Resonance®
Educating for better tomorrow

2018-19

13th 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

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CIN: U80302RJ2007PLC024029

NOTICE OF THE THIRTEENTH ANNUAL GENERAL MEETING

Notice is hereby given that the **Thirteenth Annual General Meeting** of the Members of **Resonance Eduventures Limited** will be held on Thursday, 04^{th} day of March, 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 Balance Sheet of the Company as on March 31, 2019, Statement of Profit & Loss and Cash Flow Statement including the Consolidated Financial Statements for the year ended on that date, 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 Annual Accounts of the Company i.e. Balance Sheet as on March 31, 2019 Statement of Profit & Loss and Cash Flow Statement including the Consolidated Financial Statements for the year ended on that date, together with the Auditors' and Directors' Reports, presented to the members, be and are hereby approved & adopted."

2. **To consider re-appointing Mrs. Sunita Verma (DIN: 01204955), who retires by rotation and being eligible, offers herself 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), Mrs. Sunita Verma (DIN: 01204955) who retires at this Thirteenth Annual General Meeting, offers himself for re-appointment, be and is hereby approved to be re-appointed as a Director of the Company, liable to retire by rotation."

3. **<u>To approve the appointment of Auditor to fill the casual vacancy caused by the resignation , approved in the Board Meeting held on 07.09.2020 and to appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the Eighteenth Annual General Meeting and to fix their remuneration</u>**

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 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the appointment of **M/S. RAJESH VIPIN & ASSOCIATES (FRN 023345N), Chartered Accountants** for the Financial Year 2019-20, as done by the Board to fill the casual vacancy caused by the resignation of **M/S B S R & Associates LLP, Chartered Accountants(FRN - 116231W/ W-100024),** to hold office until the conclusion of this **Thirteenth Annual General Meeting**, on such remuneration as may be fixed by the Board of Directors in consultation with them.**"**

"FURTHER RESOLVED THAT pursuant to provisions of Section 139, and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, **M/S RAJESH VIPIN & ASSOCIATES (FRN 023345N),**be and is hereby appointed as the Statutory Auditors of the Company for a period of 5 (Five) consecutive years and to hold the office from the conclusion of this **Thirteenth Annual General Meeting to until the conclusion of Eighteenth Annual General Meeting of the Company** and on a remuneration as mutually agreed and reimbursement of actual expenses that may be incurred by the auditors in the performance of their duty as auditors of the company in conducting audit for the Financial year 2019-20."

"FURTHER RESOLVED THAT any of the Board of Directors, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies."

4. **<u>To consider ratification of remuneration paid to M/s K. G. Goyal & Associates as the Cost Auditor of the company for the financial year 2019-20</u>**

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 Cost Auditors be and hereby appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2019-20 at a remuneration of Rs.2,00,000/- per annum(Plus applicable taxes and re-imbursement out of pocket expenses) be and is hereby ratified.

RESOLVED FURTHER THAT any of the director of the Company be and is hereby authorized to do all acts including filling e-form(s) and any the document(s)to the Registrar of Companies, Jaipur, in respect of appointment of the Cost Auditors for the financial year2019-20.

By the Order of the Board of Directors,

Abhinav Gautam
Company Secretary
Kota
Date: 04.02.2021
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 04th day of March , 2021 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

Since the previous auditors M/S B S R & ASSOCIATES LLP, CHARTERED ACCOUNTANTS have resigned as Statutory Auditors of the Company which has caused casual vacancy. To fill such casual vacancy , the Board of Directors of the Company, has proposed M/S. RAJESH VIPIN & ASSOCIATES (FRN 023345N), Chartered Accountants as the Statutory Auditors of the Company upto the Thirteenth Annual general Meeting of the Company and thereafter for 5 (five) consecutive Financial Years. The Company has also received consent and eligibility letter to act as the Statutory Auditors of the Company, in accordance with the provisions of Section 139 and Section 141 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

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

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.2,00,000/- per annum(Plus applicable taxes and re-imbursement out of pocket expenses incurred by them for the purpose of the audit to conduct the audit of the cost records of the Company for the financial year 2019-20.

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 2019-20.

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.

Annexure A

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

Details of Mrs. Sunita Verma, Director, seeking re-appointment in the Thirteenth Annual General Meeting

Age	45 years
Date of 1stAppointment	15/03/2007
Qualification	9th Std pass
Experience	Mrs. Sunita Verma, Promoter and Director, has been actively involved in the day to day activities/operations of the Company since inception. Her administration and guidance at all levels has enhanced efficiency and growth of the Company. Also, an active social worker, she is engaged in promoting education.
Terms & Conditions of re-appointment	Non-Executive, Non- Independent Director liable to retire by rotation
Remuneration Sought and last drawn	Rs. 7,92,000/- per annum
Relationship with Directors / KMPs	Wife of Mr. Ram Kishan Verma, Managing Director of the Company Daughter in Law of Mr. Chandalal Verma, Director of the Company
Number of Shares held in the Company as on March 31, 2019	10,000 Equity Shares of Rs. 10/- each
No. of Board Meetings attended during the year	01 (One)
Chairman / Member of the Committee of the Board of directors as on March 31, 2019	Member of CSR Committee
Board Membership*(excluding Resonance Eduventures Limited)*of Companies as on April 01st, 2019	NIL

By the Order of the Board of Directors,

Abhinav Gautam
Company Secretary
Kota,
Date: 04.02.2021
E-mail: abhinav@resonance.ac.in

Registered Office:
CG Tower, A-46 & 52, IPIA,
Nr. City Mall, Jhalawar Rd,
Kota-324005, Rajasthan
CIN: U80302RJ2007PLC024029

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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 Thirteenth 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 Thursday, 4th day of March, 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 Thursday, the 04th day of March, 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 Balance Sheet of the Company as on March 31, 2019, Statement of Profit & Loss and Cash Flow Statement including the Consolidated Financial Statements for the year ended on that date, together with the reports of the Directors and the Auditors thereon	
2.	To consider re-appointing Mrs. Sunita Verma (DIN: 01204955), who retires by rotation and being eligible, offers herself for re-appointment	
3.	To approve the appointment of Auditor to fill the casual vacancy and to appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the Eighteenth Annual General Meeting and to fix their remuneration.	

