deposits	304	290
	304	**290**
Current		
Loan to employees	889	1,057
Loans to related parties**	250	250
Share application money	-	1,220
Security deposits	253	297
Inter Corporate Deposits *	1,705	1,455
	3,097	**4,279**

* Inter corporate deposits (ICDs) aggregating INR 1,836 lacs were outstanding as on 31st March 2020 including accrued interest upto March 31, 2019 . During the year the company has given total INR 250 ICDs to Swastika Finmart P Ltd. The Company has given total INR 3,550 ICDs to Naseeb Holding Pvt Ltd, Mahavat Holding Pvt Ltd and Swastika Finmart P Ltd. including INR 3,300 ICDs given in previous year. Out of INR 3,550 ICDs, the Company received back INR 1,845 till 31st March 2020. ICDs were given on the basis of commercial and business rationale that the interest earned on these transactions was at 9.5% p.a. as compared to the prevailing rate of interest on earned investment of 6-7%. Management believes that no adjustment is required to the carrying value of the ICDs and recovery will be made shortly.

** Refer Note 36 Related Parties

8. Other financial assets	**As at 31 March 2020**	**As at 31 March 2019**
(Unsecured and considered good unless otherwise stated)		
Non-current		
Margin money *	11	10
	11	**10**
Current		
Interest accrued		
on fixed deposits	2	1
on investments	-	5
on others	132	255
	134	**261**

* Fixed deposits as on 31 March 2020 amounting to : INR 11 (Previous year : INR 10 including bank guarantee to director of Social Justice and Empowerment Department, Jaipur, Rajasthan for coaching fee contract) held as margin money for providing bank guarantee to the fire department for the construction of the building.

9. Income tax assets (net)	**As at 31 March 2020**	**As at 31 March 2019**
Advance Income taxes	1,331	349
	1,331	**349**

(All amounts in INR lakhs, unless otherwise stated)

10. Other non-current assets	**As at 31 March 2020**	**As at 31 March 2019**
Capital advances	267	267
Prepaid expenses	4	112
Balance with government authorities	349	405
	620	**784**

11. Inventories	**As at 31 March 2020**	**As at 31 March 2019**
(Valued at lower of cost and net realisable value)		
Stock-in-trade		
- Study material	79	169
- Stationery and paper	-	2
- Consumables	21	20
- Uniform	95	154
	195	**345**

12. Trade receivables - current	**As at 31 March 2020**	**As at 31 March 2019**
(Unsecured and considered good unless otherwise stated)		
Trade receivables		
Unsecured, considered good	594	586
Unsecured, considered doubtful	171	28
Less : Loss allowance on trade receivable	(171)	(51)
	594	**563**

13A. Cash and cash equivalents	**As at 31 March 2020**	**As at 31 March 2019**
Cash on hand	631	144
Cheques on hand	2	137
Balances with banks:		
- On current accounts	77	324
	710	**605**

13B. Bank balances other than cash and cash equivalents	**As at 31 March 2020**	**As at 31 March 2019**
Bank deposits (due to mature within 12 months of the reporting date)	16	16
	16	**16**

14. Other current assets	**As at 31 March 2020**	**As at 31 March 2019**
Prepaid expenses	51	64
Advance to suppliers	160	35
	211	**99**

(All amounts in INR lakhs, unless otherwise stated)

	As at 31 March 2020	As at 31 March 2019
15. Equity share capital		
Authorised		
90,000,000 (31 March 2019: 90,000,000) equity shares of INR 10 each	9,000	9,000
	9,000	**9,000**
Issued, subscribed and paid-up		
1,842,779 (31 March 2018: 1,842,779, 1 April 2017: 1,842,779) equity shares of INR 10 each	184	184
	184	**184**

(i) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting year	As at 31 March 2020	
	Number of shares	Amount
Equity shares of INR 10 each (31 March 2019: INR 10 each)		
Outstanding at the beginning of the year	18,42,779	184
Issued during the year	-	-
Outstanding at the end of the year	**18,42,779**	**184**

(i) During the financial year 2011-12, the Company had entered into an amendment agreement to the Shareholder Agreement ('SHA-1') earlier entered into, in FY 2009-10 between IL&FS Trust Company Limited A/c Milestone Private Equity Fund ('Investor 1'), Milestone Trusteeship Services Private Limited A/c Milestone Army Trust ('Investor 2') and the promoters of the Company. Pursuant to such amendment agreement, the Company, after obtaining Board of Director's approval in board meeting held on 5 September 2011, converted 27,500,000 0.01% Compulsorily Convertible Preference Shares ('CCPS') of INR 10 each into 107,669 equity shares of INR 10 each fully paid up at a premium of INR 2,544 per equity share. Further, the Company, after obtaining Board of Director's approval in board meeting held on 19 January 2012, converted 12,500,000 warrants and issued 47,717 equity shares of INR 10 each fully paid up to Investor 1 and 1,224 equity shares of INR 10 each fully paid up to Investor 2 at a premium of INR 2,544 and INR 2,543 per equity share respectively. As per SHA-1, the conversion of warrants into equity shares were considered as the II tranche of investment and the amount was received in the FY 2011-12.

During the FY 2011-12, the Company had entered in to a Shareholder Agreement ('SHA-2') between IL&FS Trust Company Limited A/c Milestone Private Equity Fund ('Investor 1'), Milestone Trusteeship Services Private Limited A/c Milestone Army Trust ('Investor 2'), Castor Investment Holdings Pte Ltd ('Investor 3') and the promoters of the Company. Pursuant to the agreement, Investor 3 had agreed to subscribe to 116,159 equity shares of INR 10 each fully paid up at a total consideration of INR 499,999,446. Accordingly, the Company had made the allotment of 116,159 shares on 28 September 2011 after obtaining Board of Director's approval in the board meeting held on 28 September 2011.

The shares held by investors had the "Investors Buy Back Option" and "Investors Put Option" which required the Company and the promoters respectively to buy-back / purchase any and all of the investor shares at buy back price (to be calculated in accordance with the agreement) or "to arrange some buyer" for the investors' shareholding in the Company, if the qualified IPO was not completed within the qualified IPO period which had been extended till 30 September 2016 from the earlier time line of 31 March 2016 vide letter dated 17 and 18 March 2016, or upon occurrence of material breach of contract.

During the financial year 2016-17, Investor 1, Investor 2, Investor 3 (hereinafter, collectively referred as old investors), the Company, the promoters of the Company and Accelarating Education and Development Private Limited (new Investor) had entered into new share purchase agreements ("New SPA 1& New SPA 2), according to which the old Investors transferred by way of sale of 237,330 equity share of Rs 10 each fully paid up, 6,087 equity share of INR 10 each fully paid up and 252,286 equity share of INR 10 each fully paid up respectively to the new investor. All the previous Shareholder Agreements between the Company, promoters of the Company and old investors were terminated irrevocably by mutual

(ii) Rights, preferences and restrictions attached to equity shares
The company has only one class of equity shares, having par value of INR 10 per share. Each shareholder is eligible to one vote per share held. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. The repayment of equity share capital in the event of liquidation and back back of shares are possible subject to prevalent regulations. In the event of liquidation,normally the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. Exceptions to equal rights, preferences and restrictions attached to equity shares are as follows :

Promoters and certain shareholders if the Company have pledged 1,645,003 equity shares constituting 89.27% of the share capital, to Vistra ITCL (India) Limited (Trustee) as per faculty agreement dated 10 November 2016

During the Five year ended 31 March 2020 and 31 March 2019, neither any bonus shares or shares issued for consideration other than cash that have been issued nor any shares that have been bought back except as disclosed in point (i) above

(iii) Shares held by subsidiary company	As at 31 March 2020		As at 31 March 2019	
	Number of shares	Amount	Number of shares	Amount
Accelerating Education and Development Private Limited (subsidiary with effect from 15 December 2017)	4,95,703	50	4,95,703	50

(iv)Particulars of shareholders holding more than 5% equity shares	As at 31 March 2020		As at 31 March 2019	
	Number of shares	% of holding	Number of shares	% of holding
Equity shares, fully paid up held				
Mr Ram Kishan Verma (Managing director)	10,14,172	55.03%	10,14,172	55.03%
Accelerating Education and Development Private Limited	4,95,703	26.90%	4,95,703	26.90%

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

Resonance Eduventures Limited
Notes to standalone financial statements for the year ended 31 March 2020
(All amounts in INR lakhs, unless otherwise stated)

16. Other equity	As at 31 March 2020	As at 31 March 2019
A. Reserves and surplus		
i. Retained earnings		
Balance at the commencement of the year	21,710	17,344
Movement during the year	4,050	4,366
Balance at the end of the year	**25,760**	**21,710**
ii. Securities premium reserve		
Balance at the commencement of the year	8,649	8,649
Movement during the year	-	-
Balance at the end of the year	**8,649**	**8,649**
iii. General reserve		
Balance at the commencement of the year	1,144	1,144
Movement during the year	-	-
Balance at the end of the year	**1,144**	**1,144**
Total reserves and surplus (A) [i+ii+iii]	**35,553**	**31,503**
B. Other comprehensive income		
Re-measurement gains on defined benefit liability		
Balance at the commencement of the year	8	23
Movement during the year	46	(15)
Balance at the end of the year	**54**	**8**
Total other comprehensive income	**54**	**8**
Total other equity (A+B)	**35,607**	**31,511**

i. Securities premium reserve: Securities premium reserve is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of Companies Act, 2013.

ii. General reserves: Capitalisation of general reserve is on account of bonus shares issued during the financial year 2014-15

iii. Other comprehensive income: This amount pertains to remeasurement of defined benefit liabilities comprises actuarial gains and losses.

(All amounts in INR lakhs, unless otherwise stated)

17.Other financial liabilities	**As at 31 March 2020**	**As at 31 March 2019**
Non-current		
Advances received from customers		
Payable against acquisition of shares*	-	100
Securities received from students	261	225
Security deposits received from employees	2	-
Lease equilisation reserve	-	24
	263	**349**
Current		
Payable against acquisition of shares*	200	100
Payable towards capital creditors	-	137
Payable to employees	2,894	2,928
Securities received from students	991	752
Payable to students	-	14
Security deposits received from associates	15	13
Security deposits received from employees	84	48
Book overdraft	-	449
Lease equilisation reserve	-	6
Advance against sale of property	21	-
Advance received from associates	-	8
	4,205	**4,455**

*Payable to shareholders of BASE Educational Services Private Limited pursuant to share purchase agreement , dated 12 August 2015 for acquisition of its shares.

18. Lease Liabilities	**As at 31 March 2020**	**As at 31 March 2019**
Non-current		
Lease liability	46	-
	46	**-**
Current		
Lease liability	279	
	279	**-**

19. Provisions	**As at 31 March 2020**	**As at 31 March 2019**
Non-current		
Gratuity	-	337
Compensated absences	378	679
	378	**1,016**
Current		
Gratuity	666	205
Compensated absences	488	278
	1,154	**483**

20. Deferred tax liabilities (net)	**As at 31 March 2020**	**As at 31 March 2019**
Deferred tax liabiliies	714	1,084
	714	**1,084**

(All amounts in INR lakhs, unless otherwise stated)

Income tax	For the year ended 31 March 2020	For the year ended 31 March 2019
A. Amounts recognised in profit or loss		
Current tax		
Current year	1,445	2,341
Deferred tax		
Origination and reversal of temporary differences	(382)	63
Change in tax rate		-
	1,063	2,404
Earlier year tax		
Tax pertaining to previous year		-
Tax expense	**1,063**	**2,404**

B. Income tax recognised in other comprehensive income	For the year ended 31 March 2020	For the year ended 31 March 2019
Remeasurements of defined benefit liability(asset)		
Before tax	(46)	15
Tax expense	12	(5)
Net of tax	(34)	10
Tax expense	**12**	**(5)**

(i) The Company's weighted average tax rates for the years ended March 31, 2020 and March 31, 2019 was 25.168% and 34.944% respectively.

D. Recognised deferred tax assets and liabilities	As at 31 March 2020	As at 31 March 2019
Deferred tax asset		
Employee benefits	357	469
Loss allowance	43	18
Security deposit received measured at amortised cost	(1)	2
Lease equilisation reserve	-	11
Others	48	94
Total	**447**	**594**
Deferred tax liabilities		
Property, plant and equipment and intangibles	1,193	1,623
Caution money received measured at amortised cost (net)	0	(2)
Investment in mutual funds	-	57
Total	**1,193**	**1,678**
Offsetting of deferred tax assets and liabilities		
Net deferred tax liabilities	**(746)**	**(1,084)**

21. Other non-current liabilities	As at 31 March 2020	As at 31 March 2019
Contract liability (advance from customers)	12	137
Deferred amount on caution money	31	65
	43	**202**

(All amounts in INR lakhs, unless otherwise stated)

22. Borrowings	**As at 31 March 2020**	**As at 31 March 2019**
Bank Overdraft	-	1,455
	-	**1,455**

Bank Overdraft (repayable on demand) is from ICICI Bank Limited. The bank overdraft is repayable on demand and is obtained at a effective rate of 8% i.e MCLR + Spread of 7.85% + 0.15%

23. Trade Payables	**As at 31 March 2020**	**As at 31 March 2019**
*Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,437	1,453
	2,437	**1,453**

*Refer Note 38 for MSMED disclosure

25. Current tax liabilities (net)	**As at 31 March 2020**	**As at 31 March 2019**
Provision for income tax (net of advance tax)	1,528	193
	1,528	**193**

24. Other current liabilities	**As at 31 March 2020**	**As at 31 March 2019**
Contract liability (advance from customers)	7,536	9,182
Deferred amount on caution money	8	-
Statutory dues payable	972	1,228
	8,516	**10,410**

(All amounts in INR lakhs, unless otherwise stated)

25. Revenue from operations	**For the year ended 31 March 2020**	**For the year ended 31 March 2019**
Sale of services	33,383	36,214
	33,383	**36,214**

Disaggregate revenue information

The table below presents disaggregated revenues from contracts with customers by major service lines. The Company believes that the disaggregation best depicts how the nature, amount, timing and uncertainty of revenues and cash flows are affected by industry, market and other economic factors.

	For the year ended 31 March 2020	**For the year ended 31 March 2019**
Coaching Fees(net of awards and prizes)	32,233	34,634
Prospectus fee	247	327
Distance learning programme fee	904	1,253
	33,383	**36,214**

Changes in contract assets are as follows:

	As at 31 March 2020	**As at 31 March 2019**
Balance at the beginning of the year	-	-
Revenue recognised during the year	33,383	36,214
Invoices raised during the year	-	-
Translation exchange difference	-	-
Balance at the end of the year	**33,383**	**36,214**

26. Other income	**For the year ended 31 March 2020**	**For the year ended 31 March 2019**
Interest income on		
- Bank deposits	4	47
- Loan	46	189
- Inter Corporate Deposits	-	180
- Service Tax Refund	11	4
- Others	156	114
Change in fair value of investments	-	179
Profit on sale of investments	28	-
Rental income	45	29
Management fees	112	74
Miscellaneous income	219	82
Transfer fees	-	9
Test fees	-	29
Hostel fees	14	79
Caution Money written back	141	30
	776	**1,045**

All the above other income are related to the Company's normal business activities. The classification of other income as recurring/non-recurring and related /not related to business activity is based on the current operations and business activities of the Company as determined by the management.