4.	To consider ratification of remuneration paid to M/s K. G. Goyal & Associates as the Cost Auditor of the company for the financial year 2019-20	

Signed this ___day of__________2021

Signature of shareholder _________________

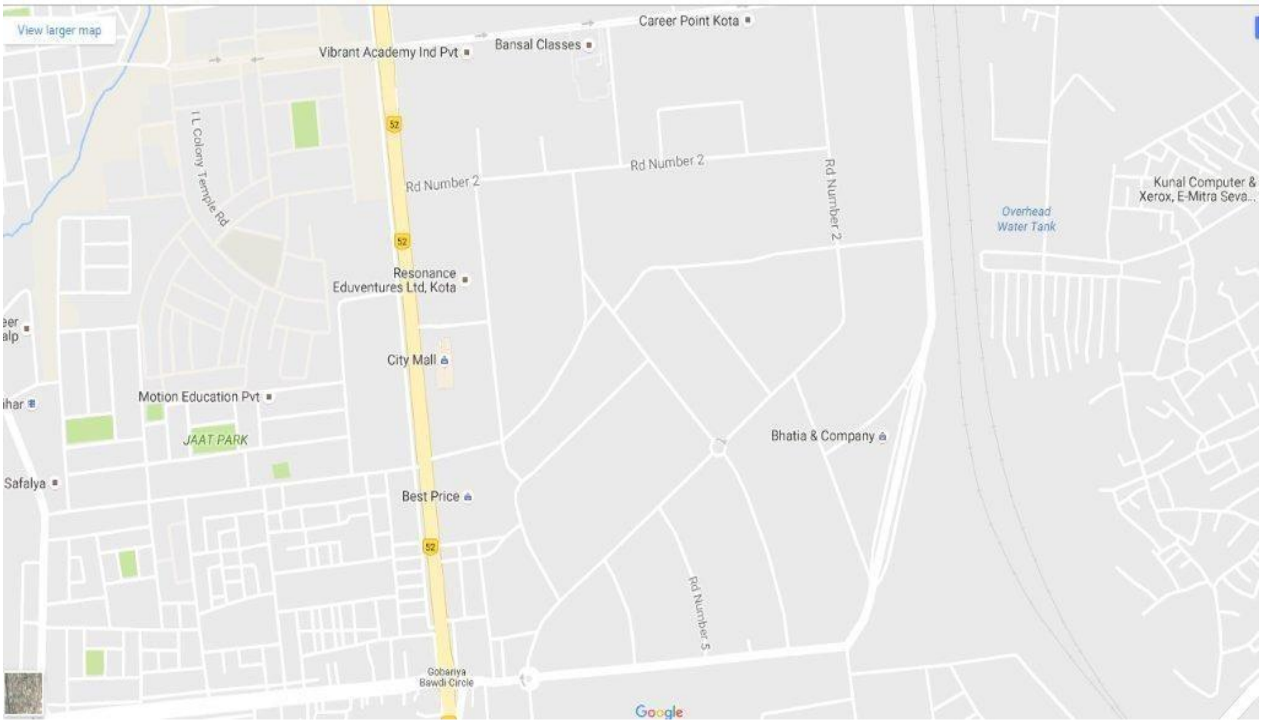
Signature of Proxy holder(s) _______________

Affix a Revenue Stamp

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

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

ROUTE MAP



LANDMARK: Near City Mall

DIRECTORS' REPORT

Dear Members,

Your Directors take pleasure in presenting the 13th 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, 2019.

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	**2018-19**	**2017-18**	**2018-19**	**2017-18**
Total Revenue (including other income)	37,259	35,970	43181	41318
(Less): Total Expenditure	30,494	28,555	41778	45009
Total Profit before Tax	6,765	7,415	1403	(3691)
(Less): Provision for tax for Current year	2,341	2,335	2587	2589
(Less): Excess Provision for tax written back	-	(11)	7	(11)
(Less): Provision for wealth tax for current year	-	-	-	-
(Less): Provision for Deferred Tax	58	287	(17)	288
Minority Interest	-	-	-	-
Profit after Tax& prior period items / Minority Interest	2,399	2,611	(1,174)	(6,557)
Add: Surplus brought forward from the previous year	-	-	-	-
Amount available for appropriation	**4,366**	**4,804**	**-**	**-**
Other Comprehensive income/(expense) for the year (net of income tax)	**10**	**(15)**	**8**	**(24)**
Total Comprehensive income for the year	**4,376**	**4,789**	**(1,166)**	**(6,581)**
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	4,365	4,804	(24962)	(23518)
Total	**4,365**	**4,804**	**(24962)**	**(23518)**
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	31,502	27,137	(22,401)	(21,227)

Transfer to Reserves

During the period under review, no amount has been transferred to any reserves 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

The COVID-19 pandemic has developed rapidly in 2020, with a significant number of cases. Measures taken by various governments to contain the virus have affected economic activity and the group's business in various material ways:

a. Reduction in the number of admissions in offline classes.
b. Due to government measures taken, we had to close our premises down effecting large number of students.
c. The reduction of economic activity/requirement for all of our employees to work from home has resulted in a significant reduction in sales/productivity.

Depending on the duration of the COVID-19 crisis and continued negative impact on economic activity, the group might experience further negative results, and liquidity restraints and incur additional impairments on its assets in the upcoming years.

Keeping in view the conditions of the education industry which is struggling to attain some pace, with the thought to reduce Company's operational and fixed expenses nationwide with some diversification and change in its business strategies in this pandemic.

Therefore, some changes in the business model of the Company has been made by introducing "Network Partners" Modal by making and engaging new network partners, the process involves closing of the branch / Centre operations to eliminate the cost of such Centre and introduction of "Network Partners" in that city where Centre of the Company was functional.

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. 4,06,00,000/- (Rupees Four Crores Six Lakhs Only).

(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. 59,49,00,000/- (Rupees Fifty Nine Crore Forty Nine Lakhs Only).

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

Cessation of Mr. Lokesh Khandelwal (DIN: 01972687), Director with effect from 14.02.2019

Mr.Lokesh Khandelwal, Director of the Company, resigned from directorship in the Company vide email received on 06.02.2019 intimating his resignation; which was accepted with effect from the date of resignation vide Board Meeting held on 14.02.2019.

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. ChandaLal Verma	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. SunitaVerma	33-A, In front of Commerce College, Talwandi, Kota, 324005, Rajasthan, India	Director	15.03.2007	-
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 Singh Jhala	Bari Sadri House 18, Naiyon Ki Talai Udaipur 313001 IN	Company Secretary	01.11.2015	04/07/2019
ASCPS8668Q	Mr. Asheesh Sharma	431-A, Talwandi, Kota, 324005, Rajasthan, India	CEO	02.01.2015	02/12/2019

Appointments and Nominations In Subsidiaries Of The Company

The Board of Directors in their meeting held on 23.03.2018, has withdrawn its nomination of Mr. Satish Kumar Sharma as Director on behalf of the Company in Accelarating Education And Development Private Limited and further proposed him to be appointed as Managing Director of the Company; keeping in view the statutory requirements under the Companies Act, 2013.

Further, in the same meeting, the Board has also nominated Mr. Jitendra Kumar Goyal as the Nominee Director of Accelarating Education And Development Private Limited on behalf of the Company.

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. As on 31st March, 2019 the Board has four Committees; namely, the Audit Committee, the Nomination and Remuneration Committee, the CSR Committee and the Risk Management Committee.

All the recommendations made by Committees of Board were accepted by the Board. A detailed update on the composition of Committees, number of Committee meetings held during the financial year 2018-19 is provided herein below:

AUDIT COMMITTEE

The Committee consists of following members:

During the Financial Year 2018-19, the Audit Committee met 4 (Four) times and following are the details of the same:

Sr. No.	Day, Date and Time	Venue
First	Wednesday, 18.07.2018 at 10:30A.M.	Meeting room, KKR India, Piramal Tower, 2nd Floor, Peninsula Corporate Park, Ganpatrao, Kadam Marg, Lower Parel, (W), Mumbai 400013
Second	Monday, 20.08.2018 at 12:00 Noon	CG Tower, A 46 & 52, IPIA, Near City Mall, Jhalawar Road, Kota (Raj)
Third	Wednesday, 03.10.2018 at 04:00 P.M.	2nd Floor, Raghuvir Tower, Junction of SVP Road & Ganjawala Lan, Chamnunda Circle, Borivali, Mumbai (West), (Maharashtra) - 400091
Fourth	Thursday, 14.02.2019 at 12:00 P.M.	2nd Floor, Raghuvir Tower, Junction of SVP Road and Ganajawala Lane, Chamunda Circle, Borivali, Mumbai West (MH)

CSR Committeeof the Company is constituted with the following members:

The Committee consists of following members:

1. Mr. AdvaitKurlekar - Independent Directorand Chairman
2. Mr. Lokesh Kumar Khandelwal – Dy. Managing Director and Member
3. Mr. ChandaLalVerma, Director and Member
4. Mrs. SunitaVerma- Director and Member

During the Financial Year 2018-19, the CSR Committee met 2 (Two) times and following are the details of the same:

Sr. No.	Day, Date and Time	Venue
First	Wednesday, 18.07.2018 at 11:00A.M.	Meeting room, KKR India, Piramal Tower, 2nd Floor, Peninsula Corporate Park, Ganpatrao, Kadam Marg, Lower Parel, (W), Mumbai 400013
Second	Monday, 20.08.2018 at 11:00 A.M.	CG Tower, A 46 & 52, IPIA, Near City Mall, Jhalawar Road, Kota (Raj)

Nomination and Remuneration Committee

The Committee consists of following members:

1. Mr. Advait Kurlekar - Independent Director and Chairman
2. Mr. Rajesh Singhal- Independent Directorand Member
3. Mr. ChandaLal Verma –Director and Member

During the Financial Year 2018-19, 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	Monday, 20.08.2018 at11:30 A.M.	Meeting Room, CG Tower, A 46 & 52, IPIA, Near City Mall, Jhalawar Road, Kota (Raj)
Second	Thursday, 14.02.2019 at 11:30A.M.	2nd Floor, Raghuvir Tower, Junction of SVP Road and Ganajawala Lane, Chamunda Circle, Borivali, Mumbai West (MH)

Risk Management Committee

During the year under review, the Board of Directors also has a constituted Risk Management Committee and its last 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. GanshyaamSinngh Jhala,Company Secretary & AVP (Legal) and Member

The Company has also **Internal Complaints Committee** in place, required to be constituted pursuant tothe 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 18.07.2018:

Ms. Deepti Thalia, Senior Lecturer -Department of Chemistry;
Ms .NupurSadda, Associate Lecturer -Department of Biology;
Mr. Arvind Goutam, Senior Manager -Business Development;
Ms. Ritika Arora, Assistant Executive- Legal Department;
Mr. Vivek Tyagi, Assistant Manager-Legal Department;
Mrs. Manju Kasliwal, External Member
Ms. Ankita Adhlakha, Executive - HR department;
Ms. Gunjan Vyas, Executive - Operations

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 www.resonance.ac.in.