(All amounts in INR lakhs, unless otherwise stated)

27. Employee benefits expense	**For the year ended 31 March 2020**	**For the year ended 31 March 2019**
Salaries, wages and bonus	17,329	18,208
Contribution to provident and other funds	449	543
Staff welfare expenses	186	220
	17,964	**18,971**

28. Finance cost	**For the year ended 31 March 2020**	**For the year ended 31 March 2019**
Interest expense on		
-Bank	19	67
-Others	380	84
Bank charges	14	28
	413	**179**

29. Depreciation and amortisation expense	**For the year ended 31 March 2020**	**For the year ended 31 March 2019**
Depreciation of property, plant and equipment (refer Note 3)	656	842
Amortisation of intangible assets (Refer Note 5)	43	42
Depreciation of right to use assets (refer Note 4)	2,336	126
	3,035	**1,010**

30. Other expenses	**For the year ended 31 March 2020**	**For the year ended 31 March 2019**
Printing, Consumption of stores, stationery and consumables	1,179	1,386
Electricity	654	615
Rent	47	1,991
Repairs		
- Building	272	326
-Machinery	126	208
-Others	78	65
Advertisment	1,852	2,157
Legal and professional expenses	483	454
Insurance	26	22
Rates and taxes	70	43
Student welfare	636	672
Business development	144	235
Travelling expenses	322	427
Postage and courier	88	172
Communication expenses	178	229
Office expenses	222	239
Function expenses	113	197
Security services	153	155
Test expenses	345	352
Award and prizes	78	220
Commission	2	-
Fixed assets written off	-	14
Corporate Social Responsibility Expenses (Refer to Note 41)	-	-
Auditor's remuneration	14	52
Loss on sale of property plant and equipment	11	17
Loss allowance on trade receivables	120	18
Bad debts/ advance written off	0	8
Provision for doubtful debts	357	-
Miscellaneous expenses	52	60
	7,622	**10,334**

*Auditor's remuneration

	For the year ended 31 March 2020	For the year ended 31 March 2019
Audit fees	10	40
In other capacity:		
other matters	2	10
reimbursement of expenses	2	2
	14	**52**

31. Earning per share (EPS)	For the year ended 31 March 2020	For the year ended 31 March 2019
Profit attributable to equity shareholders (INR in lakhs) (A)	4,050	4,366
Weighted average number of equity shares oustanding during the year (in numbers) (B)	18,42,779	18,42,779
Basic and diluted earnings per share (in INR) (A/B)	**220**	**237**

(All amounts in Indian Rupees in lakhs, unless otherwise stated)

32 Financial instruments - Fair values and risk management

A Accounting classifications and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy:

As at 31 March 2020

	Hierarchy	FVTPL	FVTOCI	Amortised cost	Total
Financial assets measured at fair value					
Investments in mutual funds	Level 2	-	-	-	-
Investments in subsidiaries	Level 3	-	-	25,578	25,578
Financial assets not measured at fair value					
Cash and cash equivalents	Level 3	-	-	710	710
Trade receivables	Level 3	-	-	594	594
Bank balances other than cash and cash equivalents	Level 3	-	-	16	16
Loans	Level 3	-	-	3,401	3,401
Others	Level 3	-	-	144	144
		-	**-**	**30,445**	**30,445**
Financial liabilities not measured at fair value					
Borrowings	Level 3	-	-	-	-
Trade payables	Level 3	-	-	2,437	2,437
Others	Level 3	-	-	4,467	4,467
		-	**-**	**6,904**	**6,904**

As at 31 March 2019

	Hierarchy	FVTPL	FVTOCI	Amortised cost	Total
Financial assets measured at fair value					
Investments in mutual funds	Level 2	1,651	-	-	1,651
Investments in subsidiaries	Level 3	20,378			20,378
Financial assets not measured at fair value					
Cash and cash equivalents	Level 3	-	-	605	605
Trade receivables	Level 3	-	-	563	563
Bank balances other than cash and cash equivalents	Level 3	-	-	16	16
Loans	Level 3	-	-	4,569	4,569
Others	Level 3	-	-	271	271
		22,029	**-**	**6,024**	**28,053**
Financial liabilities not measured at fair value					
Borrowings	Level 3	-	-	1,455	1,455
Trade Payables	Level 3	-	-	1,453	1,453
Others	Level 3	-	-	4,805	4,805
		-	**-**	**7,712**	**7,712**

Fair value hierarchy

The table below analyses financial instruments carried at fair
• Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
• Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
• Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As of 31 March 2020, the fair value of cash and bank balances, trade receivables, other current financial assets and liabilities, borrowings, trade payables approximate their carrying amount largely due to the short term nature of these instruments.
For other financial assets and liabilities that are measured at amortised cost, the carrying amounts approximate the fair value. The carrying amounts of financial assets and liabilities are considered to be the same as their fair values.

B. Measurement of fair values

Valuation techniques and significant unobservable inputs

The following table shows the valuation techniques used in measuring fair values for financial instruments measured at fair value in the balance sheet, as well as the significant unobservable inputs used.

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Financial instruments measured at fair value			
Investment in mutual funds	The fair value of investment in quoted mutual funds is based on the current bid price of respective investment as at the Balance Sheet date.	Not applicable.	Not applicable.
Financial instruments not measured at fair value			
Other financial assets and liabilities*	***Discounted cash flows:*** The valuation model considers the present value of expected payment, discounted using a risk-adjusted discount rate.	Not applicable.	Not applicable.

*Other financial assets include trade receivables, loans to employees, security deposits, cash and cash equivalents, bank deposits and interest accrued. Other financial liabilities include trade payables, security deposits and payable towards capital creditors

(All amounts in Indian Rupees in lakhs, unless otherwise stated)

C. Financial Risk Management

The Company has exposure to the following risks arising from financial instruments:
-Credit risk
-Liquidity risk

i. Risk Management Framework:
The Company is exposed to various risks in relation to financial instruments. The Company's financial assets and liabilities by category are summarised in note 31A. The main types of risks that the Company is exposed to are credit risk and liquidity risk.The Company's risk management is coordinated at its corporate office, in close cooperation with the board of directors, and focuses on actively securing the Company's short to medium-term cash flows by minimising the exposure to volatile financial markets. The Company does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Company is exposed are described below.

ii. 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; loans and investments. Credit risk encompasses both, the direct risk of default and the risk of deterioration of credit worthiness as well as concentration of risks. The carrying amounts of financial assets represent the maximum credit risk exposure.

Credit risk on cash and cash equivalents and bank deposits is limited as the Company generally deals with banks with high credit ratings assigned by domestic credit rating agencies. Investments primarily include investment in mutual fund. The loans primarily represents interest free security deposits refundable on the completion of the term as per the contract and loan to employees. The credit risk associated with such deposits is relatively low.

The Company uses expected credit loss model to assess the impairment loss. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available internal credit risk factors such as the Company's historical experience for customers. Based on the business environment in which the Company operates, management considers that the trade receivables are in default (credit impaired) if the payments are more than 180 days past due. The Company based upon past trends determine an impairment allowance for loss on receivables.

The Company's exposure to credit risk for trade receivables and loans by geographic region is as follows.

	Carrying amount	
	As at 31 March 2020	As at 31 March 2019
India	594	563
	594	**563**

The following table provides information about the exposure to credit risk and expected credit loss for trade receivables:

As at 31 March 2020

Particulars	Gross carrying amount	Weighted average loss rate	Loss allowance
Current (not past due)	-		
1-90 days past due	42	1%	0
91-180 days past due	313	2%	7
181-270 days past due	102	5%	5
270-360 days past due	55	11%	6
More than 361 days past due	226	58%	130
	737		**148**

As at 31 March 2019

Particulars	Gross carrying amount	Weighted average loss rate	Loss allowance
Current (not past due)	-		
1-90 days past due	209	0%	1
91-180 days past due	82	1%	1
181-270 days past due	180	4%	6
270-360 days past due	77	8%	6
More than 361 days past due	37	22%	8
	586		**23**

Movements in the allowance for impairment in respect of trade receivables:
The movement in the allowance for impairment in respect of trade receivables is as follows:

Particulars	As at 31 March 2020	As at 31 March 2019
Balance at the beginning of the year	23	5
Net measurement of loss allowance	125	18
Balance at the end of the year	**148**	**23**

(All amounts in Indian Rupees in lakhs, unless otherwise stated)

iii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company aims to maintain the level of its cash and cash equivalents at an amount in excess of expected cash outflows on financial liabilities (other than trade payables). The Company also monitors the level of expected cash inflows on trade receivables and loans together with expected cash outflows on trade payables and other financial liabilities.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include contractual interest payments and exclude the impact of netting arrangements.

As at 31 March 2020

		Contractual cashflows				
Particulars	**Carrying amount**	**Total**	**Less than one year**	**1-2 years**	**2-5 years**	**More than 5 years**
Borrowings	-	-	-	-	-	-
Trade payables	2,437	2,437	2,437	-	-	-
Other financial liabilities	4,467	4,467	4,205	191	72	-
	6,904	**6,904**	**6,641**	**191**	**72**	**-**

As at 31 March 2019

		Contractual cashflows				
Particulars	**Carrying amount**	**Total**	**Less than one year**	**1-2 years**	**2-5 years**	**More than 5 years**
Borrowings	1,455	1,455	1,455	-	-	-
Trade payables	1,453	1,453	1,453	-	-	-
Other financial liabilities	4,805	4,805	4,455	293	57	-
	7,712	**7,712**	**7,363**	**293**	**57**	**-**

32. Segment information

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Group's Chief Operating Decision Maker (CODM) to make decisions about resources to be allocated to the segments and assess their performance. The Company is primarily engaged in the business of imparting coaching by various modes and is viewed by the CODM as a single primary business segment.

(All amounts in INR lakhs, unless otherwise stated)

33. Assets and liabilities relating to employee benefits

	As at 31 March 2020	As at 31 March 2019
Net defined benefit liability - Gratuity plan	666	542
Total employee benefit assets (Non- current)	**666**	**542**
Provision for employee benefits		
Compensated absences	866	957
Gratuity	666	542
Total employee benefit liabilities	**1,533**	**1,499**
Non-current	378	1,016
Current	488	483
Total	**866**	**1,499**

For details about the related employee benefit expenses, see Note 26

The Company operates the following post-employment benefit plans.

Post employment obligations
a) Provident fund
The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident Fund and Employee State Insurance Corporation which is a defined contribution plan. The company has no obligations other than to make the specified contributions. The contributions to defined contribution plans are recognised as an employee benefit expense in the Statement of Profit and Loss in the periods during which the related services are rendered by them.

b) Gratuity
The Company has a defined benefit gratuity plan. The gratuity plan of India is governed by the Payment of Gratuity Act, 1972. Under the Act, employees who are in continuous service of five years are entitled to specific benefit. The level of benefits provided depends on the employees length of service and salary at retirement age.

i. Reconciliation of the net defined benefit liability
The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit liability and its components.

(All amounts in INR lakhs, unless otherwise stated)

i. Reconciliation of present value of defined benefit obligation

	As at 31 March 2020	As at 31 March 2019
Balance at the beginning of the year	1676	1,380
Benefits paid	(257)	(65)
Current service cost	137	247
Past service cost	0	-
Interest cost	128	108
Actuarial (gain)/loss recognised in other comprehensive income	(65)	6
Balance at the end of the year	**1,619**	**1,676**

ii. Reconciliation of the present value of plan assets

	As at 31 March 2020	As at 31 March 2019
Balance at the beginning of the year	1,134	1,111
Contributions paid into the plan	8	10
Benefits paid	(266)	(72)
Return on plan assets recognised in other comprehensive income	77	85
Balance at the end of the year	**953**	**1,134**
Net defined benefit liability	**666**	**542**

iii. Expense recognised in profit or loss

	For the year ended 31 March 2020	For the year ended 31 March 2019
Current service cost	137	247
Past service cost	-	-
Interest cost	128	108
Interest income	(87)	(87)
Balance at the end of the year	**178**	**268**

iv. Remeasurements recognised in other comprehensive income

	For the year ended 31 March 2020	For the year ended 31 March 2019
Actuarial (gain)/loss on defined benefit obligation		
- financial assumptions	(49)	(23)
- experience adjustment	94	9
Balance at the end of the year	**46**	**(15)**

v. Actuarial assumptions

Principal actuarial assumptions at the reporting date:

Particulars	**As at 31 March 2020**	**As at 31 March 2019**
Discount rate	6.31%	7.66%
Future salary growth	7.00%	8.00%
Retirement age (years)	60 years	60 years
Withdrawal rate		
-18 to 30 years	43%	43%
-30 to 44 years	13%	13%
-44 to 60 years	10%	10%
Mortality	IALM 2006-08 ultimate	

(All amounts in INR lakhs, unless otherwise stated)

The actuarial valuation is carried annualy by an independent actuary. The discount rate used for determining the present value of obligation under the defined benefit plan is determined by reference to market yields at the end of the reporting period on Indian Government Bonds. The currency and the term of the government bonds is consistent with the currency and term of the defined benefit obligation.

vi. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

	For the year ended 31 March 2020		**For the year ended 31 March 2019**	
	Increase	**Decrease**	**Increase**	**Decrease**
Discount rate (0.5% movement)	(30)	32	(53)	55
Future salary growth (0.5% movement)	27	(27)	54	(53)

(All amounts in INR lakhs, unless otherwise stated)

34. Leases

Operating lease - Company as lessee

The Company has entered into operating lease arrangements for the leasing of office premises that are renewable on a periodic basis and cancellable at the Company's option.

i. Future minimum lease payments

At reporting date, the future mininum lease payments to be made under non-cancellable operating leases are as follows:

	As at 31 March 2020	As at 31 March 2019
Payable in less than one year	305	300
Payable between one and five years	51	163
	356	**463**

ii. Amounts recognised in profit or loss	For the year ended 31 March 2020	For the year ended 31 March 2019
Lease expense - minimum lease payments	1,886	1,991
	1,886	**1,991**

Resonance Eduventures Limited
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(All amounts in INR lakhs, unless otherwise stated)

35(a). Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital, as well as the level of dividends to equity shareholders. The Company monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total liabilities less cash and cash equivalents. Adjusted equity comprises all components of equity.

The Company's adjusted net debt to equity ratio at reporting date was as follows:

	As at 31 March 2020	As at 31 March 2019
Total liabilities	19,563	21,100
Less: cash and cash equivalents	710	605
Adjusted net debt	18,852	**20,496**
Total equity	35,791	31,695
Adjusted net debt to equity ratio	**53%**	**65%**

35(b). Contingent liabilities and commitments

(to the extend not provided for)

Contingent liabilities

	As at 31 March 2020	As at 31 March 2019
i. Disputed liabilities not acknowledged as debts		
in respect of service tax matters	113	228
in respect of sales tax/VAT matters	483	483
in respect of income tax matters	78	4
in respect of statutory bonus	59	59
	733	**774**

The above matters are subject to legal proceedings in the ordinary course of business. The legal proceedings when ultimately concluded will not , in the opinion of management , have material effect on the result of operations or financial position of the company

Commitments	As at 31 March 2020	As at 31 March 2019
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	42	27

Other Matters

Pursuant to recent judgement by the Hon'ble Supreme Court dated 28 February 2019, it was held that basic wages, for the purpose of provident fund, to include special allowances which are common for all employees. However, there is uncertainty with respect to the applicability of the judgement and period from which the same applies. Owing to the aforesaid uncertainty and pending clarification from the authorities in this regard, the Company has not recognised any provision for the periods prior to 28 February 2019. Further, management also believes that the impact of the same on the Company will not be material.

(All amounts in INR lakhs, unless otherwise stated)

36 Related parties

A. List of related parties and nature of relationship

Nature of relationship	Name of the related party	Country
Persons having sigificant influence:	Mr Ram Krishan Verma	India
	Mr. Chanda Lal Verma	India
	Mr Sunita Verma	India
	Lokesh Kumar Khandelwal	India
	Mr. Asheesh Sharma	India
	Mr Praveen Verma, Director's brother	India
	Mrs Priyanka Khandelwal , Spouse of CEO	India
	Mr. Ram Gopal Verma, Director's Son in Law	India
	Ms Drishti Verma , Director's Daughter	India
Enterprises over which persons/enity having control over the Company have control or significant influence:	Shri Sewaram Charitable Trust	India
	Subsidiaries	
	Accelerating Education & Development Private Limited	India
	BASE Educational Services Private Limited	India

B. List of Key Management Personnel

Name of the related party	Nature of relationship
Mr Ram Krishan Verma	Managing Director
Mr. Chanda Lal Verma	Director
Mr Sunita Verma	Director
Mr. Asheesh Sharma	Chief Executive Officer (till December 2019)

C. Transactions with related parties

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Study Material Purchased		
BASE Educational Services Private Limited	-	4
Study Material Sale		
BASE Educational Services Private Limited	0	-
Student welfare		
Accelerating Education & Development Private Limited	4	-
Travelling Exp.		
Mr. Praveen Verma	0	-
Tuition Fees		
Ms Drishti Verma	1	
Scholarship Given		
Ms Drishti Verma	0	
Professional Fees		
Mrs Priyanka Khandelwal	1	2
Investments in Unquoted equity instruments (fully paid)		
Accelerating Education & Development Private Limited:-		-
-Alloted	5,200	13,349
-Pending Allotment	-	1,220
Loan given		
Accelerating Education & Development Private Limited	-	250
Interest Income		
Loan to Accelerating Education & Development Private Limited	-	23
Advance paid		
Mr Ram Krishan Verma	35	
Advance received		
BASE Educational Services Private Limited	-	297
Advance repaid		
BASE Educational Services Private Limited	-	297

(All amounts in INR lakhs, unless otherwise stated)

D. Balance outstanding with related parties for the year ended

Particulars	As at 31 March 2020	As at 31 March 2019
Outstanding balance receivable		
- Accelerating Education & Development Private Limited	250	270
Balance outstanding at year end		
Salary Payable		
- Mr. Chanda Lal Verma	5	3
- Mr Sunita Verma	2	1
- Lokesh Kumar Khandelwal		40
- Mr. Asheesh Sharma	25	71
- Mr Ram Krishan Verma		-
- Mr Praveen Verma	3	2
Loans and advances to related parties		
- Mr Ram Krishan Verma	35	7

E. Remuneration

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Mr Ram Krishan Verma	184	182
Mr. Chanda Lal Verma	27	27
Mr Sunita Verma	8	8
Lokesh Kumar Khandelwal	-	217
Mr. Asheesh Sharma	145	224
Mr Praveen Verma	12	12

(All amounts in Indian Rupees in lakhs, unless otherwise stated)

38. Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

There are no Micro, small and medium enterprises, to whom the company owes dues, which are outstanding for more than 45 days during the year and also as at 31st March 2020. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the company.