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

During the Financial Year 2018-19, the Board of Directors met 5 (Five) times and following are the details of the same:

Sr. No.	Day, Date and Time	Venue
First	Wednesday, 18.07.2018 At 11:30 A.M.	2nd Floor, Piramal Towers, Peninsula Coprorate Park, Lower Parel, Mumbai
Second	Monday, 20.08.2018 At 01:00P.M.	CG Tower, A 46 & 52, IPIA, Near City Mall, Jhalawar Road, Kota (Raj)
Third	Wednesday,03.10.2018 at 04:30 P.M.	2nd Floor, Raghuvir Tower, Junction of SVP Road & Ganjawala Lane, Chamunda Circle, Borivali, Mumbai West (Maharashtra) - 400091
Fourth	Tuesday, 23.10.2018 at 04:30 P.M.	Board Room, The Orchid Hotel, 70-C, Nehru Road, Near Domestic Airport, Vile Parle, Mumbai, Maharashtra 400099
Fifth	Thursday, 14.02.2019 at 12:30 P.M.	2nd Floor, Raghuvir Tower, Junction of SVP Road & Ganjawala Lane, Chamunda Circle, Borivali, Mumbai West (Maharashtra) - 400091

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 Directorsin their meeting held on 14.02.2019, evaluated the performance ofBoard and its Committees. The Directors present provided their individual evaluation through the Evaluation Forms pertaining to evaluation of Independent Directors, evaluation of Non-Independent Directors, evaluation of Board of Directors and evaluation of Board Committees. The same were recorded.

Separate Meeting of Independent Directors

Pursuant to Schedule IV of the Companies Act, 2013, the Independent Directors of the Company last 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).

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. Advait Kurlekar 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.

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 issued the disclaimer of opinion on the Company's Financial Statements (standalone and consolidated) for the Financial Year. 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 disclaimer of opinion given by Statutory Auditor are as under:

Response to point 1 of Basis for Disclaimer of Opinion – *(para 3 to the Independent's Auditor's Report on Standalone Financial Statements)*: Based on the management's analysis and assumptions, your Directors believe that the said investments are materially good for the Company. Your Directors do not believe that there has been any lack of –(a) appropriate safety measures (b) legal documentation (3) due diligence measures or (d) compliance with statutory procedures (e) information to concerned stakeholders or (f) Board Approval, while making the aforesaid short term investments - deserving such

Disclaimer of Opinions of out-going statutory auditors. All the relevant documents / agreements, correspondence and minutes/ proceedings were duly provided to the outgoing auditors. Therefore, their disclaimers without support of specific deficiencies are suggestive of their apparent lack of business vision and appreciation of expediencies of business.

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 proves that the management decision was right and prudent and the disclaimer by the outgoing 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.
d. NHPL:- It has total assets of Rs. 21.72 Cr. as per audited Balance Sheets as on 31st March, 2019. REL's receivables are around Rs. 5.6 Cr. which is around 25 % of its total assets. This supports the management decision that the assets are enough to secure the recovery of the outstanding.
e. MHPL:- It has total assets Rs. 18.46 Cr. as per audited Balance Sheets as on 31st March, 2019, REL's receivables are around Rs. 10.4 Cr. which is around 56 % of its total assets. This supports the management decision that the assets are enough to secure the recovery of the outstanding.

Response to point 2(a) of Basis for Disclaimer of Opinion – (*para 5 to the Independent's Auditor's Report on Standalone Financial Statements)*: Based on the management's analysis and assumptions, your Directors believe that the said investment is 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.9 (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.

Response to point 2(b) of Basis for Disclaimer of Opinion – *(para 6 to the Independent's Auditor's Report on Standalone Financial Statements)*: 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 outgoing 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 outgoing auditors is not comprehensible.

Response to point 3 of Basis for Disclaimer of Opinion – *(para 7, 8 to the Independent's Auditor's Report on Standalone Financial Statements)*: Your Directors have examined the disclaimer of the outgoing auditors about the value of investment in Base Educational Services Private Limited in August 2015. Your directors find the said disclaimer prejudiced and borne out of absolute lack of business valuation skills as also patent disregard of their own audited financial figures.

Financial results of the said WOS for the FY 2014-15 and FY 2017-18 (immediately preceding financial year) are tabulated below , which show decisively improved performance of the WOS-Company even after the adverse effect of demonetization of 2016 & 2017. Not only the turnover has improved, even the PAT was higher by 25.6% higher. Your Directors believe that there has been consistent growth in BESPL as also stated in the appended table, as BESPL is operated independently, it has certain value which we are expecting go up in near future. Keeping in the view the growth of BESPL your directors also believed that there has been no need to get the valuation done of BESPL every year, but this does not substantially imply to the impairment of the investment in BESPL.

Particulars	**Before Acquisition as on 31.03.2015**	**For the year ending on 31.03.2018**
Turnover	37,99,10,853	48,95,60,000
EBITA	7,20,73,700	8,66,55,954
PBT	7,10,77,157	8,07,36,600
PAT	4,57,87,651	5,75,28,000

The disclaimer by the outgoing auditors about recoverability of investment in the WOS is out rightly misplaced as also not unsupported by facts (as can be seen from the tabulated figures above). This disregarded the fact that the purpose of acquisition of WOS was not to sell the shares of Base further and earn income thereby , but as extension of coaching business in South India by applying operative synergies which it had and thus get a foothold and then expand its own presence in south Indian states.

Response to point 4 of Basis for Disclaimer of Opinion – *(para 9, 10 to the Independent's Auditor's Report on Standalone Financial Statement):* Based on the management's analysis and assumptions, your Directors believe and it is clarified as follows:

There are four items which have been adversely commented:

i. **Advent Age Educational Society** (Rs.40 Lakhs)- An agreement was reached with them to take their school premises for residential coaching , with large scale structural modifications as also erection and installation of furniture and fittings for which cost of such modifications were to be financed by us. The other party was paid such advance and all the necessary structural changes and furniture were made, but Resonance later on realized the project to be not feasible and the project was abandoned as a non-starter. Resonance was successful in coming out of the onerous arrangement by merely foregoing such advance used for such customized changes and without paying anything as damages to the other party. The amount has since been already written off.

ii. **Vellammal Vidyashram** , Chennai Rs. 1,46,05,113/- it is due from them as ICCP Associate . They had confirmed the outstanding , paid the relevant TDS to the government but not paying the dues. Steps are being taken to file the necessary suit for the recovery. The current pandemic has delayed the filing of the suit.

iii. **Shri Ram Gopal Verma** (Rs.77,76,600) – Canteen rent dues- An old and known party . The recent pandemic has delayed the recovery. Management consider and believe the dues to be good and recoverable.

iv. **R.K.Enterprises, Jaipur** (Rs. 37,622,450 /-) it is an advance against capital asset. The Party is not a related party. The advance was given toward then ongoing construction of CG Tower. He was the main contractor and unfortunately abandoned the project before completion and has not refunded the amount inspite of repeated requests and pressures. The item has been considered as written off in the financial year 2019-20.

Response to point 5 of Basis for Disclaimer of Opinion – *(para 11 to the Independent's Auditor's Report on Standalone Financial Statement)*: The closing balance of loan to its employee as on 31st March 2018 was Rs. 6.8 Cr, and as on 31st march, 2019 was Rs. 10.56. The above increment of Rs. 3.76 Cr. at the yearend includes fresh loan as also accrued interest on the said outstanding.

Based on the management's analysis and assumptions, your Directors believe and it is clarified as follows:

a. These loans has been disbursed to the senior faculties and HODs to satisfy their financial needs for the time being keeping in mind that these persons are the face of the Company. The success and growth of the business of the Company is very much dependent on the devotion, cooperation and loyalty of faculties and HODs. It is also necessary keeping in mind the industry's cut- throat competition and practice of poaching of star faculties. It is necessary to not only cater to their career ambition but also material aspect of life. Helping them to take care of their worldly ambitions from time to time goes a long in winning their loyalty and devotion to their duties. These loans have been granted by the management by following the policy for granting loans to employees. The said policy provides discretionary powers to the management in this regard. Management views above loans safe, proper and expedient and necessary for the purpose of business – especially since their annual increments were pending for FY 2018-19. Such loans go a long way in ameliorating the situation / condition.

b. So far as recovery of the said loans is concerned, your Directors convey that the annual increments of all the employees are pending since April 2019, and arrears of such increment would take care of major part of such outstanding amounts. As regards safety, the Company holds their Post Dated Cheques for future contingencies and in any case they are senior employees.

Response to point 6 of Basis for Disclaimer of Opinion – *(para 12 to the Independent's Auditor's Report on Independent Auditor's Report)*: On the management's analysis and assumptions and keeping in mind the above management explanations duly supported by facts in respect of point 1 to 5 above, Directors wish to clarify and assure the Members of the company that there is no reason to doubt the solvency of the company or to have any doubts about the company operating on 'going concern basis , more so because of following reasons:-

- Expecting sufficient demand of the services in the market when the situation normalizes after COVID-19;
- Major steps are being taken includes cost control by streamlining fund management, restructuring and realignment of manpower, concentrating on core products, development of new product lines (online platform- ResoSIR);
- Changes in the business model of the Company has been made by introducing "Franchise Model" and / or engaging "Network Partners", which involves closing of the branch / Centre operations to eliminate the cost of such Centre and introduction of "Franchise Model" and / or engaging "Network Partners" in that city where Centre of the Company was functional.

Response to point 2 of Basis for Disclaimer of Opinion– *(para 5 to the Independent's Auditor's Report on Consolidated Financial Statements)*: The Goodwill of any business is the potential of a business to attract the customer time and again and the market value thereof. This valuation is essentially based on the profitability of the business over the years. The statutory auditors , who have been acting as such right from the day the Company became WOS of REL, did not care to examine the turnover and net profitability of the Company from the day it was taken over till the year under consideration . As stated by the management in the explanation regarding the alleged non-consideration of the impairment of the valuation of the investment in Base Educational Services Company Private Limited, the fact is that there has been no reduction in either the turnover or the profitability over the period and therefore the disclaimer of the auditors is unfounded and without any logic or facts.

Response to point 5 & 6 of Basis for Disclaimer of Opinion– *(para 9, 10, 11, and 12 to the Independent's Auditor's Report on Consolidated Financial Statement)*: The disclaimer of the auditors in this context is also because of non-consideration of the business exigencies as also long-term business planning of the Group. The trusts in question were in the process of setting up PUCs in the state of Karnataka and were to provide the exclusive business opportunities to Base for managing their academic operations – especially converging the growing popular demand of integrated education of formal pre-college education and the need for test preparatory coaching. It appears that Auditors have overlooked the provided relevant agreements with BASE, confirmations received from the related parties on repayment of the said unsecured loan and other provided audit evidence. There is very close monitoring of the expenditure of the trusts in question and participation in their management to the extent legally possible, and in some cases Auditors themselves have observed that the senior people of the Company have significant control over those entities.

Response to point 7 of Basis for Disclaimer of Opinion – *(para 13 and 14 to the Independent's Auditor's Report on Consolidated Financial Statements):*

<u>It is clarified as follows:</u>

BESPL – a wholly owned subsidiary of the REL- advanced a loan of Rs. 24 Cr to Sewaram Charitable Trust at an interest rate of 18% per annum. Since the Trustees of the Trust are also directors of the REL, there is proposal to consider the need of consolidation of accounts of the Trust with the accounts of REL.