	As at 31 March 2020	As at 31 March 2019
a.1) The principal amount payable to suppliers at the year end	-	-
a.2) The amount of interest due on the remaining unpaid amount to the suppliers as at the year end.	-	-
b) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointment day during the year) but without adding the interest specified under MSMED Act.	-	-
d) The amount of interest accrued and remaining unpaid at the end of each accounting year.	-	-
e) The amount of further interest remaining due and payable in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of MSMED Act.	-	-

39. As at the year ended on 31 March 2020 and 31 March 2019, the Company is having net deferred tax liability primarily comprising of unabsorbed depreciation, Impact of Ind AS adjustments and provision for doubtful debts

40. Income/ Expenditure in foreign currency

	For the year ended 31 March 2020	For the year ended 31 March 2019
Income in foreign currency		
Coaching Fees Received	(73)	(55)
Total	**(73)**	**(55)**
Expenditure in foreign currency		
Professional Fees	-	26
Total	**-**	**26**

41. Corporate Social Responsibility

As per Section 135 of the Companies Act , 2013 the following is the details of the Corporate Social Responsibility expenses incurred by the company

	For the year ended 31 March 2020	For the year ended 31 March 2019
(a) Gross amount required to be spent by the company	94	101
(b) Amount spent during the year	-	-
(i) Contruction/Acquisition of any asset		-
(ii) On purpose other than (i) above	-	-

42. The following amounts have been regrouped in the financials for the current year :
1. Leasehold improvements and lease hold assets have been reclassificied from Property, plant and equipment to Right to use assets and the depreciation thereon has also been reclassfied in depreciation of right to use assets
2. The gross amount required to be spent by the company during the year ended March 2019 has been incporporated in the financials

43. The company has failed to hold the Annual General Meeting for the FY 18-19 during the designated time as per Section 96 of the Companies Act 2013 and is liable to pay fine under Section 99 of the Companies Act 2013.

44.1.1 Impact of Covid-19

The World Health Organisation (WHO) declared outbreak of Coronavirus Disease (COVID-19) a global pandemic on March 11, 2020. Consequent to this, Government of India had declared lockdown in India on March 23, 2020 which impacted the overall economy and the business activities of the Company.

The Company has assessed the recoverability of receivables, inventories, other financial assets and assumptions used in the projection of the future results for testing of impairment of its Property, plant and equipment using various internal and external information up to the date of approval of these financial statements and does not anticipate any impairment to the carrying values of these financial and non-financial assets. Further, the Company has prepared cash flow projections for next 12 months essential to ensure that the Company will continue as a going concern. Based on which, the financial statements have been prepared on a going concern basis. The situation is changing rapidly giving rise to inherent uncertainty around the extent and timing of the potential future impact of the COVID-19, which may impact the estimates made by the Company in preparation of these financial statements.

44.1.2 Subsequent events

There are no subsequent events impacting the financial statements.

44.1.3 Approval of financial statements

The financial statements were approved for issue by the board of directors on March 29, 2021

As per our report of even date

For Rajesh Vipin and Associates
Chartered Accountants
ICAI Firm registration number : 023345N

For and on behalf of the board of directors of
Resonance Eduventures Limited

Vishal Kochar
Partner
Membership no : 503636

Ram Kishan Verma
Managing Director
DIN: 01204917

Chanda Lal Verma
Director
DIN : 01204861

Abhinav Gautam
Company Secretary

Place : New Delhi
Date : March 29, 2021

Place : Kota
Date : March 29, 2021

Place : Kota
Date : March 29, 2021

1 General information

Resonance Eduventures Limited ("the Company") is a company domiciled in India, with its registered office situated at A-46 & 52 CG Tower, Road No-3, IPIA Kota, Rajasthan- 325005. The Company has been incorporated under the provisions of Companies Act, 1956 on 15 March 2007. The Company is primarily involved in business of imparting coaching by various modes for various academic courses, scholarship and other competitive examinations to students aspiring for admission in/taking up these courses and examinations. During the year ended 31 March 2016,on 12 September 2015 the Company had changed its name from Resonance Eduventures Private Limited to Resonance Eduventures Limited and subsequently became a public company.

2(i) Basis of preparation

A. Statement of compliance

These standalone financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

B. Functional and presentation currency

These standalone financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated.

C. Basis of measurement

These standalone financial statements have been prepared on the historical cost basis, except for the following items :

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations

D. Use of estimates and judgements

In preparing these standalone financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the standalone financial statements is included in the following notes:

- leases: whether an arrangement contains a lease;
- Income taxes
- Provisions and contingent liabilities
- Useful life of intangible assets and impairment test of intangible assets

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending is included in the following notes:

- measurement of defined benefit obligations: key actuarial assumptions;
- impairment of financial assets
- recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Impairment test : key assumptions used in discounted cash flow projections

E. Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non- financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the finance head.

The finance team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the finance team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Significant valuation issues are reported to the Company's board of directors.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

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

2(ii) Significant accounting policies

a. Financial instruments

i. Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus transaction costs that are directly attributable to its acquisition or issue.

ii. Classification and subsequent measurement

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- Fair value through Other Comprehensive Income (FVOCI)– debt investment;
- Fair Value through Other Comprehensive Income – equity investment; or
- Fair Value through Profit or loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the year the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

− the asset is held within a business model whose objective is to hold assets 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.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

− the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; 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.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

− the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;

– how the performance of the portfolio is evaluated and reported to the Company's management;

– the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;

– how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and

– the frequency, volume and timing of sales of financial assets in prior years, the reasons for such sales and expectations about future sales activity.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular year of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

− contingent events that would change the amount or timing of cash flows;

− terms that may adjust the contractual coupon rate, including variable interest rate features;

− prepayment and extension features; and

− terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features)

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense is recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

iii. Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

iv. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

b. Property, plant and equipment

i. Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.
Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

ii. Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2017, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment.

iii. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

iv. Depreciation

Asset	Management estimate of useful life (years)
Building	61
Furniture and fixtures	11
Plant and Machinery	6-21
Office equipments	21
Vehicles	11

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the year over which management expects to use these assets.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed off).

c. Other intangible assets

i. Other intangible assets

Other intangible assets are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses. Costs relating to acquisition of initial software license fee and installation costs are capitalized in the year of purchase.

ii. Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

iii. Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its intangible assets recognised as at 1 April 2017, measured as per the previous GAAP, and use that carrying value as the deemed cost of such intangible assets.

iv. Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method, and is included in depreciation and amortisation in the Statement of Profit and Loss.

The estimated useful life of software is 6 years

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

d. Inventories

Inventory comprising study material is valued at cost except in cases where material prices have declined and it is estimated that the cost will exceed their net realisable value.
Inventory includes cost directly incurred to bring the inventory to their present location and condition.

e. Impairment

i. Impairment of financial instruments

The Company measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses:
- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables 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 year if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

The Company recognises loss allowances for expected credit loss on financial assets measured at amortised cost. At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit- impaired. A financial asset is 'credit-impaired' when one or more events that have detrimental impact on the estimated future cash flows of the financial assets have occurred. Evidence that the financial asset is credit-impaired includes the following observable data:
- significant financial difficulty of the borrower or issuer;
- the breach of contract such as a default or being past due for 90 days or more;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial re-organisation; or
- the disappearance of active market for a security because of financial difficulties.

Measurement of expected credit losses
Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet
Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For debt securities at FVOCI, the loss allowance is charged to profit or loss and is recognised in OCI.

Write-off
The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

ii. Impairment of non-financial instruments
The Company's non-financial assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are Companyed together into cash-generating units (CGUs). Each CGU represents the smallest Company of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

The Company's corporate assets (e.g., central office building for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or Company of CGUs) on a pro rata basis.

In respect of other assets for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only 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.

f. Employee benefits

***i.* Short-term employee benefits**

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under accrued expenses, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

***ii.* Defined benefit plans**

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefits that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise 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 OCI. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the year by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual year to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the year as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

***iii.* Other long-term employee benefits**

The Company's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The obligation is measured on the basis of an annual independent actuarial valuation using the projected unit credit method. Remeasurements gains or losses are recognised in profit or loss in the year in which they arise.

***iv.* Termination benefits**

Termination benefits are expensed at the earlier of when the Company can no longer withdraw the offer of those benefits and when the Company recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the reporting date, then they are discounted.

***v.* Defined contribution plans**

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Company makes specified monthly contributions towards employee provident fund to Government administered provident fund scheme which is a defined contribution plan. The Company's contribution is recognised as an expense in the Consolidated Statement of Profit and Loss during the year in which the employee renders the related service.

g. Revenue recognition

The Company earns revenue primarily from the business of imparting coaching by various modes for various academic courses, scholarship and other competitive examinations to students aspiring for admission in/taking up these courses and examinations along with in-depth perspective to provide consultancy services to schools and colleges including teacher training, teacher plan, newer methods of learning along with effective learning techniques.

Revenue is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those services.

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

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

Contract liabilities primarily relate to the consideration received from customers in advance for the Company's performance obligations which is classified as advance from customers.

Significant judgements

- The Company's contracts with customers could include promises to transfer multiple services to a customer. The Company assesses the services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

- The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how the customer consumes the benefits as services are rendered or who controls the asset as it is being created or the existence of enforceable right to payment for the performance to date and the alternate use of such service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

h. Leases

The Company lease assets consist of leases for property and land . The Company assesses whether a contract contains a lease, at inception of 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 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 commencement of the lease, the Company recognise a right-of-use asset ("ROU") and a corresponding lease liability for all the lease arrangement 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 recognises the lease payments as an operating expense on a straight line basis over the term of the lease.

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

The right-of-use of asset are initially recognised at cost, which comprise 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 incentivise. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use of assets are depreciated from the commencement date on a straight line basis over the shorter of lease term and useful life of the underlying asset. Right of use of assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortised 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 incrementally 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.

Lease liability and ROU asset have been separately presented in the Balance sheet and lease payments have been classified as financing cash flows.

Transition:

Effective April 1, 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to all the leases contracts existing on April 1, 2019 using the modified retrospective method and has taken the cumulative adjustment to retained earnings, on the date of initial application. Consequently, the Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and right of use of asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the Company's incremental borrowing rate at the date if initial application. Comparatives as at and for the year ended March 31, 2019 have not been retrospectively adjusted and therefore will continue to be reported under the accounting policies included as a part of our financial statements for the year ended March 31, 2019.

On transition, the adoption of the new standard resulted in recognition of Right of Use asset of INR 2219 (Gross) with a simultaneous increase in the lease liability. The effect of this adoption is insignificant on the profit before tax, profit for the period and earnings per share. Ind AS 116 will result in an increase in cash flows from operative activities and an increase in cash outflows from financing activities on account of lease payments.

The following is the summary of practical expedients elected on initial application:

1. Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.

2. Excluded the initial direct costs from the measurement of the right-of-use of asset at the date if initial application.
3. Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases under Ind AS 17.

i. Recognition of dividend income, interest income or expense and rental income

Dividend income is recognised in profit or loss on the date on which the Company's right to receive payment is established. Interest income or expense is recognised

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:
- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

Rental income is recognised as part of other income in profit or loss on a straight-line basis over the term of the lease except where the rentals are structured to increase in line with expected general inflation. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease.

j. Income tax

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

ii. Deferred tax

Deferred tax is not recognised for:
- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

l. Provisions, contingent liabilities and contingent assets

Provisions are recognised only when there is a present obligation as a result of past events and when a reasonable estimate of the amount of obligation can be made. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent liabilities are disclosed for (i) possible obligations which will be confirmed only by future events not wholly within the control of the Company or (ii) present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. Contingent assets are not recognised in the financial statements but disclosed where an inflow of economic benefit is probable.

m. Earnings per share

The Company presents basic and diluted earnings per share (“EPS”) for its equity shares. Basic EPS is calculated by dividing the profit or loss attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted EPS is determined by adjusting the profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

n. Cash and cash equivalents

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

Cash and cash equivalents includes bank overdrafts are form an integral part of Company's cash management.

3 Significant management judgement in applying accounting policies and estimation uncertainty

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company’s accounting policy. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

The following are significant management estimation/uncertainty and judgement in applying the accounting policies of the Company that have the most significant effect on the financial statements:

(a) **Recognition of deferred tax assets** – The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Company’s future taxable income against which the deferred tax assets can be utilized.

(b) **Evaluation of indicators for impairment of assets** – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

(c) **Contingent liabilities** – At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding contingent liabilities. However the actual future outcome may be different from this judgement.

(d) **Impairment of financial assets** – At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit losses on outstanding receivables and advances.

(e) **Defined benefit obligation (DBO)** – Management's estimate of the DBO is based on a number of underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

(a) **Useful lives of property, plant and equipment** – Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utilisation of assets.

(b) **Expected Credit Loss**- The impairment provisions for trade receivables is based on assumptions about risk of default and expected loss rates. The Company uses judgements in making certain assumptions and selecting inputs to determine impairment of these trade receivables, based on the Company's historical experience towards potential billing adjustments, delays and defaults at the end of each reporting period.

(c) **Estimation of uncertainity relating to the global health pandemic from Covid-19-** The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements has used internal and external sources of information including credit reports and related information, economic forecasts. The Company has performed sensitivity analysis on the assumptions used and based on current estimates expects the carrying amount of these assets will be recovered. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements.

Estimates and judgements are continuously evaluated. They are based on historical experience and other factors including expectation of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

INDEPENDENT AUDITOR'S REPORT

To
The Members of Resonance Eduventures Limited

Report on the Audit of the Standalone Financial Statements

Qualified Opinion

We have audited the accompanying standalone financial statements of Resonance Eduventures Limited ("the Company"), which comprise the standalone balance sheet as at 31st March 2020, and the standalone statement of profit and loss (including other comprehensives income), the standalone cash flow statement and the standalone statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information.(collectively referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, except for the qualifications mentioned below, of the state of affairs of the Company as at 31 March 2020 and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). 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 made 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 by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Basis for Qualified Opinion

1) Inter Corporate Deposit given

We refer to Note 7 to the standalone financial statements which describes that during the current year, the Company has given intercorporate deposits to an entity amounting to Rs 250 lakhs. As at 31 March 2020, the outstanding balance stood at Rs1836 lakhs comprising inter-corporate deposits including accrued interest amounting to Rs. 131 lakhs.

According to the Management of the Company, these amounts have been mainly given for short term investment purpose. We were unable to obtain audit evidence- which could be considered sufficient and appropriate - about, the underlying commercial rationale/ purpose for such transactions relative to the size and scale of the business activities of such investees, basis of selection of the investees, procedure performed by the Company to evaluate the credit worthiness of the entities and the recoverability of these amounts. Accordingly, we are unable to determine the consequential implications arising therefrom including any adjustments, restatement, existence of related party relationship, disclosures and compliances as necessary in respect of these transactions in the standalone financial statements of the Company.

2) Investment in Accelarating Education and Development Private Limited ("AEDPL"), a subsidiary company

As at 31 March 2020, the Company held investment of an amount of Rs. 18,800 lakhs (Rs. 18,550 lakhs as investment in shares and Rs. 250 lakhs as unsecured loan including accrued interest) in its wholly owned subsidiary AEDPL.

Management has not subjected this investment to impairment analysis as at year end and has recorded it at its carrying value in standalone financial statements of the Company. We were unable to obtain sufficient appropriate audit evidence about the recoverability of these amounts and the consequential implications arising therefrom including any adjustments, restatement, disclosures or compliances as necessary in respect of these transactions in the standalone financial statements of the Company.
The substantial part of assets held by AEDPL are in form of shares of the Company resulting in crossholding between both the Companies, hence we are also unable to comment on compliance of the Companies Act 2013 provisions, including section 67-70 of Companies Act 2013 relating to buy back of shares. Accordingly, we are unable to determine the possible implications arising therefrom and whether any adjustments are necessary in respect of these transactions in the standalone financial statements of the Company. Also, refer note 6 to the standalone financial statements.

3) Compounding of Offence

We draw attention to Note 43 wherein the company has failed to hold the Annual General Meeting for the FY 18-19 during the stimulated time as per Section 96 of the Companies Act 2013 and is liable to pay fine under Section 99 of the Companies Act 2013. In the opinion of the management of the Company, the penal amount is not going to be material and they will be filing an application of compounding in due course.

Emphasis of Matter

We draw attention to Note 44 to the standalone financial statements, which describes the possible effects of uncertainties relating to going concern assumption and the management's assessment of impact of COVID-19 pandemic on the Company's operations and results as assessed by the management. Based on these assessments, the management has concluded that the Company will continue as a going concern and will be able to meet all its obligations as well as recover the carrying amount of its assets as on 31st March, 2020.

Without qualifying our opinion, we draw attention to following matters:

a) The Company has long outstanding balance of capital advances of Rs 376 lakhs (Previous year Rs 376 lakhs) . The management during the year has provided for an amount of Rs 109 lakhs and has taken necessary steps for recovery of this receivable and is hopeful for recovering the same in due course of time.

Our opinion is not qualified in respect of this matter.

Information Other than the 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 Board's report including annexures to Board's report, but does not include the standalone financial statements and our auditor's report thereon.

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

- In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

- If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the 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 Ind AS and other accounting principles generally accepted in India. 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 financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, 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.

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 financial statements.

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

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

- Obtain an understanding of internal financial 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 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 the 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 financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit, we report that:

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

   b) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, 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) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, In our opinion, the standalone balance Sheet, the standalone statement of profit and loss including other comprehensive loss, the standalone cash flow statement and standalone statement of changes in equity dealt with by this report are in agreement with the books of account.

   d) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

   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 the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 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 with reference to standalone financial statement of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to standalone financial statements**.**

   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 Company being a private company, section 197 of the Act related to the managerial remuneration is not applicable.

   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. Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, In our opinion the Company has disclosed the impact of pending litigations as at 31 March 2020 on its financial position in its standalone financial statements- Refer Note 35(b) to the standalone financial statements

      ii. Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

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

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Rajesh Vipin & Associates
Chartered Accountants
((Firm Registration No. 023345N)

Vishal Kochhar
Partner
(Membership No. 503636)
UDIN No

Place: New Delhi
March 29, 2021

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone financial statements of Resonance Eduventures Limited ("the Company") as of 31st March 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls with reference to standalone financial statements issued by the Institute of Chartered Accountants of India. 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 Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls with reference to standalone financial statements (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 with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls with reference to standalone financial statements

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of 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 with reference to standalone financial statements

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2020, based on the criteria for internal financial control with reference to standalone financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls with reference to standalone financial statements issued by the Institute of Chartered Accountants of India.

For Rajesh Vipin & Associates
Chartered Accountants
(Firm Registration No. . 023345N

Vishal Kochar
Partner
(Membership No. 503636)
UDIN No.

Place: New Delhi
March 29,2021

ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2 under 'Report on other Legal and Regulatory Requirements' section of our report of even date)

(i) We report that:

a) According to the information and explanations given to us, The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

b) According to the information and explanations given to us, the Company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified once in two years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, all the fixed assets were physically verified in current financial year and as informed to us, no material discrepancies were observed on such verification.

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

(ii) According to the information and explanations given to us, the inventories, have been physically verified, at reasonable interval by the management during the year. As informed to us, no material discrepancies were noticed on such verification.

(iii) In our opinion and according to the information and explanations given to us, except for the matter referred to in the Basis for Qualified Opinion section in the audit report in respect of which we are unable to comment for the reasons described therein, The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013.

(iv) In our opinion and according to the information and explanations given to us, except for the matter referred to in the Basis for Qualified Opinion section in the audit report in respect of which we are unable to comment for the reasons described therein, The Company has not granted any loans, made investments or provided guarantees and hence reporting under clause (iv) of the CARO 2016 is not applicable to the Company.

(v) According to the information and explanations given to us, the Company has not accepted any deposit during the year. There are no unclaimed deposits and hence reporting under clause (v) of the CARO 2016 is not applicable to the Company.

(vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under sub section (1) of Section 148 of the Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records with a view to ensure whether they are adequate or complete

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Service Tax, Goods and Services Tax, Value Added Tax and other material statutory dues have generally been regularly deposited during the year with the appropriate authorities though there have been slight delays in few cases during the period.. As explained to us, the Company did not have any dues on account of Sales Tax, Duty of Customs, Duty of Excise and Cess during the year According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-Tax, Service Tax, Goods and Service tax and other material statutory dues were in arrears as at 31 March 2020 ,except for those stated below, for a period of more than six months from the date they became payable .

Name of Statue	**Amount Involved (Rs in lakhs)**	**Period to which the amount relates**
Employees State Insurance	1.69	2018-2019
Provident Fund	5.71	2018-2019

(viii) (b) According to the information and explanations given to us and on the basis of the records of the Company examined by us, there were no dues of Income Tax, Sales Tax, Value Added Tax, Service Tax, Duty of Customs, Goods and Services Tax, Duty of Excise and Cess which have not been deposited with the appropriate authorities on account of any dispute, except as mentioned below:

Name of statute	**Nature of the dues**	**Amount Involved (Rs. In lakh)#**	**Amount paid under protest (Rs. In lakh)**	**Period to which the amount relates**	**Forum where the dispute is pending**
Finance Act, 1994	Service Tax	113	9	April 2015-June 2017	The Customs, Excise and Service Tax Appellate Tribunal
Income Tax, 1961	Income Tax	4	4	2011-12	Commissioner of Income Tax (Appeals)
	Income Tax	74	74	2018-19	Commissioner of Income Tax (Appeals)
Rajasthan Value Added Tax Act, 2003	VAT Demand	111	43	2016-17	Deputy Commissioner
	VAT Demand	372	282	2009-2010 to 2015-2016	Rajasthan Tax Board

Including interest/penalties, where qualified and demanded by authorities

(ix) According to the information and explanation given to us, the Company did not have outstanding dues to any financial institution, banks, and government or debenture holders during the year.

(x) According to the information and explanation given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instrument) and did not have any term loans outstanding during the year.

(xi) According to the information and explanations given to us, except for the matters referred to in Basis for Qualified Opinion section in the audit report, in respect of which we are unable to comment on any potential implications for the reasons described therein, no fraud by the Company or fraud on the Company by its officers and employees has been noticed or reported during the course of our audit.

(xii) Due to possible effects of the matters described in the basis for Qualification of Opinion paragraph, we are unable to state whether the managerial remuneration for the year ended 31 March 2020 has been paid/provided in accordance with the requisite approval mandated by the provision of Section 197 read with Schedule V of the Act..

(xiii) According to the information and explanation given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiv) According to the information and explanations given to us and based on our examination of the records of the Company, except for the matter referred to in the Basis for Qualification of Opinion section in the audit report in respect of which we are unable to comment for the reasons described therein, transactions entered into by the Company with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable and the details of related party transactions as required by the applicable accounting standards have been disclosed in the standalone financial statement

(xv) According to the information and explanation given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable.

(xvi) According to the information and explanations given to us and based on our examination of the records of the Company, except for the matter referred to in Basis for Qualification of Opinion section in the audit report, in respect of which we are unable to comment on any potential implications for the reasons described therein, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, the provisions of clause 3(xv) of the Order are not applicable to the Company

(xvii) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with them and hence provisions of Section 192 of the Companies Act, 2013 are not applicable.

(xviii) According to the information and explanation given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Rajesh Vipin & Associates
Chartered Accountants
(Firm Registration No. 023345N)

Vishal Kochar
Partner
(Membership No. 503636)
UIDN No.

Place: New Delhi
March 29, 2021

Resonance Eduventures Limited
Consolidated Balance Sheet as at 31 March 2020
(All amounts in INR lakhs, unless otherwise stated)

	Note	As at 31 March 2020	As at 31 March 2019
Assets			
Non-current assets			
Property, plant and equipment	3	14,985	15,595
Capital work-in-progress	3	75	90
Right of use assets	4	7,956	7,515
Intangible assets	5	172	192
Goodwill on consolidation	6	5,548	5,548
Financial assets			
Loans	7	3,619	3,205
Other financial assets	8	12	11
Deferred tax assets (net)	9	112	87
Income tax assets (net)	10	1,340	349
Other non-current assets	11	674	944
Total non-current assets		**34,493**	**33,536**
Current assets			
Inventories	12	200	351
Financial assets			
Investments	13	905	1,923
Trade receivables	14	634	618
Cash and cash equivalents	15A	940	1,114
Bank balances other than cash and cash equivalents	15B	16	316
Loans	7	5,404	5,227
Other financial assets	8	149	258
Other current assets	16	262	215
		8,510	**10,022**
Total assets		**43,003**	**43,558**
Equity and liabilities			
Equity			
Equity share capital	17	135	135
Other equity	18	(17,754)	(22,377)
Equity attributable to owners of the Company		**(17,619)**	**(22,242)**
Non-controlling interests		-	-
Total equity		**(17,619)**	**(22,242)**
Non-current liabilities			
Financial liabilities			
Borrowings	19	20,160	27,300
Others	20	263	5,809
Lease Liabilities	21	322	-
Provisions	22	575	1,258
Deferred tax liabilities (net)	23	714	1,084
Other non-current liabilities	24	43	202
Total non-current liabilities		**22,077**	**35,653**
Current liabilities			
Financial liabilities			
Borrowings	19	109	1,769
Trade Payables			
- Total outstanding dues of micro enterprises and small enterprises	25	0	64
-Total outstanding dues of creditors other than micro enterprises and small enterprises		2,670	1,690
Other financial liabilities	20	20,945	12,116
Lease Liabilities	21	480	-
Other current liabilities	26	11,557	13,757
Provisions	22	1,256	539
Current tax liabilities (net)	27	1,528	212
Total current liabilities		**38,545**	**30,147**
Total liabilities		**60,622**	**65,800**
Total equity and liabilities		**43,003**	**43,558**

Summary of significant accounting policies 1-2

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date attached

For Rajesh Vipin and Associates
Chartered Accountants
ICAI Firm registration number : 023345N

For and on behalf of the board of directors of
Resonance Eduventures Limited

Vishal Kochar
Partner
Membership no : 503636

Ram Kishan Verma
Managing Director
DIN: 01204917

Chanda Lal Verma
Director
DIN : 01204861

Abhinav Gautam
Company Secretary

Place : New Delhi
Date : July 7, 2021

Place : Kota
Date : July 7, 2021

Resonance Eduventures Limited
Consolidated Statement of profit and loss for the year ended 31 March 2020
(All amounts in INR lakhs except share data and per share data, unless otherwise stated)

	Notes	For the year ended 31 March 2020	For the year ended 31 March 2019
Income			
Revenue from operations	27	38,889	41,650
Other income	28	1,164	1,531
Total income		**40,053**	**43,181**
Expenses			
Employee benefits expense	29	20,540	21,765
Finance costs	30	545	5,988
Depreciation and amortisation expense	31	3,297	1,069
Other expenses	32	9,761	12,957
Total expenses		**34,143**	**41,778**
Profit before tax		**5,910**	**1,403**
Tax expense			
Current tax		1,714	2,587
Adjustment for earlier years		-	7
Deferred tax		(395)	(17)
Income tax expense		1,319	2,577
Profit / (Loss) for the year		**4,591**	**(1,174)**
Other comprehensive income:			
Items that will not be reclassified subsequently to loss			
Re-measurement gains/(losses) on defined benefit liability		(32)	12
Income tax related to items that will not be reclassified to profit		8	(4)
Other comprehensive income/(loss) for the year, net of taxes		**(24)**	**8**
Total comprehensive income for the year		**4,567**	**(1,166)**
Total loss attributable to:			
Owners of the Company		4,591	(1,174)
Non-controlling interests		-	-
Other comprehensive income attributable to:			
Owners of the Company		(24)	8
Non-controlling interests		-	-
Total comprehensive income attributable to:			
Owners of the Company		4,567	(1,166)
Non-controlling interests		-	-
Earnings per share (Par value INR 10 each) :			
Basic and diluted	33	341	(87)
Summary of significant accounting policies	1-2		

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date

For Rajesh Vipin and Associates
Chartered Accountants
ICAI Firm registration number : 023345N

For and on behalf of the board of directors of
Resonance Eduventures Limited

Vishal Kochar
Partner
Membership no : 503636

Ram Kishan Verma
Managing Director
DIN: 01204917

Chanda Lal Verma
Director
DIN : 01204861

Abhinav Gautam
Company Secretary

Place : New Delhi
Date : July 7, 2021

Place : Kota
Date : July 7, 2021

Resonance Eduventures Limited
Consolidated statement of changes in equity for the year ended 31 March 2020
(All amounts in INR lakhs, unless otherwise stated)

A Equity share capital:

Particulars	**Amount**
Balance at 1 April 2017	184
Changes in equity share capital during the year	-
Consolidation adjustment due to cross holding	(49)
Balance at 31 March 2018	**135**
Changes in equity share capital during the year	-
Balance at 31 March 2019	**135**

B Other equity:

Particulars	**Attributable to owners of the Company**				**Total attributable to owners of the Company**	**Attributable to non-controlling interests**	**Total**
	Reserves and Surplus		**Other comprehensive income**				
	Retained earnings	**General reserve**	**Re-measurement gains/(losses)**	**Total other comprehensive income**			
Balance at 31 March 2019	**(24,692)**	**2,291**	**24**	**24**	**(22,377)**	**-**	**(22,377)**
Total comprehensive income for the year ended 31 March 2020							
Profit for the year	4,591			-	4,591	-	4,591
Other comprehensive income	-		32	32	32	-	32
Total contributions by and distributions to owners	**4,591**	**-**	**32**	**32**	**4,623**	**-**	**4,623**
Balance at 31 March 2020	**(20,101)**	**2,291**	**56**	**56**	**(17,754)**	**-**	**(17,754)**

Summary of significant accounting policies 1-2

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date attached

For Rajesh Vipin and Associates
Chartered Accountants
ICAI Firm registration number : 023345N

Vishal Kochar
Partner
Membership no : 503636

Place : New Delhi
Date : July 7, 2021

For and on behalf of the board of directors of
Resonance Eduventures Limited

Ram Kishan Verma
Managing Director
DIN: 01204917

Chanda Lal Verma
Director
DIN : 01204861

Abhinav Gautam
Company Secretary

Place : Kota
Date : July 7, 2021

Resonance Eduventures Limited
Consolidated Statement of Cash Flows for the year ended 31 March 2020
(All amounts in Indian Rupees in lakhs, unless otherwise stated)

	Year ended 31 March 2020	Year ended 31 March 2019
Cash flows from operating activities		
Profit for the year	5,912	1,403
Adjustments for:		
Interest income	(466)	(906)
Change in fair value of investments	(6)	(272)
Profit on sale of investments	(55)	-
Profit on sale of property, plant and equipment	-	(0)
Provision no longer required written back	-	(2)
Finance costs	546	5,989
Depreciation and amortisation expense	3,298	1,069
Property, plant and equipment written off	-	14
Impairement of goodwill	-	-
Appropriation of fund to debenture redemtion premium	-	1,656
Loss on sale of property,plant and equipment	14	18
Loss allowance on trade receivables	120	18
Bad debts/ advance written off	2	67
	9,365	**9,054**
Working capital adjustments:		
Decrease/(increase) in inventories	151	117
Increase in trade receivables and loans	794	(4,332)
(Increase)/decrease in other financial assets	(167)	(343)
Decrease in other assets	223	138
Increase in trade payables	905	908
Decrease/(increase) in other financial liabilities	(1,480)	(38)
Increase in provisions	1,400	519
Increase in other liabilities	(2,359)	1,994
Cash generated from operating activities	**8,832**	**8,017**
Income taxes paid (net)	(2,724)	(2,586)
Net cash generated from operating activities (A)	**6,108**	**5,431**
Cash flows from investing activities		
Acquisition of property, plant and equipment (including capital work in progress, capital creditors and capital advances)	(2,970)	(1,389)
Acquisition of subsidiaries	(5,200)	-
Sale of investment in mutual funds	(3,172)	-
Proceeds from sale of investments	4,265	8,318
Investments in bank deposits	300	(138)
Interest income	385	1,066
Net cash used in investing activities (B)	**(6,392)**	**7,857**
Cash flows from financing activities		
Repayments of short term borrowings	2,960	(2,543)
Proceeds from short term borrowings	-	1,205
Proceeds from long term borrowings	(7,140)	(6,300)
Proceeds from issue of share capital	3,980	-
Lease liability recognised during the year	3,129	-
Lease liability paid during the year	(2,327)	-
Finance cost	(491)	(5,930)
Net cash generated from/(used) in financing activities (C)	**111**	**(13,568)**

Resonance Eduventures Limited
Consolidated Statement of Cash Flows for the year ended 31 March 2020
(All amounts in Indian Rupees in lakhs, unless otherwise stated)

Net (decrease)/increase in cash and cash equivalents (A+B+C)	**(173)**	**(280)**
Cash and cash equivalents at beginning of the year	1,114	1,394
Cash and cash equivalents at end of the year	**940**	**1,114**

Amendment to Ind AS 7
Effective April 1 2017, the Company adopted the amendment to Ind AS 7, which requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusions of a reconciliation between the opening and closing balances in the Balance sheet for liabilities arising from financing activities, to meet the disclosure requirement, which is as below:

Particulars	**As at 31 March 2019**	**Cash flows during the year**	**As at 31 March 2020**
Short-term borrowings(including current maturities of long-term debts)	8,069	4,620	12,689
Long-term borrowings	27,300	(7,140)	20,160
Total	**35,369**	**-2,520**	**32,849**

Summary of significant accounting policies 1-2

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date

For Rajesh Vipin and Associates
Chartered Accountants
ICAI Firm registration number : 023345N

For and on behalf of the board of directors of
Resonance Eduventures Limited

Vishal Kochar
Partner
Membership no : 503636

Ram Kishan Verma
Managing Director
DIN: 01204917

Chanda Lal Verma
Director
DIN : 01204861

Abhinav Gautam
Company Secretary

Place : New Delhi
Date : July 7, 2021

Place : Kota
Date : July 7, 2021

(All amounts in INR lakhs, unless otherwise stated)

3. Property, plant and equipment

	Building	Office equipment	Plant and equipment	Furniture and fixtures	Vehicles	Total	Capital work-in-progress
Reconciliation of carrying amount							
Cost or deemed cost (gross carrying amount)							
Balance at 31 March 2019	11,557	1,681	1,840	1,775	62	16,914	90
Additions	10	46	15	55	-	126	**0**
Disposals	-	25	15	18	14	73	14
Balance at 31 March 2020	**11,567**	**1,703**	**1,840**	**1,811**	**47**	**16,968**	**75**
Accumulated depreciation							
Balance at 31 March 2019	398	157	297	453	14	1,320	-
Amortisation for the year	199	101	155	236	6	697	-
Disposals	-	12	10	7	6	34	-
Balance at 31 March 2020	**596**	**246**	**441**	**683**	**15**	**1,983**	**-**
Carrying amounts (net)							
Balance at 31 March 2019	**11,159**	**1,524**	**1,543**	**1,322**	**48**	**15,595**	**90**
Balance at 31 March 2020	**10,971**	**1,457**	**1,399**	**1,128**	**32**	**14,985**	**75**

Note - Refer Note 43 for details of deemed cost as considered by the Company pursuant to transition provision under Ind AS 101.