<u>Trustee of the Trust:</u>

1. Mr Ram Krishan Verma
2. Chanda Lal Verma (Father of Ram Krishan Verma)
3. Mrs Sunita Verma (Wife of Mr Ram Krishan Verma)

<u>Purpose of the Loan:</u>

For the acquisition and construction of Land and Building.

<u>Non-application of Ind As 110 to the facts of the Case :</u>

At the outset we would like to straighten the facts as under:

Ind AS 110 is applicable to consolidation of accounts in case of Investment by REL. Our submission is as under:

(a) It would be pertinent to note that the Trust in question is not a business entity. It is also not a private trust. It is a Public Charitable Trust- duly registered with the Rajasthan Devasthanm Vibhag as also the Income –tax Department. The Trust is prohibited from carrying on any business whatsoever, and in fact not carrying on business as such.
(b) The concept of 'investment' by anybody in the charitable trust is anathema to the very basic concept of charity. In India, a charitable trust is not legally permitted to carry on

the business if it is to enjoy the registration as charitable trust. On the other hand, investment pre-supposes a risk taking adventure / enterprise which becomes a business.

(c) REL has not invested any amount in the Charitable Trust in question. We have given a loan at a fixed rate of interest – not linked to any business outcome etc. Giving of loan *simpliciter* does not amount to Investment.

An investment (in law) means *:"... the laying out of money in such a manner that it <u>may</u> produce a revenue, the usual method being the purchase of shares, stocks , securities or other property. All loaning of money at interest is not investment. The loaning must be in the nature of a laying out of money either in the purchasing, acquiring, or securing of some interest by way of mortgage or otherwise of property tangible or intangible or in a business enterprise. <u>A mere lending or deposit of money will not be investment</u>. It must in some way, be related to property so as to earn an income for a reasonable length of time.*

(4th Edition of Ramantha Aiyar's Advanced Law Lexicon – by)

(d) It may also be noted that even the Companies Act (old and new) while prescribing formats of Balance Sheets – treat Investments and "Loans & Advances" differently and are put in different class /grouping. It supports the aforesaid definitions of Investment.

Loan and Investment are neither same nor synonyms. They have been used together (For example in section 186 of the Companies Act) and therefore, going by the fundamental rule of interpretation of statutes that no redundancy can be attributed to legislature, it would mean that Loan is not investment. Otherwise, Parliament would not have used two words.

(e) Your attention is also invited to the following judicial pronouncements :

i) CIT, Bombay Ciy-III Vs. Aloo Investemnt Co, Ltd. (1980) 123 ITR 132 (Bom)-"the Investment must be understood in the sense in which businessmen understand it. It is a form of income yielding property. Investment contemplates acquisition of some species of property by laying out of money.

ii) J K Trust Vs. CWT (1994) 205 ITR 524 (Cal): The term investment for the purpose of section 13(2)(h)of Income tax Act , would mean a positive act on the part of the trust whereby the funds of the trust are laid out or committed in any particular property or business transaction with the object of earning a profit or a gain.

In view of the above, consolidation of accounts of the Trust as per IND AS 110 is not justified as the same is not applicable.

Further, the Ind AS 110, applied if the REL exercise CONTROL over the Investee. To determine whether the REL exercises control or not, ALL the following conditions should be satisfied:

<u>To quote the AS:</u>

7. Thus, an investor controls an investee if and only if the investor has all the following:

(a) power over the investee (see paragraphs 10–14);

(b) exposure, or rights, to variable returns from its involvement with the investee (see paragraphs 15 and 16); and

(c) the ability to use its power over the investee to affect the amount of the investor's returns (see paragraphs 17 and 18).

The net result is that even if one condition is not fulfilled, the AS does not apply.

Without prejudice to our objection that we are not covered even by item 7(a) and 7(c) above, we without elaborating the same would point out that our Loan is not exposed or is entitled to earn any return beyond fixed rate of interest. The transaction is pure transaction of loan and the rate of interest charged is in accordance with normal market rates.

In view of above clear cut position, the proposal to consolidate the accounts is unwarranted and need to be dropped.

<u>Management Assessment:</u> Since all the three conditions of control are not fulfilled, no consolidation under IND AS 110 should take place and only a disclosure of the Related Party Transaction as per Ind AS 24 should be given

<u>Keeping in the view of the above clarifications by the your directors over disclaimer of opinion section and by giving their reference we further clarify the other points raised by the auditors in their report as below:</u>

Response to point 2 (A) (a) of Report on Other Legal and Regulatory Requirements – *(para 18 to the Independent's Auditor's Report on Standalone Financial Statement)*: Your Directors believe that the all the necessary information and explanations which to the best of their knowledge and belief were provided for the purposes of audit.

Response to point 2 (A) (b) of Report on Other Legal and Regulatory Requirements – *(para 19 to the Independent's Auditor's Report on Standalone Financial Statement)*: Your Directors believe that the Company has maintained proper books of account as required by law.

Response to point 2 (A) (c) of Report on Other Legal and Regulatory Requirements – *(para 20 to the Independent's Auditor's Report on Standalone Financial Statement)*: In outlook of your Directors, the standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Auditor's Report are in agreement with the books of account.

Response to point 2 (A) (d) of Report on Other Legal and Regulatory Requirements – *(para 21 to the Independent's Auditor's Report on Standalone Financial Statements)*: In view of your Director, the standalone financial statements comply with the Indian Accounting Standards specified under section 133 of the Act.

Response to point 2 (A) (e) of Report on Other Legal and Regulatory Requirements –*(para 22 to the Independent's Auditor's Report on Standalone Financial Statements)*: Your Directors believe that such matters did not have any adverse effect on the functioning of the Company.