(All amounts in INR lakhs, unless otherwise stated)

4. Right of use assets

	Leasehold Improvements	Leasehold Land	Right to use assets*	Total
Reconciliation of carrying amount				
Cost or deemed cost (gross carrying amount)				
Balance at 31 March 2019	951	7,160	4,505	12,615
Additions	-	98	549	647
Adjustments on account of extension/termination	-	-	2,156	2,156
Disposals	-	-	-	-
Balance at 31 March 2020	**951**	**7,258**	**2,897**	**11,106**
Accumulated depreciation				
Balance at 31 March 2019	345	252	-	596
Amortisation for the year	533	142	1,879	2,554
Disposals	-	-	-	-
Balance at 31 March 2020	**878**	**393**	**1,879**	**3,150**
Carrying amounts (net)				
Balance at 31 March 2019	**606**	**6,908**	**-**	**7,515**
Balance at 31 March 2020	**73**	**6,864**	**1,019**	**7,956**

*The opening balance of Lease Rentals didn’t form part of the Financial Statements during the previous years as the impact of this was taken as per the notified IND AS 116 which came into effect from April 1, 2019. The impact of Right to use assets was incorporated as a form of note in accounting policies for the previous years under modified retrospective approach.

(All amounts in INR lakhs, unless otherwise stated)

5.Intangible assets

	Computer software	Total
Reconciliation of carrying amount		
Cost or deemed cost (gross carrying amount)		
Balance at 31 March 2019	267	267
Additions	27	27
Disposals	(5)	-5
Balance at 31 March 2020	**289**	**289**
Accumulated amortisation and impairment losses		
Balance at 31 March 2019	75	75
Amortisation for the year	46	46
Disposals	(3)	(3)
Balance at 31 March 2020	**118**	**118**
Carrying amounts (net)		
Balance at 31 March 2019	**192**	**192**
Balance at 31 March 2020	**172**	**172**

*It pertains to the amount of goodwill recognised on acquisition of 100% shares in one of the Group's wholly owned subsidiary 'Accelarating Education and Development Private Limited' w.e.f 15 December 2017 which has been subsequently impaired and reversed at year ending 31 March 2018.

(All amounts in INR lakhs, unless otherwise stated)

6.Goodwill on consolidation

	Goodwill	Total
Reconciliation of carrying amount		
Cost or deemed cost (gross carrying amount)		
Balance at 31 March 2019	11,234	11,234
Additions	-	-
Disposals	-	-
Balance at 31 March 2020	**11,234**	**11,234**
Accumulated amortisation and impairment losses		
Balance at 31 March 2019	5,686	5,686
Amortisation for the year	-	-
Disposals	-	-
Balance at 31 March 2020	**5,686**	**5,686**
Carrying amounts (net)		
Balance at 31 March 2019	**5,548**	**5,548**
Balance at 31 March 2020	**5,548**	**5,548**

*It pertains to the amount of goodwill recognised on acquisition of 100% shares in one of the Group's wholly owned subsidiary 'Accelarating Education and Development Private Limited' w.e.f 15 December 2017 which has been subsequently impaired and reversed at year ending 31 March 2018.

7. Loans	**As at 31 March 2020**	**As at 31 March 2019**
(Unsecured and considered good unless otherwise stated)		
Non-current		
Unsecured, considered good		
Loans to related parties**	2,989	2,077
Loans to others	56	423
Security deposits	574	705
	3,619	**3,205**
Current		
Loan to employees #	890	1,063
Loans to related parties**	2,401	2,402
Loans to others	-	2
Security deposits	408	305
Inter Corporate Deposits *	1,705	1,455
	5,404	**5,227**

During the year under review the holding company has granted loan facilities @interest rate of 12%p.a to its senior employees to satisfy their financial need on the same will be recovered from their next year annual increments.

* Inter corporate deposits (ICDs) aggregating INR 1,836 lacs were outstanding as on 31st March 2020 including accrued interest upto March 31, 2019 . During the year the company has given total INR 250 ICDs to Swastika Finmart P Ltd. The Company has given total INR 3,550 ICDs to Naseeb Holding Pvt Ltd, Mahavat Holding Pvt Ltd and Swastika Finmart P Ltd. including INR 3,300 ICDs given in previous year. Out of INR 3,550 ICDs, the Company received back INR 1,845 till 31st March 2020. ICDs were given on the basis of commercial and business rationale that the interest earned on these transactions was at 9.5% p.a. as compared to the prevailing rate of interest on earned

** Refer Note 39 Related Parties

8. Other financial assets	**As at 31 March 2020**	**As at 31 March 2019**
(Unsecured and considered good unless otherwise stated)		
Non-current		
Margin money *	11	10
Bank deposits (due to mature after 12 months of the reporting date)	1	1
	12	**11**
Current		
Interest accrued		
on fixed deposits	2	1
on investments	-	5
on others	132	249
Hostel Fee receivable	15	-
Interest accrued and due on fixed deposits	-	3
	149	**258**

* Fixed deposits as on 31 March 2020 amounting to : INR 11 (Previous year : INR 10 including bank guarantee to director of Social Justice and Empowerment Department, Jaipur, Rajasthan for coaching fee contract) held as margin money for providing bank guarantee to the fire department for the construction of the building.

(All amounts in INR lakhs, unless otherwise stated)

9. Deferred tax assets (net)

	As at 31 March 2020	As at 31 March 2019
Deferred tax assets	112	87
	112	**87**

A. Recognised deferred tax assets and liabilities

	As at 31 March 2020	As at 31 March 2019
Deferred tax asset		
Property, plant and equipment and intangibles	7	
Employee benefits	90	83
Loss allowance	-	9
Security deposit received measured at amortised cost	3	2
Investment in mutual funds	14	(10)
Others	2	4
Total	**115**	**88**
Deferred tax liabilities		
Property, plant and equipment and intangibles	-0	1
Investment in mutual funds	-	-
Others	3	-
Total	**3**	**1**
Offsetting of deferred tax assets and liabilities		
Net deferred tax assets	**112**	**87**
Net deferred tax liabilities	**-**	**-**

10. Income tax assets (net)

	As at 31 March 2020	As at 31 March 2019
Advance Income taxes	1,340	349
	1,340	**349**

11. Other non-current assets

	As at 31 March 2020	As at 31 March 2019
Capital advances	267	267
Prepaid expenses	41	260
Balance with government authorities	366	417
	674	**944**

12. Inventories

	As at 31 March 2020	As at 31 March 2019
(Valued at lower of cost and net realisable value)		
Stock-in-trade		
- Study material	84	175
- Stationery and paper	-	2
- Consumables	21	20
- Uniform	95	154
	200	**351**

Resonance Eduventures Limited
Notes to consolidated financial statements for the year ended 31 March 2020
(All amounts in INR lakhs, unless otherwise stated)

13. Investments	**As at 31 March 2020**	**As at 31 March 2019**
Current investments carried at fair value through profit and loss		
Quoted mutual funds		
ICICI Prudential Medium Term Bond Fund - Direct Plan - Growth	-	1,651
Franklin India Credit Risk Fund	-	272
DSP Liquidity Fund - Direct Plan Growth	905	
	905	**1,923**
Aggregate book value of quoted investments	905	212
Aggregate market value of quoted investments	905	1,923

14. Trade receivables - current	**As at 31 March 2020**	**As at 31 March 2019**
(Unsecured and considered good unless otherwise stated)		
Trade receivables		
Unsecured, considered good	634	641
Unsecured, considered doubtful	190	61
Less : Loss allowance on trade receivable	(190)	(84)
	634	**618**

15A. Cash and cash equivalents	**As at 31 March 2020**	**As at 31 March 2019**
Cash on hand	632	156
Cheques on hand	2	137
Balances with banks:	-	
- On current accounts	306	821
	940	**1,114**

15B.Bank balances other than cash and cash equivalents	**As at 31 March 2020**	**As at 31 March 2019**
Bank deposits (due to mature within 12 months of the reporting date)	16	316
	16	**316**

16. Other current assets	**As at 31 March 2020**	**As at 31 March 2019**
Prepaid expenses	86	85
Balance with government authorities	4	18
Advance to suppliers	172	51
Advance Rent	-	61
	262	**215**

(All amounts in INR lakhs except share data and per share data, unless otherwise stated)

	As at 31 March 2020	As at 31 March 2019
17. Equity share capital		
Authorised		
90,000,000 (31 March 2019: 90,000,000) equity shares of INR 10 each	9,000	9,000
	9,000	**9,000**
Issued, subscribed and paid-up		
1,842,779 (31 March 2019: 1,842,779) equity shares of INR 10 each	135	135
	135	**135**

(i) Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting year	As at 31 March 2020		As at 31 March 2019	
	Number of shares	Amount	Number of shares	Amount
Equity shares of INR 10 each (31 March 2019: INR 10 each; 1 April 2020 : INR 10 each)				
Outstanding at the beginning of the year	18,42,779	184	18,42,779	184
Issued during the year	-	-	-	-
Consolidation adjustment due to cross holding	(4,95,703)	(49)	(4,95,703)	(49)
Outstanding at the end of the year	**13,47,076**	**135**	**13,47,076**	**135**

(i) During the financial year 2011-12, the Company had entered into an amendment agreement to the Shareholder Agreement (‘SHA-1’) earlier entered into, in FY 2009-10 between IL&FS Trust Company Limited A/c Milestone Private Equity Fund (‘Investor 1’), Milestone Trusteeship Services Private Limited A/c Milestone Army Trust (‘Investor 2’) and the promoters of the Company. Pursuant to such amendment agreement, the Company, after obtaining Board of Director’s approval in board meeting held on 5 September 2011, converted 27,500,000 0.01% Compulsorily Convertible Preference Shares (‘CCPS’) of INR 10 each into 107,669 equity shares of INR 10 each fully paid up at a premium of INR 2,544 per equity share. Further, the Company, after obtaining Board of Director’s approval in board meeting held on 19 January 2012, converted 12,500,000 warrants and issued 47,717 equity shares of INR 10 each fully paid up to Investor 1 and 1,224 equity shares of INR 10 each fully paid up to Investor 2 at a premium of INR 2,544 and INR 2,543 per equity share respectively. As per SHA-1, the conversion of warrants into equity shares were considered as the II tranche of investment and the amount was received in the FY 2011-12.

During the FY 2011-12, the Company had entered in to a Shareholder Agreement (‘SHA-2’) between IL&FS Trust Company Limited A/c Milestone Private Equity Fund (‘Investor 1’), Milestone Trusteeship Services Private Limited A/c Milestone Army Trust (‘Investor 2’), Castor Investment Holdings Pte Ltd (‘Investor 3’) and the promoters of the Company. Pursuant to the agreement, Investor 3 had agreed to subscribe to 116,159 equity shares of INR 10 each fully paid up at a total consideration of INR 499,999,446. Accordingly, the Company had made the allotment of 116,159 shares on 28 September 2011 after obtaining Board of Director’s approval in the board meeting held on 28 September 2011.

The shares held by investors had the "Investors Buy Back Option" and "Investors Put Option" which required the Company and the promoters respectively to buy-back / purchase any and all of the investor shares at buy back price (to be calculated in accordance with the agreement) or "to arrange some buyer" for the investors' shareholding in the Company, if the qualified IPO was not completed within the qualified IPO period which had been extended till 30 September 2016 from the earlier time line of 31 March 2016 vide letter dated 17 and 18 March 2016, or upon occurrence of material breach of contract.

During the financial year 2016-17, Investor 1, Investor 2, Investor 3 (hereinafter, collectively referred as old investors), the Company, the promoters of the Company and Accelarating Education and Development Private Limited (new Investor) had entered into new share purchase agreements ("New SPA 1& New SPA 2), according to which the old Investors transferred by way of sale of 237,330 equity share of Rs 10 each fully paid up, 6,087 equity share of INR 10 each fully paid up and 252,286 equity share of INR 10 each fully paid up respectively to the new investor. All the previous Shareholder Agreements between the Company, promoters of the Company and old investors were terminated irrevocably by mutual consent vide agreement dated 13 January 2017.

(ii) Rights, preferences and restrictions attached to equity shares
The company has only one class of equity shares, having par value of INR 10 per share. Each shareholder is eligible to one vote per share held. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. The repayment of equity share capital in the event of liquidation and back back of shares are possible subject to prevalent regulations. In the event of liquidation,normally the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. Exceptions to equal rights, preferences and restrictions attached to equity shares are as follows :

Promoters and certain shareholders if the Company have pledged 1,645,003 equity shares constituting 89.27% of the share capital, to Vistra ITCL (India) Limited (Trustee) as per faculty agreement dated 10 November 2016

During the Five year ended 31 March 2020 and 31 March 2019, neither any bonus shares or shares issued for consideration other than cash that have been issued nor any shares that have been bought back except as disclosed in point (i) above

(iii)Particulars of shareholders holding more than 5% equity shares	As at 31 March 2020		As at 31 March 2019	
	Number of shares	% of holding	Number of shares	% of holding
Equity shares, fully paid up held				
Mr Ram Kishan Verma (Managing director)	10,14,172	75.29%	10,14,172	75.29%
Accelerating Education and Development Private Limited	-	-	-	-
Mr. Lokesh Khandelwal (Director till February 2019)	80,310	5.96%	80,310	5.96%

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

(All amounts in INR lakhs, unless otherwise stated)

18. Other equity	**As at 31 March 2020**	**As at 31 March 2019**
A. Reserves and surplus		
i. Retained earnings		
Balance at the commencement of the year	(24,692)	(23,518)
Movement during the year	4,591	(1,174)
Transactions with owners	-	-
Balance at the end of the year	**(20,101)**	**(24,692)**
ii. General reserve		
Balance at the commencement of the year	2,291	2,291
Movement during the year		-
Balance at the end of the year	**2,291**	**2,291**
Total reserves and surplus (A) [i+ii+iii]	**(17,810)**	**(22,401)**
B. Other comprehensive income		
Re-measurement gains on defined benefit liability		
Balance at the commencement of the year	24	36
Movement during the year	32	(12)
Balance at the end of the year	**56**	**24**
Total other comprehensive income	**56**	**24**
Total other equity (A+B)	**(17,754)**	**(22,377)**

ii. General reserves: Capitalisation of general reserve is on account of bonus shares issued during the financial year 2014-15

iii. Other comprehensive income: This amount pertains to remeasurement of defined benefit liabilities comprises actuarial gains and losses.

(All amounts in INR lakhs, except share/debenture data unless otherwise stated)

19. Borrowings	As at 31 March 2020	As at 31 March 2019
Non-current		
Loan from financial institution (secured) [refer note (i) below]	6,000	8,125
Debentures (secured)		
Series A [refer note (ii) below]	6,000	8,125
Series B [refer note (ii) below]	8,160	11,050
	20,160	**27,300**
Current		
Loan		
from financial institution (secured) [refer note (i) below]	3,250	1,875
from related party - director (unsecured) [refer note (iii) below]	109	314
Debentures (secured)		
Series A [refer note (ii) below]	3,250	1,875
Series B[refer note (ii) below]	4,420	2,550
Bank overdraft [refer note (iv) below]	-	1,455
	11,029	**8,069**
Less: Amount shown under "other financial liabilities" (refer note 20)	(10,920)	(6,300)
	109	**1,769**

(i) Loan from financial instituition

On 15 December 2017, the Company had acquired 100% shares of AEDPL against a purchase consideration of INR 1 (Refer Note 47).

In the financial year 2016-17, AEDPL has taken a long term loan from KKR India Financial Services Limited amounting to INR 12,500 bearing interest rate of 13.5% p.a and drip fees of 1%. This loan is secured against lien marked on AEDPL's bank account, personal guarantee of Sh. R K Verma (as Promoter of AEDPL). In the financial year 2017-18, part of the above loan amounting to INR 6,000 was assigned by KKR India Financial Services Limited to L&T Finance under the same terms. Maturity profile of the term loans is as under:

Financial year	As at 31 March 2020	As at 31 March 2019
2018-19		-
2019-20	1,125	1,875
2020-21	2,125	2,125
2021-22	2,125	2,125
2022-23	2,125	2,125
2023-24	1,750	1,750

(ii) Debentures (secured)

Series A:

In the financial year 2016-17, AEDPL issued 12,500 "Series -A" debentures having the face value of INR 1 each. These debentures have a coupon interest rate of 5% p.a, redemption premium of 8.5% p.a, and drip fees of 1%. These debentures are secured against lien marked on AEDPL's bank account, personal guarantee of Sh. R K Verma (as Promoter of AEDPL) and 495,703 Equity Shares of Resonance Eduventures Limited held by AEDPL which are pledged to Vistra ITCL (India) Limited (trustee). Maturity profile of the Series A

Financial year	As at 31 March 2020	As at 31 March 2019
2018-19		-
2019-20	1,125	1,875
2020-21	2,125	2,125
2021-22	2,125	2,125
2022-23	2,125	2,125
2023-24	1,750	1,750

Series B:

In the financial year 2016-17, AEDPL issued 17,000 "Series -B" debentures having the face value of INR 1 each. These debentures have a coupon interest rate of 5% p.a, redemption premium of 9% p.a, and drip fees of 0.5%. These debentures are secured against lien marked on AEDPL's bank account, personal guarantee of Sh. R K Verma (as Promoter of AEDPL) and 495,703 Equity Shares of Resonance Eduventures Limited held by AEDPL which are pledged to Vistra ITCL (India) Limited (trustee). Maturity profile of the Series B

Financial year	As at 31 March 2020	As at 31 March 2019
2018-19		-
2019-20	1,530	2,550
2020-21	2,890	2,890
2021-22	2,890	2,890
2022-23	2,890	2,890
2023-24	2,380	2,380

(iii) AEDPL has taken an interest free unsecured loan taken from its director which is repayable on demand.

(iv) Bank overdraft from ICICI Bank Limited is repayable on demand and is obtained at a effective rate of 8% i.e MCLR + Spread of 7.85% + 0.15%.

(All amounts in INR lakhs, except share/debenture data unless otherwise stated)

20. Others financial liabilities	As at 31 March 2020	As at 31 March 2019
Non-current		
Payable against acquisition of shares*	-	100
Securities received from students	261	225
Security deposits received from employees	2	-
Lease equilisation reserve	-	24
Debentures redemption interest**	-	3,931
Interest accrued but not due on loan	-	1,529
	263	**5,809**
Current		
Current maturities of long-term debts (Refer note 19)	10,920	6,300
Payable against acquisition of shares*	200	100
Payable towards capital creditors	-	137
Payable to employees	2,964	3,028
Securities received from students	991	752
Payable to students	-	14
Security deposits received from associates	15	13
Security deposits received from employees	84	49
Advance against sale of property	21	-
Book overdraft	-	449
Lease equilisation reserve	-	6
Debentures redemption interest**	4,130	907
Advance received from associates	-	8
Interest accrued but not due on	-	
-Debentures	1,620	352
-Loan	-	-
	20,945	**12,116**

*Payable to shareholders of BASE Educational Services Private Limited pursuant to share purchase agreement, dated 12 August 2015 for acquisition of its shares.
**"Redemption Interest" means sum payable on the repayment of any principal amounts of monies of the Debentures, at scheduled maturity or acceleration or otherwise, such that on such principal monies an IRR equal to the Fixed Rate is received by the relevant Series A and Series B Debenture Holder respectively. Out of total Redemption Interest 20% amount is payable in subsequent year.

21. Lease Liabilities	As at 31 March 2020	As at 31 March 2019
Non-current		
Lease liability	322	-
	322	**-**
Current		
Lease liability	480	-
	480	**-**

22. Provisions	As at 31 March 2020	As at 31 March 2019
Non-current		
Gratuity	111	457
Compensated absences	464	801
	575	**1,258**
Current		
Gratuity	707	216
Compensated absences	549	323
	1,256	**539**

(All amounts in INR lakhs, except share/debenture data unless otherwise stated)

23. Deferred tax liabilities (net)

	As at 31 March 2020	As at 31 March 2019
Deferred tax liabiliies	714	1,084
	714	**1,084**

A. Recognised deferred tax assets and liabilities

	As at 31 March 2020	As at 31 March 2019
Deferred tax asset		
Employee benefits	357	469
Loss allowance	43	18
Security deposit received measured at amortised cost	-	2
Lease equilisation reserve	-	10
Others	138	96
Total	**538**	**595**
Deferred tax liabilities		
Property, plant and equipment and intangibles assets	1,193	1,624
Security deposit received measured at amortised cost	1	
Caution money received measured at amortised cost	0	(2)
Investment in mutual funds	-	57
Others	58	
Total	**1,252**	**1,679**
Offsetting of deferred tax assets and liabilities		
Net deferred tax assets	-	-
Net deferred tax liabilities	**(714)**	**(1,084)**

24. Other non-current liabilities

	As at 31 March 2020	As at 31 March 2019
Contract liability (advance from customers)	12	137
Deferred amount on caution money	31	65
	43	**202**

25. Trade Payables

	As at 31 March 2020	As at 31 March 2019
Total outstanding dues of micro enterprises and small enterprises	0	64
Total outstanding dues of creditors other than micro enterprises and small enterprises	2,670	1,690
	2,670	**1,754**

*Refer Note 44 for MSMED disclosure.

27. Current tax liabilities (net)

	As at 31 March 2020	As at 31 March 2019
Provision for income tax (net of advance tax)	1,528	212
	1,528	**212**

26. Other current liabilities

	As at 31 March 2020	As at 31 March 2019
Contract liability (advance from customers)	10,457	12,214
Deferred amount on caution money	8	-
Statutory dues payable	1,092	1,543
	11,557	**13,757**

(All amounts in INR lakhs, unless otherwise stated)

27. Revenue from operations	For the year ended 31 March 2020	For the year ended 31 March 2019
Sale of services	38,889	41,650
	38,889	**41,650**

Disaggregate revenue information

The table below presents disaggregated revenues from contracts with customers by major service lines. The Company believes that the disaggregation best depicts how the nature, amount, timing and uncertainty of revenues and cash flows are affected by industry, market and other economic factors.

	For the year ended 31 March 2020	For the year ended 31 March 2019
Coaching Fees(net of awards and prizes)	37,010	39,242
Prospectus fee	247	327
Distance learning programme fee	904	1,253
Franchise income	1	3
Professional fees	727	825
	38,889	**41,650**

Changes in contract assets are as follows:

	As at 31 March 2020	As at 31 March 2019
Balance at the beginning of the year	-	-
Revenue recognised during the year	38,889	41,650
Invoices raised during the year	-	-
Translation exchange difference	-	-
Balance at the end of the year	**38,889**	**41,650**

28. Other income	For the year ended 31 March 2020	For the year ended 31 March 2019
Interest income on		
- Bank deposits	13	57
- Loan	286	527
- Inter Corporate Deposits	-	180
- Service Tax Refund	11	4
- Others	239	137
Change in fair value of investments	6	272
Profit on sale of investement	55	
Rental income	45	29
Profit on sale of property, plant and equipment	-	0
Management fees	112	74
Provision no longer required written back	-	2
Miscellaneous income	222	86
Royalty income	20	15
Transfer fees	-	9
Test fees	-	29
Hostel fees	14	79
Caution Money written back	141	31
	1,164	**1,531**

* All the above other income are related to the Company's normal business activities. The classification of other income as recurring/non-recurring and related /not related to business activity is based on the current operations and business activities of the Company as determined by the management.

29. Employee benefits expense	**For the year ended 31 March 2020**	**For the year ended 31 March 2019**
Salaries, wages and bonus	19,705	20,857
Contribution to provident and other funds	616	637
Staff welfare expenses	219	271
	20,540	**21,765**

30. Finance cost	**For the year ended 31 March 2020**	**For the year ended 31 March 2019**
Interest expense on		
-Bank	19	67
-Loan *	-	1,686
-Others	436	89
-Debentures*	-	1,380
Bank charges	23	45
Provision for redemption interest on Debentures*	-	2,426
Drip Fee	67	295
	545	**5,988**

* Non-provision of interest on borrowed funds: The company, AEDPL, took a loan in the form of Non-convertible debentures & term loan of Rs. 420 Crores from various lenders , with a moratorium of payment for first eighteen month against which the company has repaid only 185 Crores. The management is in negotiation with the lenders for the waiver of the interest, drip fee and redemption premium due . The Company management hopes to get a favourable response from them, especially in view ongoing pandemic, and hence no provision has been made for the interest payable on the borrowed funds. Non-provisioning of the interest has resulted in understatement of loss for the year by Rs 51.2 Cr

31. Depreciation and amortisation expense	**For the year ended 31 March 2020**	**For the year ended 31 March 2019**
Depreciation of property, plant and equipment (refer Note 3)	697	702
Amortisation of intangible assets (Refer Note 5)	46	46
Depreciation of right to use assets (refer Note 4)	2,554	321
	3,297	**1,069**

32. Other expenses	**For the year ended 31 March 2020**	**For the year ended 31 March 2019**
Printing, Consumption of stores, stationery and consumables	1,409	1,586
Electricity	714	676
Rent	415	2,628
Repairs	605	772
Advertisment	1,943	2,284
Legal and professional expenses	1,120	1,059
Insurance	29	27
Rates and taxes	115	198
Student welfare	632	672
Business development	144	235
Travelling expenses	401	519
Postage and courier	88	172
Communication expenses	204	257
Office expenses	231	244
Function expenses	125	212
Printing and stationery	18	32
Security services	201	199
Test expenses	345	352
Award and prizes	78	220
Commission	2	-
Fixed assets written off	-	14
Laundry expenses	11	12
Hostel expense	32	32
Mess expenses	217	241
Corporate Social Responsibility Expenses*	23	20
Auditor's remuneration**	21	69
Vehicle running and maintenance	2	2
Loss on sale of property,plant and equipment	14	18
Loss allowance on trade receivables	120	18
Bad debts/ advance written off	3	67
Assets written off	21	-
Provision for doubtful	357	
Preliminary Expenses written off	-	-
Miscellaneous expenses	120	119
	9,761	**12,957**

****Auditor's remuneration**

	For the year ended 31 March 2020	**For the year ended 31 March 2019**
Audit fess	16	55
In other capacity:		
other matters	2	10
reimbursement of expenses	3	4
	21	**69**

33. Earning per share (EPS)	**For the year ended 31 March 2020**	**For the year ended 31 March 2019**
Profit attributable to equity shareholders (INR in lakhs) (A)	4,591	(1,174)
Weighted average number of equity shares oustanding during the year (in numbers) (B)	13,47,076	13,47,076
Basic and diluted earnings per share (in INR) (A/B)	341	(87)

(All amounts in INR lakhs, unless otherwise stated)

34 Financial instruments - Fair values and risk management

A Accounting classifications and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy:

As at 31 March 2020

	Hierarchy	FVTPL	FVTOCI	Amortised cost	Total
Financial assets measured at fair value					
Investments in mutual funds	Level 1	905	-	-	905
Financial assets not measured at fair value					
Cash and cash equivalents		-	-	940	940
Trade receivables		-	-	634	634
Bank balances other than cash and cash equivalents		-	-	16	16
Loan to employees		-	-	890	890
Loans to others		-	-	56	56
Loans to related parties		-	-	5,390	5,390
Security deposits	Level 3	-	-	982	982
Inter Corporate Deposits		-	-	1,705	1,705
Others		-	-	161	161
		905	**-**	**10,775**	**11,680**
Financial liabilities not measured at fair value					
Borrowings		-	-	20,269	20,269
Trade payables		-	-	2,670	2,670
Others		-	-	21,208	21,208
		-	**-**	**44,147**	**44,147**

As at 31 March 2019

	Hierarchy	FVTPL	FVTOCI	Amortised cost	Total
Financial assets measured at fair value					
Investments in mutual funds	Level 1	1,923	-	-	1,923
Financial assets not measured at fair value					
Cash and cash equivalents		-	-	1,114	1,114
Trade receivables		-	-	618	618
Bank balances other than cash and cash equivalents		-	-	316	316
Loan to employees		-	-	1,063	1,063
Loans to others		-	-	425	425
Loans to related parties		-	-	4,478	4,478
Security deposits	Level 3	-	-	1,011	1,011
Inter Corporate Deposits		-	-	1,455	1,455
Others		-	-	270	270
		1,923	**-**	**10,750**	**12,673**
Financial liabilities not measured at fair value					
Borrowings		-	-	29,069	29,069
Trade payables		-	-	1,690	1,690
Others		-	-	17,925	17,925
		-	**-**	**48,684**	**48,684**

Fair value hierarchy

The table below analyses financial instruments carried at fair value,
• Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
• Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
• Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As of 31 March 2020 and 31 March 2019, the fair value of cash and bank balances, trade receivables, other current financial assets and liabilities, borrowings, trade payables approximate their carrying amount largely due to the short term nature of these instruments.
For other financial assets and liabilities that are measured at amortised cost, the carrying amounts approximate the fair value. The carrying amounts of financial assets and liabilities are considered to be the same as their fair values.

B. Measurement of fair values

Valuation techniques and significant unobservable inputs
The following table shows the valuation techniques used in measuring fair values for financial instruments measured at fair value in the balance sheet, as well as the significant unobservable inputs used.

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Financial instruments measured at fair value			
Investment in mutual funds	The fair value of investment in quoted mutual funds is based on the current bid price of respective investment as at the Balance Sheet date.	Not applicable.	Not applicable.
Financial instruments not measured at fair value			
Other financial assets and liabilities*	***Discounted cash flows:*** The valuation model considers the present value of expected payment, discounted using a risk-adjusted discount rate.	Not applicable.	Not applicable.

*Other financial assets include trade receivables, loans to employees, security deposits, cash and cash equivalents, bank deposits and interest accrued. Other financial liabilities include trade payables, security deposits and payable towards capital creditors

(All amounts in INR lakhs, unless otherwise stated)

C. Financial Risk Management

The Group has exposure to the following risks arising from financial instruments:
-Credit risk
-Liquidity risk

i. Risk Management Framework:
The Group is exposed to various risks in relation to financial instruments. The Group's financial assets and liabilities by category are summarised in note 31A. The main types of risks that the Group is exposed to are credit risk and liquidity risk.The Group's risk management is coordinated at its corporate office, in close cooperation with the board of directors, and focuses on actively securing the Group's short to medium-term cash flows by minimising the exposure to volatile financial markets. The Group does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Group is exposed are described below.

ii. 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; loans and investments. Credit risk encompasses both, the direct risk of default and the risk of deterioration of credit worthiness as well as concentration of risks. The carrying amounts of financial assets represent the maximum credit risk exposure.

Credit risk on cash and cash equivalents and bank deposits is limited as the Group generally deals with banks with high credit ratings assigned by domestic credit rating agencies. Investments primarily include investment in mutual fund. The loans primarily represents interest free security deposits refundable on the completion of the term as per the contract and loan to employees. The credit risk associated with such deposits is relatively low.

The Group uses expected credit loss model to assess the impairment loss. The Group uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available internal credit risk factors such as the Group's historical experience for customers. Based on the business environment in which the Group operates, management considers that the trade receivables are in default (credit impaired) if the payments are more than 180 days past due. The Group based upon past trends determine an impairment allowance for loss on receivables.

The Group's exposure to credit risk for trade receivables and loans by geographic region is as follows.

	Carrying amount	
	As at 31 March 2020	As at 31 March 2019
India	634	618
	634	618

The following table provides information about the exposure to credit risk and expected credit loss for trade receivables:

As at 31 March 2020

Particulars	Gross carrying amount	Weighted average loss rate	Loss allowance
Current (not past due)	33		-
1-90 days past due	45	1%	0
91-180 days past due	319	2%	7
181-270 days past due	102	5%	5
270-360 days past due	55	11%	6
More than 361 days past due	244	53%	130
Specific provision created		0%	
	799		**149**

As at 31 March 2019

Particulars	Gross carrying amount	Weighted average loss rate	Loss allowance
Current (not past due)			
1-90 days past due	268	0%	1
91-180 days past due	89	1%	1
181-270 days past due	180	3%	6
270-360 days past due	81	7%	6
More than 361 days past due	55	16%	9
Specific provision created	-	0%	32
	673		**55**

Movements in the allowance for impairment in respect of trade receivables:
The movement in the allowance for impairment in respect of trade receivables is as follows:

Particulars	As at 31 March 2020	As at 31 March 2019
Balance at the beginning of the year	55	7
Net measurement of loss allowance	94	48
Balance at the end of the year	**149**	**55**

(All amounts in INR lakhs, unless otherwise stated)

iii. Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group aims to maintain the level of its cash and cash equivalents at an amount in excess of expected cash outflows on financial liabilities (other than trade payables). The Group also monitors the level of expected cash inflows on trade receivables and loans together with expected cash outflows on trade payables and other financial liabilities.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include contractual interest payments and exclude the impact of netting arrangements.

As at 31 March 2020

		Contractual cashflows				
Particulars	**Carrying amount**	**Total**	**Less than one**	**1-2 years**	**2-5 years**	**More than 5**
Borrowings	20,269	20,269	109	14,280	5,880	-
Trade payables	2,670	2,670	2,670	-	-	-
Other financial liabilities	21,208	21,208	20,945	191	72	-
	44,147	**44,147**	**23,724**	**14,471**	**5,952**	**-**

As at 31 March 2019

		Contractual cashflows				
Particulars	**Carrying amount**	**Total**	**Less than one year**	**1-2 years**	**2-5 years**	**More than 5 years**
Borrowings	29,069	29,069	1,769	27,300	-	-
Trade payables	1,690	1,690	1,690	-	-	-
Other financial liabilities	17,925	17,925	12,116	5,752	57	-
	48,684	**48,684**	**15,575**	**33,052**	**57**	**-**

35. Segment information

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Group's Chief Operating Decision Maker (CODM) to make decisions about resources to be allocated to the segments and assess their performance. The Company is primarily engaged in the business of imparting coaching by various modes and is viewed by the CODM as a single primary business segment.

(All amounts in INR lakhs, unless otherwise stated)

36. Assets and liabilities relating to employee benefits

	As at 31 March 2020	As at 31 March 2019
Net defined benefit liability - Gratuity plan	818	673
Total employee benefit assets (Non- current)	**818**	**673**
Provision for employee benefits		
Compensated absences	1,013	1,125
Gratuity	818	673
Total employee benefit liabilities	**1,831**	**1,798**
Non-current	575	1,258
Current	1,256	539
Total	**1,831**	**1,797**

For details about the related employee benefit expenses, see Note 29

The Group operates the following post-employment benefit plans.