Response to point 2 (A) (g) of Report on Other Legal and Regulatory Requirements – *(para 24 to the Independent's Auditor's Report on Standalone Financial Statements)*: your Directors believe that the Company has maintained its books of account properly as required by law.

Response to point 2 (B) (i) of Report on Other Legal and Regulatory Requirements – *(para 27 to the Independent's Auditor's Report on Standalone Financial Statements)*: In the opinion of your Directors and management, the legal proceedings when ultimately concluded will not, have material effect on the result of operations or financial position of the Company.

Response to point 2 (C) of Report on Other Legal and Regulatory Requirements – *(para 32 to the Independent's Auditor's Report on Standalone Financial Statements)*: Your directors are of the opinion that the managerial remuneration for the year ended 31 March 2019 has been paid/provided by the Company to its directors in accordance with the provisions of Section 197 read with Schedule V of the Act.

Response to point xi of Annexure "A" to the Independent's Auditor's Report on Standalone Financial Statement: Your directors are of the opinion that the managerial remuneration for the year ended 31 March 2019 has been paid/provided by the Company to its directors in accordance with the provisions of Section 197 read with Schedule V of the Act.

Response to para 1, 2 of Annexure B to the Independent's Auditor's Report on Standalone Financial Statement: In the opinion of your Directors, the Company has, in all material respects, adequate internal financial controls with reference to these standalone financial statements and such internal financial controls were operating effectively as at 31 March 2019, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control.

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.

Appointment of Statutory Auditors

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s BSR& Associates, LLP (FRN: 116231W/W-100024) the Statutory Auditors of the Company were appointed in the Tenth Annual General Meeting for a term of 5 years whose appointment was further ratified by the Members at the Eleventh Annual General Meeting held on 23.08.2017. However, **M/s B S R & Associates LLP** vide his letter dated **30.05.2020** has resigned from the Statutory Auditors of the Company. Further, to fill the causal vacancy caused by resignation of the previous auditor, the Board has appointed **M/s. RAJESH VIPIN & ASSOCIATES having FRN 023345N**, **Chartered Accountants**, as the Statutory Auditor of the Company, to hold office until the conclusion of Thirteenth Annual General Meeting of shareholders of the Company and thereafter **M/s. RAJESH VIPIN & ASSOCIATES having FRN 023345N**, **Chartered Accountants** is recommended to re-appoint as statutory auditors of the Company for the tenure of five consecutive years from the conclusion of Thirteenth Annual General Meeting until the conclusion of Eighteenth Annual General Meeting.

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.

TheBoard of Directors in their meeting held on August 20th, 2018 appointed M/s K. G. Goyal & Associates, Cost Accountants, as the Cost Auditors of the Company for the financial year 2018-19 whose remuneration was ratified by the members of the Company in their General Meeting held on September 20th, 2018.

M/s K. G. Goyal & Associates, Cost Accountants, are further appointed as Cost Auditors of the Company for the financial year 2019-20, whose remuneration is recommended to be ratified in the ensuing Thirteenth 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 2018-19 in the meeting of the Board held on July 19, 2017 and was further appointed as Secretarial Auditor of the Company for the financial year 2018-19 in the Board Meeting held on March 20, 2018.

The Secretarial Audit Report given by M/s D K Agarwal& Associates for the financial year 2018-19 is annexed with this report as **Annexure C**.

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

The company has complied with the provisions of section 186 of the Companies Act, 2013 in respect to the Loans, Guarantees or Investments made during the year under review, further your attention is drawn to Note. 5, 6 and 36 for detailed information for the same.

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 2018-19, the Net profit stood at Rs.43,76,00,000/-(Rupees Forty Three Crores Seventy Six Lakhs Only) as against Rs. 47,89,00,000/- (Rupees Forty Seven Crores Eighty Nine LakhsOnly) during the previous financial year 2017-18; showing a decrease of 8.62%.

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 *notapplicable* 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. 55,00,000/- whereas, the Foreign Exchange outgo during the year in terms of actual outflows was Rs.26,00,000/-,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

During the year under review, 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 20th August, 2018.

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

The CSR Committee comprises of four members- Mr.Advait Kurlekar, Independent Director, Mr. ChandaLal Verma, Mrs. Sunita Verma and Mr. Lokesh Kumar Khandelwal, Directors of the Company.

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 2018-19 was Rs. 1,54,85,769/- .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, 2019 was Rs. 90,00,00,000/- (RupeesNinetyCrore 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, 2019.

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.

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. 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.

Place: Kota
Date: 04/02/2021

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

Ram KishanVerma	**Chandalal Verma**
Managing Director	Director
DIN: 01204917	DIN: 01204861

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

<u>Part "A": Subsidiaries</u>

(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	13,350
5.	Reserves & surplus	3,219	(12,258)
6.	Total assets	6,959	42,358
7.	Total Liabilities	6,959	42,358
8.	Investments	272	0
9.	Turnover	4,615	825
10.	Profit before taxation	584	(5,949)
11.	Provision for taxation	19	0
12.	Profit after taxation	406	(5,949)
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.