Post employment obligations

a) Provident fund

The Group makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident Fund and Employee State Insurance Corporation which is a defined contribution plan. The Group has no obligations other than to make the specified contributions. The contributions to defined contribution plans are recognised as an employee benefit expense in the Statement of Profit and Loss in the periods during which the related services are rendered by them.

b) Gratuity

The Group has a defined benefit gratuity plan. The gratuity plan of India is governed by the Payment of Gratuity Act, 1972. Under the Act, employees who are in continuous service of five years are entitled to specific benefit. The level of benefits provided depends on the employees length of service and salary at retirement age.

i. Reconciliation of the net defined benefit liability

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit liability and its components.

i. Reconciliation of present value of defined benefit obligation

	As at 31 March 2020	As at 31 March 2019
Balance at the beginning of the year	1,807	1,487
Benefits paid	(285)	(77)
Current service cost	166	279
Past service cost	-	-
Interest cost	135	115
Actuarial (gain)/loss recognised in other comprehensive income	(51)	3
Balance at the end of the year	**1,771**	**1,807**

(All amounts in INR lakhs, unless otherwise stated)

ii. Reconciliation of the present value of plan assets	**As at 31 March 2020**	**As at 31 March 2019**
Balance at the beginning of the year	1,134	1,111
Contributions paid into the plan	8	10
Benefits paid	(266)	(72)
Return on plan assets recognised in other comprehensive income	77	85
Balance at the end of the year	**953**	**1,134**
Net defined benefit liability	**818**	**673**

iii. Expense recognised in profit or loss

	For the year ended 31 March 2020	**For the year ended 31 March 2019**
Current service cost	166	279
Past service cost	-	-
Interest cost	135	115
Interest Income	(87)	(87)
Balance at the end of the year	**214**	**307**

iv. Remeasurements recognised in other comprehensive income

	For the year ended 31 March 2020	**For the year ended 31 March 2019**
Actuarial (gain)/loss on defined benefit obligation		
- financial assumptions	(24)	8
- experience adjustment	91	(15)
Balance at the end of the year	**67**	**(7)**

v. Actuarial assumptions

Principal actuarial assumptions at the reporting date:

Particulars	**As at 31 March 2020**	**As at 31 March 2019**
Discount rate	6.31%	7.66%
Future salary growth	7.00%	8.00%
Retirement age (years)	60 years	60 years
Withdrawal rate		
-18 to 30 years	43%	43%
-30 to 44 years	13%	13%
-44 to 60 years	10%	10%
Mortality	IALM 2006-08 ultimate	

The actuarial valuation is carried annualy by an independent actuary. The discount rate used for determining the present value of obligation under the defined benefit plan is determined by reference to market yields at the end of the reporting period on Indian Government Bonds. The currency and the term of the government bonds is consistent with the currency and term of the defined benefit obligation.

vi. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

	For the year ended 31 March 2020		**For the year ended 31 March 2019**	
	Increase	**Decrease**	**Increase**	**Decrease**
Discount rate (0.5% movement)	(36)	39	(58)	61
Future salary growth (0.5% movement)	33	(32)	60	(58)
Attrition rate (1% movement)	(1)	2	(0)	0

(All amounts in INR lakhs, unless otherwise stated)

37. Leases

Operating lease - Group as lessee

The Group has entered into operating lease arrangements for the leasing of office premises that are renewable on a periodic basis and cancellable at the Group's option.

i. Future minimum lease payments

At reporting date, the future mininum lease payments to be made under non-cancellable operating leases are as follows:

	As at 31 March 2020	As at 31 March 2019
Payable in less than one year	369	593
Payable between one and five years	237	367
Payable in more than five years	199	321
	805	**1,281**

	For the year ended 31 March 2020	For the year ended 31 March 2019
ii. Amounts recognised in profit or loss		
Lease expense - minimum lease payments	2,142	2,628
	2,142	**2,628**

38. Capital management

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital, as well as the level of dividends to equity shareholders. The Group monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total liabilities less cash and cash equivalents. Adjusted equity comprises all components of equity.

The Group's adjusted net debt to equity ratio at reporting date was as follows:

	As at 31 March 2020	As at 31 March 2019
Total liabilities	60,622	65,800
Less: cash and cash equivalents	940	1,114
Adjusted net debt	**59,682**	**64,686**
Total equity	(17,619)	(22,242)
Adjusted net debt to equity ratio	**(3.39)**	**(2.91)**

39. Contingent liabilities and commitments

(to the extend not provided for)

Contingent liabilities

	As at 31 March 2020	As at 31 March 2019
i. Disputed liabilities not acknowledged as debts		
in respect of service tax matters	113	228
in respect of sales tax/VAT matters	483	483
in respect of income tax matters	88	12
in respect of statutory bonus	62	62
	746	**784**

The above matters are subject to legal proceedings in the ordinary course of business. The legal proceedings when ultimately

	As at 31 March 2020	As at 31 March 2019
Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	42	27

Other Matters

Pursuant to recent judgement by the Hon'ble Supreme Court dated 28 February 2019, it was held that basic wages, for the purpose of provident fund, to include special allowances which are common for all employees. However, there is uncertainty with respect to the applicability of the judgement and period from which the same applies. Owing to the aforesaid uncertainty and pending clarification from the authorities in this regard, the Group has not recognised any provision for the periods prior to 28 February 2019. Further, management also believes that the impact of the same on the Company will not be material.

(All amounts in INR lakhs, unless otherwise stated)

40 Related parties

A. List of related parties and nature of relationship

Nature of relationship	Name of the related party	Country
Persons having sigificant influence:	Mr Ram Krishan Verma	India
	Mr. Chanda Lal Verma	India
	Mr Sunita Verma	India
	Lokesh Kumar Khandelwal	India
	Mr. Asheesh Sharma	India
	Mr Praveen Verma, Director's brother	India
	Mrs Priyanka Khandelwal , Spouse of CEO	India
	Mr. Ram Gopal Verma, Director's Son in Law	India
	Ms Drishti Verma , Director's Daughter	India
Enterprises over which persons/enity having control over the Company have control or significant influence:	Shri Sewaram Charitable Trust	India
	Base Charitable Trust	India
	FEAT Shikshana Samithi	India

B. List of Key Management Personnel

Name of the related party	Nature of relationship
Mr Ram Krishan Verma	Managing Director
Mr. Chanda Lal Verma	Director
Mr Sunita Verma	Director
Mr. Asheesh Sharma	Chief Executive Officer (till December 2019)

C. Transactions with related parties

Particulars	For the year ended 31 March 2020	For the year ended 31 March 2019
Loans and Advances Given		
Base Charitable Trust	898	1,083
Shri Sewaram Charitable Trust	-	1,400
FEAT Shikshana Samithi	154	-
Loans and Advances received		
Base Charitable Trust	677	522
Shri Sewaram Charitable Trust	-	-
FEAT Shikshana Samithi	47	-
Interest Income		
Base Charitable Trust	195	-
Shri Sewaram Charitable Trust	-	178
FEAT Shikshana Samithi	41	-
Professional Fees		
Mrs Priyanka Khandelwal	1	2
Travelling Exp.		
Mr. Praveen Verma	0	-
Tuition Fees		
Ms Drishti Verma	1	-
Scholarship Given		
Ms Drishti Verma	0	-
Advance paid		
Mr Ram Krishan Verma	35	-

(All amounts in INR lakhs, unless otherwise stated)

D. Balance outstanding with related parties for the year ended

Particulars	**As at 31 March 2020**	**As at 31 March 2019**
Loans to related parties (including interest accrued)		
Base Charitable Trust	2,473	2,055
Shri Sewaram Charitable Trust	2,401	2,223
FEAT Shikshana Samithi	515	-
Interest accrued but not due		
Base Charitable Trust	176	22
Shri Sewaram Charitable Trust	-	178
FEAT Shikshana Samithi		
Balance outstanding at year end		
Salary Payable		
- Mr. Chanda Lal Verma	5	3
- Mr Sunita Verma	2	1
- Lokesh Kumar Khandelwal	-	40
- Mr. Asheesh Sharma	25	71
- Mr Ram Krishan Verma	-	-
- Mr Praveen Verma	3	2
Loans and advances to related parties		
- Mr Ram Krishan Verma	35	7

All transactions with these related parties are priced on arm's length basis and resulting outsanding balances are to be settled in cash within six months of the reporting date.

E. Key management personnel compensation

Particulars	**For the year ended 31 March 2020**	**For the year ended 31 March 2019**
Mr Ram Krishan Verma	184	182
Mr. Chanda Lal Verma	27	27
Mr Sunita Verma	8	8
Lokesh Kumar Khandelwal	-	217
Mr. Asheesh Sharma	145	224
Mr Praveen Verma	12	12

41. Consolidation adjustments due to cross holding:

Accelarating Education and Development Private Limited (AEDPL) purchased 495,703 shares representing 26.90% of equity share capital of Resonance Eduventures Limited (REL) for a total consideration of INR 42,237 in December 2016.

During the FY 17-18 , REL acquired 100% share capital of Accelarating Education and Development Private Limited on 15 December 2017 and accordingly AEDPL became a wholly owned subsidiary of REPL. Below is the summary of the adjustments made in the consolidated financials of the group on account of cross holding investment within the group:

Particulars	**Amount (INR)**
Adjustment in share capital of the Group	49
Adjustment in securities premium of the Group	8,649
Adjustment in reserves and surplus of the Group	29,035
Adjustment of previous year loss of AEDPL before acquisition - included in (loss) for the year in reserves and surplus of the Group	4,504
Total consolidation adjustments due to cross holding	**42,237**

Resonance Eduventures Limited
Notes to consolidated financial statements for the year ended 31 March 2020
(All amounts in Indian Rupees in lakhs except share data and per share data, unless otherwise stated)

42. Additional information as required by Schedule III to the Companies Act, 2013
Additional information pursuant to paragraph 2 of Division II of Schedule III to the Companies Act 2013- 'General instructions for the preparation of consolidated financial statements' of Division II of Schedule III

(a) As at and for the year ended 31 March 2020

Name of the Enterprise	Net assets (total assets minus total liabilities)		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % consolidated of total comprehensive income	Amount
Parent								
Resonance Eduventures Limited	-203%	35,791	88%	4,050	144%	(34)	88%	4,016
Subsidiaries								
Base Educational Services Private Limited	-22%	3,856	13.37%	614	-44%	11	14%	625
Accelarating Education and Development Private Limited	-28%	4,999	-2%	(72)	0%	-	-2%	(72)
Non-controlling interests in Base Educational Services Private Limited)	0%	-	0%	-	0%	-	0%	-
Eliminations	353%	(62,266)	0%	-	0%	-	0%	-
Total	**100%**	**(17,619)**	**100%**	**4,592**	**100%**	**(24)**	**100%**	**4,568**

(b) As at and for the year ended 31 March 2019

Name of the Enterprise	Net assets (total assets minus total liabilities)		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % consolidated of total comprehensive income	Amount
Parent								
Resonance Eduventures Limited	-142%	31,695	-372%	4,366	126%	10	-375%	4,376
Subsidiaries								
Base Educational Services Private Limited	-15%	3,256	-34.64%	406	-26%	(2)	-35%	404
Accelarating Education and Development Private Limited	-5%	1,092	507%	(5,947)	0%	-	510%	(5,947)
Non-controlling interests in Base Educational Services Private Limited)	0%	-	0%	-	0%	-	0%	-
Eliminations	262%	(58,284)	0%	-	0%	-	0%	-
Total	**100%**	**(22,242)**	**100%**	**(1,174)**	**100%**	**8**	**100%**	**(1,167)**

Resonance Eduventures Limited
Notes to consolidated financial statements for the year ended 31 March 2020
(All amounts in Indian Rupees in lakhs except share data and per share data, unless otherwise stated)

43. Non-controlling interests

The following table summarises the information relating to Group's subsidary that has material NCI, before any intra-group eliminations:

	31 March 2020	31 March 2019
NCI percentage		
Non-current assets	-	-
Current assets	-	-
Non-current liabilities	-	-
Current liabilities	-	-
Net assets	**-**	**-**
Net assets attributable to NCI	**-**	**-**
Revenue	-	-
Revenue(attributable to NCI)		
Profit	-	-
Other comprehensive income (OCI)	-	-
Total comprehensive income	**-**	**-**
Profit allocated to NCI	-	-
OCI allocated to NCI	-	-
Total comprehensive income allocated to NCI	**-**	**-**
Net cash generated from operating activities (A)	**-**	-
Net cash used in investing activities (B)	**-**	-
Net cash flow from financing activities (C)	**-**	-
Effect of exchange rate change in cash (D)	**-**	-
Net (decrease) in cash and cash equivalents (A+B+C+D)	**-**	**-**
Net (decrease) in cash and cash equivalents (attributable to NCI)	**-**	**-**

(All amounts in Indian Rupees in lakhs except share data and per share data, unless otherwise stated)

44. Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

There are no Micro, small and medium enterprises, to whom the Group owes dues, which are outstanding for more than 45 days during the year and also as at 31st March 2020. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the Group.

Particulars	As at 31 March 2020	As at 31 March 2019
- Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	0	64
- Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
- Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
- Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
- Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
- Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
- Further interest remaining due and payable for earlier years	-	-

45. As at the year ended on 31 March 2020 and 31 March 2019, the Company is having net deferred tax liability primarily comprising of unabsorbed Depreciation and carry forward Losses under tax laws.

46. Income/ Expenditure in foreign currency

	For the year ended 31 March 20120	For the year ended 31 March 2019
Coaching Fees Received	(73)	(55)
Professional Fees	-	26
Total	**(73)**	**(29)**

47. (a) On 12 August 2015, the Company had entered into Share Purchase Agreement with Base Educational Services Private Limited ("BESPL") and its shareholders. Pursuant to this, the Company acquired 100% shares of BESPL against the purchase consideration of INR 699,467,878 in a phased manner i.e. over a period of 3 years in 3 tranches).

-1st Tranche: During the year ending 31 March 2016, on completion of the 1st tranche, the Company acquired 65% of the share capital of BESPL on 26 August 2015 for a purchase consideration of INR 495. Accordingly, BESPL became a subsidiary of the Company w.e.f 26 August 2015 .
-2nd Tranche: During the year ending 31 March 2017 , the Company further acquired 25% of the share capital of BESPL on 30 August 2016 for a purchase consideration of INR 1,248 on completion of 2nd tranche.
-3rd Tranche: And during the year ending 31 March 2018, the Company has further acquired 10% of the share capital of BESPL on 30 August 2017 for a purchase consideration of INR 810 on completion of 3rd tranche.
(b) On 15 December 2017, the Company had acquired 100% shares of AEDPL against a purchase consideration of INR 1.

48. The following amounts have been regrouped in the financials for the current year :
1. Leasehold improvements and lease hold assets have been reclassificied from Property, plant and equipment to Right to use assets and the depreciation thereon has also been reclassfied in depreciation of right to use assets
2. The gross amount required to be spent by the company during the year ended March 2019 has been incporporated in the financials
3. The loans and advances given/recieved during the year ended March 2019 have been incorporated in the financials

49. The holding company has failed to hold the Annual General Meeting for the FY 18-19 during the designated time as per Section 96 of the Companies Act 2013 and is liable to pay fine under Section 99 of the Companies Act 2013.

(All amounts in Indian Rupees in lakhs except share data and per share data, unless otherwise stated)

50. Impact of Covid-19

The World Health Organisation (WHO) declared outbreak of Coronavirus Disease (COVID-19) a global pandemic on March 11, 2020. Consequent to this, Government of India had declared lockdown in India on March 23, 2020 which impacted the overall economy and the business activities of the Company.

The Company has assessed the recoverability of receivables, inventories, other financial assets and assumptions used in the projection of the future results for testing of impairment of its Property, plant and equipment using various internal and external information up to the date of approval of these financial statements and does not anticipate any impairment to the carrying values of these financial and non-financial assets. Further, the Company has prepared cash flow projections for next 12 months essential to ensure that the Company will continue as a going concern. Based on which, the financial statements have been prepared on a going concern basis. The situation is changing rapidly giving rise to inherent uncertainty around the extent and timing of the potential future impact of the COVID-19, which may impact the estimates made by the Company in preparation of these financial statements.

51. Subsequent events
There are no subsequent events impacting the consolidated financial statements.

52. Approval of financial statements
The financial statements were approved for issue by the board of directors on July 7, 2021

For Rajesh Vipin and Associates
Chartered Accountants
ICAI Firm registration number : 023345N

Vishal Kochar
Partner
Membership no : 503636

Place : New Delhi
Date : July 7, 2021

For and on behalf of the board of directors of
Resonance Eduventures Limited

Ram Kishan Verma	**Chanda Lal Verma**
Managing Director	*Director*
DIN: 01204917	DIN : 01204861

Abhinav Gautam
Company Secretary

Place : Kota	**Place : Kota**
Date : July 7, 2021	Date : July 7, 2021

1. General Information

Resonance Eduventures Limited ("the Company") is a Company domiciled in India, with its registered office situated at A-46 & 52 CG Tower, Road No-3, IPIA Kota, Rajasthan- 325005. The Company has been incorporated under the provisions of Companies Act, 1956 on 15 March 2007. The Consolidated Financial Statements comprise the Company and its subsidiaries (referred collectively as the 'Group'). The Group is primarily involved in business of imparting coaching by various modes for various academic courses, scholarship and other competitive examinations to students aspiring for admission in/taking up these courses and examinations. During the year ended 31 March 2016,on 12 September 2015 the Company had changed its name from Resonance Eduventures Private Limited to Resonance Eduventures Limited and subsequently became a public company.

1.1 Subsidiaries of the Company

Name of the Company	Country of incorporation	% of voting power as at 31 March 2020
Base Educational Services Private Limited ("BESPL")	India	100%
Accelerating Education and Development Private Limited ("AEDPL")	India	100%

2(i) . Basis of preparation

A. Statement of compliance

These consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

B. Functional and presentation currency

These consolidated financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated.

C. Basis of measurement

These consolidated financial statements have been prepared on the historical cost basis, except for the following items :

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations

D. Use of estimates and judgements

In preparing these consolidated financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Judgements
Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the consolidated financial statements is included in the following notes:
- Leases : whether an arrangement contains a lease
- Income Taxes
- Provision and contingent liabilities
- Useful life of intangible assets and impairment test of intangible assets

Assumptions and estimation uncertainties
Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending is included in the following notes:

- Measurement of defined benefit obligations: key actuarial assumptions
- Impairment of financial assets
- recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Impairment test : key assumptions used in discounted cash flow projections

E. Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the finance head.

The finance team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the finance team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Significant valuation issues are reported to the Company's board of directors.

2(ii). **Significant accounting policies**

a. Basis of consolidation

i. Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

ii. Non-controlling interests (NCI)

NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition. Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

iii. Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognised in profit or loss.

iv. Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investee . Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment

b. Financial instruments

i. Recognition and initial measurement
Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.
A financial asset or financial liability is initially measured at fair value plus transaction costs that are directly attributable to its acquisition or issue.

ii. Classification and subsequent measurement
On initial recognition, a financial asset is classified as measured at
- amortised cost;
- Fair value through Other Comprehensive Income (FVOCI)– debt investment;
- Fair Value through Other Comprehensive Income – equity investment; or
- Fair Value through Profit or loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the year the Group changes its business model for managing financial assets.
A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:
− the asset is held within a business model whose objective is to hold assets 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.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:
− the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; 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.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment
The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:
− the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
– how the performance of the portfolio is evaluated and reported to the Group's management;
– the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
– how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
– the frequency, volume and timing of sales of financial assets in prior years, the reasons for such sales and expectations about future sales activity.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest
For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular year of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.
In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:
− contingent events that would change the amount or timing of cash flows;
− terms that may adjust the contractual coupon rate, including variable interest rate features;
− prepayment and extension features; and
− terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features)

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense is recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

iii. Derecognition

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

iv. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

C. Property, Plant and equipment

i. Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.
Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

ii. Transition to Ind AS

On transition to Ind AS, the Group has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2017, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment.

iii. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

iv. Depreciation

Asset	**Management estimate of useful life (years)**
Building	61
Furniture and fixtures	11
Plant and Machinery	6-21
Office equipment's	21
Vehicles	11

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the year over which management expects to use these assets. Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of).

D. Intangible Assets

i. Goodwill

For measurement of goodwill that arises on consolidation, refer Note 4. Subsequent measurement is cost less any accumulated impairment losses

ii. Intangible Assets

Other intangible assets are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses. Costs relating to acquisition of initial software license fee and installation costs are capitalized in the year of purchase.

iii. Subsequent expenditure
Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

iv. Transition to Ind AS
On transition to Ind AS, the Group has elected to continue with the carrying value of all of its intangible assets recognised as at 1 April 2017, measured as per the previous GAAP, and use that carrying value as the deemed cost of such intangible assets.

v. Amortisation
Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method, and is included in depreciation and amortisation in the Statement of Profit and Loss.

The estimated useful life of software is 6 years

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

E. Inventories

Inventory comprising study material is valued at cost except in cases where material prices have declined and it is estimated that the cost will exceed their net realisable value.

Inventory includes cost directly incurred to bring the inventory to their present location and condition.

F. Impairment

i. Impairment of financial instruments

The Group measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses:
- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables 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 year if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group’s historical experience and informed credit assessment and including forward- looking information.

The Group recognises loss allowances for expected credit loss on financial assets measured at amortised cost. At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have detrimental impact on the estimated future cash flows of the financial assets have occurred. Evidence that the financial asset is credit-impaired includes the following observable data:
- significant financial difficulty of the borrower or issuer;
- the breach of contract such as a default or being past due for 90 days or more;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial re-organisation; or
- the disappearance of active market for a security because of financial difficulties.

Measurement of expected credit losses
Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

Presentation of allowance for expected credit losses in the balance sheet
Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.
For debt securities at FVOCI, the loss allowance is charged to profit or loss and is recognised in OCI.

Write-off
The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

ii. Impairment of non-financial instruments

The Group's non-financial assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are Grouped together into cash-generating units (CGUs). Each CGU represents the smallest Group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

The Group's corporate assets (e.g., central office building for providing support to various CGUs) do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or Group of CGUs) on a pro rata basis.

In respect of other assets for which impairment loss has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only 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. Employee benefits

i. Short-term employee benefits
Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid e.g., under accrued expenses, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

ii. Defined benefit plans
A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefits that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise 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 OCI. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the year by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual year to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the year as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

iii. Other long-term employee benefits
The Group's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The obligation is measured on the basis of an annual independent actuarial valuation using the projected unit credit method. Remeasurements gains or losses are recognised in profit or loss in the year in which they arise.

iv. Termination benefits
Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the reporting date, then they are discounted.

v. Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the Group pays specified contributions to a separate entity and has no obligation to pay any further amounts. The Group makes specified monthly contributions towards employee provident fund to Government administered provident fund scheme which is a defined contribution plan. The Group's contribution is recognised as an expense in the Consolidated Statement of Profit and Loss during the year in which the employee renders the related service.

H. Revenue Recognition

The Group earns revenue primarily from the business of imparting coaching by various modes for various academic courses, scholarship and other competitive examinations to students aspiring for admission in/taking up these courses and examinations along with in-depth perspective to provide consultancy services to schools and colleges including teacher training, teacher plan, newer methods of learning along with effective learning techniques.

Revenue is recognised upon transfer of control of promised services to customers in an amount that reflects the consideration which the Group expects to receive in exchange for those services.

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

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

Contract liabilities primarily relate to the consideration received from customers in advance for the Group's performance obligations which is classified as advance from customers.

Significant judgements

- The Group's contracts with customers could include promises to transfer multiple services to a customer. The Group assesses the services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

- The Group exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Group considers indicators such as how the customer consumes the benefits as services are rendered or who controls the asset as it is being created or the existence of enforceable right to payment for the performance to date and the alternate use of such service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

I. Leases

The Company lease assets consist of leases for property and land . The Company assesses whether a contract contains a lease, at inception of 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 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 commencement of the lease, the Company recognise a right-of-use asset ("ROU") and a corresponding lease liability for all the lease arrangement 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 recognises the lease payments as an operating expense on a straight line basis over the term of the lease.

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

The right-of-use of asset are initially recognised at cost, which comprise 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 incentivise. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use of assets are depreciated from the commencement date on a straight line basis over the shorter of lease term and useful life of the underlying asset. Right of use of assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortised 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 incrementally 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.

Lease liability and ROU asset have been separately presented in the Balance sheet and lease payments have been classified as financing cash flows.

Transition:

Effective April 1, 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to all the leases contracts existing on April 1, 2019 using the modified retrospective method and has taken the cumulative adjustment to retained earnings, on the date of initial application. Consequently, the Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and right of use of asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the Company's incremental borrowing rate at the date if initial application. Comparatives as at and for the year ended March 31, 2019 have not been retrospectively adjusted and therefore will continue to be reported under the accounting policies included as a part of our financial statements for the year ended March 31, 2019.

On transition, the adoption of the new standard resulted in recognition of Right of Use asset of INR 2897 (Gross) with a simultaneous increase in the lease liability. The effect of this adoption is insignificant on the profit before tax, profit for the period and earnings per share. Ind AS 116 will result in an increase in cash flows from operative activities and an increase in cash outflows from financing activities on account of lease payments.

The following is the summary of practical expedients elected on initial application:

1. Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date.

2. Excluded the initial direct costs from the measurement of the right-of-use of asset at the date if initial application.

3. Applied the practical expedient to grandfather the assessment of which transactions are leases. Accordingly, Ind AS 116 is applied only to contracts that were previously identified as leases under Ind AS 17.

J. Recognition of dividend income, interest income or expense and rental income

Dividend income is recognised in profit or loss on the date on which the Group's right to receive payment is established.

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:
- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

Rental income is recognised as part of other income in profit or loss on a straight-line basis over the term of the lease except where the rentals are structured to increase in line with expected general inflation. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease.

K. Income Taxes

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

i. Current tax
Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

ii. Deferred tax

Deferred tax is not recognised for:
- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Group recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

L. Provisions, contingent liabilities and contingent assets

Provisions are recognised only when there is a present obligation as a result of past events and when a reasonable estimate of the amount of obligation can be made. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent liabilities are disclosed for (i) possible obligations which will be confirmed only by future events not wholly within the control of the Group or (ii) present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made. Contingent assets are not recognised in the financial statements but disclosed where an inflow of economic benefit is probable.

M. Earnings per share

The Group presents basic and diluted earnings per share ("EPS") for its equity shares. Basic EPS is calculated by dividing the profit or loss attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted EPS is determined by adjusting the profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential equity shares.

N. Cash and Cash Equivalents

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

Cash and cash equivalents includes bank overdrafts are form an integral part of Group's cash management.

O. Significant management judgement in applying accounting policies and estimation uncertainty

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policy. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the consolidated financial statements.

The following are significant management estimation/uncertainty and judgement in applying the accounting policies of the Company that have the most significant effect on the consolidated financial statements:

a) Recognition of deferred tax assets – The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Company's future taxable income against which the deferred tax assets can be utilized.

b) **Evaluation of indicators for impairment of assets** – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

c) **Contingent liabilities** – At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding contingent liabilities. However the actual future outcome may be different from this judgement.

d) **Impairment of financial assets** – At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit losses on outstanding receivables and advances.

e) **Defined benefit obligation (DBO)** – Management's estimate of the DBO is based on a number of underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

f) **Useful lives of property, plant and equipment** – Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utilisation of assets.

g) **Expected Credit Loss-** The impairment provisions for trade receivables is based on assumptions about risk of default and expected loss rates. The Company uses judgements in making certain assumptions and selecting inputs to determine impairment of these trade receivables, based on the Company's historical experience towards potential billing adjustments, delays and defaults at the end of each reporting period.

h) **Estimation of uncertainty relating to the global health pandemic from Covid-19-** The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements has used internal and external sources of information including credit reports and related information, economic forecasts. The Company has performed sensitivity analysis on the assumptions used and based on current estimates expects the carrying amount of these assets will be recovered. The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements.

Estimates and judgements are continuously evaluated. They are based on historical experience and other factors including expectation of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

INDEPENDENT AUDITOR'S REPORT

To the Members of Resonance Eduventures Limited

Report on the Audit of the Consolidated Financial Statements

Qualified Opinion

We have engaged to audit the accompanying Consolidated financial statements of Resonance Eduventures Limited (hereinafter referred to as the " Holding Company"/"the Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated balance sheet as at 31st March 2020, and the consolidated statement of profit and loss (including other comprehensives income),the consolidated statement of changes in equity and 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 "the consolidated financial statements")

Basis for Qualified Opinion

1) Inter Corporate Deposit given

We refer to Note 7 to the Consolidated financial statements which describes that during the current year, the group has given intercorporate deposits to an entity amounting to Rs 250 lakhs. As at 31 March 2020, the outstanding balance stood at Rs 1836 lakhs comprising inter-corporate deposits including accrued interest amounting to Rs. 131 lakhs..

According to the Management of the Group, these amounts have been mainly given for short term investment purpose. We were unable to obtain audit evidence- which could be considered sufficient and appropriate - about, the underlying commercial rationale/ purpose for such transactions relative to the size and scale of the business activities of such investees, basis of selection of the investees, procedure performed by the Group to evaluate the credit worthiness of the entities and the recoverability of these amounts. Accordingly, we are unable to determine the consequential implications arising therefrom including any adjustments, restatement, existence of related party relationship, disclosures and compliances as necessary in respect of these transactions in the consolidated financial statements of the group.

2) Non provisioning of Interest on borrowed funds

We draw attention to Note 30 to the consolidated financial statements wherein the group took a loan in the form of Non-convertible debentures and Term loan amounting to Rs. 420 Crores from various lenders , with a moratorium period of eighteen month against which the company has repaid only 185 Crores. Management has not provided for the interest for the year in the consolidated financial statements of the group resulting in the understatement of loss for the year ended March 31, 2020 by 5,120 lakhs.

According to the management, they are in negotiation with the lenders for the waiver of the interest, drip fee and redemption premium due and are hopeful to get a favourable response from them, especially in view ongoing pandemic, and hence no provision has been made for the interest payable on the borrowed funds.

3) Compounding of Offence

We draw attention to Note 49 to the consolidated financial statements wherein the holding company has failed to hold the Annual General Meeting for the FY 18-19 during the designated time as per Section 96 of the Companies Act 2013 and is liable to pay fine under Section 99 of the Companies Act 2013

Emphasis of Matter

We draw attention to Note 50 to the Consolidated financial statements, which describes the possible effects of uncertainties relating to going concern assumption and the management's assessment of impact of COVID-19 pandemic on the Group's operations and results as assessed by the management. Based on these assessments, the management has concluded that the group will continue as a going concern and will be able to meet all its obligations as well as recover the carrying amount of its assets as on 31st March, 2020.

Without qualifying our opinion, we draw attention to following matters:

a) The group has long outstanding balance of capital advances of Rs 376 lakhs (Previous year Rs 376 lakhs) . The management during the year has provided for an amount of Rs 109 lakhs and has taken necessary steps for recovery of this receivable and is hopeful for recovering the same in due course of time.
b) The group has given the loan amount to various trusts amounting to Rs 5,390 lakhs (Previous year 4,478 lakhs) comprising unsecured principal amount including accrued interest.. According to the Management of the group, these amounts have been mainly given for meeting their operational expenses. The management is of the opinion that the trusts have sufficient source of income and immovable to repay the said loan amounts.

Our opinion is not qualified in respect of this matter.

Responsibilities of Management and Those charged with Governance for the Consolidated Financial Statements

The Holding Company's management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of 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) specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid. In preparing the consolidated financial statements, the respective management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each company 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. The respective Board of Directors of the companies included in the Group is responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Standards on Auditing and to issue an auditor's report. 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 financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We are independent of the Group in accordance with the Code of Ethics and provisions of the Act that are relevant to our audit of the consolidated financial statements in India under the Act, and we have fulfilled our other ethical responsibilities in accordance with the Code of Ethics and the requirements under the Act.

Other Matters

We did not audit the financial statements of a subsidiary, whose financial statements reflect total assets of Rs. 42,281 lakhs as at 31 March 2020, total revenues of Rs. 731 lakhs and net cash outflows amounting to Rs. 15 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditor whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the this subsidiary and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the audit reports of the other auditor. Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditor

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and in consideration of the audit report of other auditor , we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, In our opinion, proper books of account as required by law have been kept by the group so far as it appears from our examination of those books.

   c) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, In our opinion, the balance sheet, the statement of profit and loss including other comprehensive loss, the cash flow statement and statement of changes in equity dealt with by this report are in agreement with the books of account.

d) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, In our opinion, the aforesaid Consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

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 the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31^{st} March, 2020 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 Holding Company and its subsidiary companies, and their operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditor on separate financial statements of the subsidiary, as noted in the 'Other Matters' paragraph

   i. Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, In our opinion the group has disclosed the impact of pending litigations as at 31 March 2020 on its financial position in its Consolidated financial statements- Refer Note 39 to the Consolidated financial statements

   ii. Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, The group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

   iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding company and its subsidiary companies during the year ended 31 March 2020.

iv. With respect to the matter to be included in the Auditor's report under section 197(16):

The managerial remuneration for the year ended 31 March 2020 has been paid/provided by the Holding Company and its subsidiary companies to its directors is in accordance with the provisions of Section 197 read with Schedule V of the Act.

For Rajesh Vipin & Associates
Chartered Accountants
(Firm Registration No. 023345N)

Vishal Kochhar
Partner
(Membership No. 503636)
UIDN No.

Place: New Delhi
July 7, 2021

Annexure A to the Independent Auditors' report on the consolidated financial statements of Resonance Eduventures Limited for the year ended 31 March 2020

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph (h) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

We were engaged to audit the internal financial controls with reference to consolidated financial statements of Resonance Eduventures Limited (hereinafter referred to as the "Holding Company" / "the Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which are incorporated in India, as of 31 March 2020, in conjunction with our audit of the consolidated financial statements of the Group for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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 Companies Act, 2013 (hereinafter referred to as "the Act").

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting with reference to consolidated financial statements based on 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 judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting with Reference to Consolidated Financial Statements

A company's internal financial control over financial reporting with reference to consolidated financial statements 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 with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the 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 with Reference to Consolidated Financial Statements

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Group has, in all material respects, an adequate internal financial controls system over financial reporting with respect to consolidated financial statements and such internal financial controls over financial reporting with respect to consolidated financial statements were operating effectively as at March 31, 2020, based on the criteria for internal financial control over financial reporting with respect to consolidated financial statements established by the group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to a subsidiary company, which is a company incorporated in India, is based on the corresponding report of the auditor of such company incorporated in India

For Rajesh Vipin & Associates
Chartered Accountants
(Firm Registration No. 023345N)

Vishal Kochhar
Partner
(Membership No. 503636)
UIDN No.

Place: New Delhi
July 7, 2021