Annexure B

FORM No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31.03.2019
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 8 ( )

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

A L A N K I T A S S I G N M E N T S
L I M I T E D

CIN : U 7 4 2 1 0 D L 1 9 9 1 P L C 0 4 2 5 6 9

Address : 2 0 5 - 2 0 8 A N A R K A L I C O M P L E X J H A N D E W A L A N E X T E N S I O N

Town/City : N E W D E L H I

State : N E W D E L H I Pin code : 1 1 0 0 5 5

Telephone With STD : Area code 0 1 1 Number 4 2 5 4 1 2 3 4

FAX : 0 1 1 4 2 5 4 1 2 0 1

Email Adress : p r e e t i 1 @ a l a n k i t . c o m
[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	1034172	0	1034172	56.12	0
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	1034172	0	1034172	56.12	0
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	1034172	0	1034172	56.12	0
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	5547065	0	554765	30.105	0
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	77188	0	77188	4.189	0
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**	**808607**	**0**	**808607**	**43.88**	**0**
Total Public Shareholding (B)=(B)(1)+(B)(2)	**808607**	**0**	**808607**	**43.88**	**808607**	**0**	**808607**	**43.88**	**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	1014172	55.035	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**	**299.998**	**1034172**	**56.121**	**299.998**	**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**	**No Change**	**N.A.**	**1014172**	**55.035**
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.**	**1034172**	**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	**RKV Enterprises Pvt. Ltd.**	55137	2.992	No Change	N.A.	55137	2.992
3	**Mr. Ashish Sharma**	43375	2.354	No Change	N.A.	43375	2.354
4	**Mrs. Gulab Bai Verma**	22813	1.238	No Change	N.A.	22813	1.238
5	**Ms. Nirmala**	13750	0.746	No Change	N.A.	13750	0.746
	Mrs. Kaushalya Bai Verma	13750	0.746	No Change	N.A.	13750	0.746
6	**Mr. Manoj Kumar Sharma**	7500	0.407	No Change	N.A.	7500	0.407
7	**Mr. Devendra Kumar Agrawal**	6280	0.341	No Change	N.A.	6280	0.341
	Mr. Abhishek Bansal	6280	0.341	No Change	N.A.	6280	0.341
8	**Mr. Nemi Chand Verma**	4850	0.263	No Change	N.A.	4850	0.263
	Mr. Ram Gopal Verma	4850	0.263	No Change	N.A.	4850	0.263
9	**Mr. Ayush Goyal**	4275	0.232	No Change	N.A.	4275	0.232
10	**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	N.A.	N.A.	1014172	55.035
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. Lokesh Khandelwal**	80310	4.358	No Change	N.A.	80310	4.358
5	**Mr. Ashish Sharma**	43375	2.354	No Change	N.A.	43375	2.354
6	**Mr. Ghanshyam Singh Jhala**	Nil	N.A.	N.A.	N.A.	N.A.	N.A.
7	**Mr. Tashwinder Harjap Singh**	Nil	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	Mr. Lokesh Kumar Khandelwal	
1	Gross salary (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	1,80,00,000 0	26,40,000 0	7,92,000 0	2,13,60,000 0	4,27,92,000 0
2	Stock Option	0	0	0	0	0
3	Sweat Equity	0	0	0	0	0
4	Commission - as % of profit - others, specify... Commission - as % of profit - others, specify...	0	0	0	0	0
5	Other Please specify - **Leave Encashment**	2,07,692	60,923	4,062	3,32,308	6,04,985
	Total (A)	1,82,07,692	27,00,923	7,96,062	2,16,92,308	4,33,96,985
		None	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
	Overall Ceiling as per the Act	None	None	None	None	None

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

S.NO	Particulars of Remuneration	Mr. Asheesh Sharma (CEO)	Mr. Ghanshyam Singh Jhala (Company Secretary)	Total Amount
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-	2,20,80,000	26,40,000	2,47,20,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission	0	0	0
	- as % of profit	0	0	0
5	Other Please specify - Leave Encashment	3,04,615	0	3,04,615
	Total (C)	2,23,84,615	26,40,000	2,50,24,615

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 : 04-02-2021
Place : Kota

FORM NO. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2019
[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, 2019 complied with the statutory provisions listed hereunder and also that the company has proper Board **-** Processes and Compliance – Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:-

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of :–

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

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA) and the rules made thereunder; **(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 2017-2018**;

(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:

- **The Risk Management Policy as per section 134 (1) (n) has not been prepared.**
- **Registration of Allahabad Coaching Center of the Company is under process under The Uttar Pradesh Regulation of Coaching Act, 2002.**
- **Registration of Patna Coaching Center of the Company is under process under Bihar Coaching Institute (Control & Regulation) Act, 2010.**

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 duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a woman Director. The changes in the composition of the Board of Directors, if any, that took place during the period under review were carried out in compliance with the provisions of the Act;

- 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: 18th September, 2019

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

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, 2019 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: 18th September, 2019

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

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. PriyankaKhandelwal** - Wife of Mr. Asheesh Sharma, CEO of the Company (*till December, 2019*)	Consultancy Services on yearly Retainership basis	01.04.2018 to 31.03.2019	To provide consultancy in medical aid services being a Doctor (Physician – BHMS) Consultancy fees:Rs. 2,00,000/- per annum.	18th July, 2018	-

2	**BASE Educational Services Private Ltd.** **-**Wholly owned subsidiary of the Company	Study Material Purchased	N.A.	INR 4 Lakhs		
3	**Mr. Ram Gopal Verma** - Daughter's Husband of Mr. ChandaLalVerma, Director of the Company	Leave & License Agreement	1 (One Year) - From 01.04.2018 to 31.03.2019	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	18th July, 2018	-
4	**Mr. Ram GopalVerma** - Daughter's Husband of Mr. ChandaLalVerma, Director of the Company	Lease Agreement	1 (One Year) - From 01.04.2018 to 31.03.2019	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	18th July, 2018	

				Termination (for convenience) By giving 30 days prior written notice by either party		
5	**Mr. Ram GopalVerma** - Daughter's Husband of Mr. ChandaLalVerma, Director of the Company	Lease Agreement	1 (One Year) - From 01.04.2018 TO 31.03.2019	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	18th July, 2018	
6	**Mr. Ram GopalVerma** - Daughter's Husband of Mr. ChandaLalVerma, Director of the Company	Lease Agreement	1 (One Year) - From 01.04.2018 TO 31.03.2019	Description of Licensed Premises: A small portion in the general lobby of different floors of the Resonance building known as 'BL Tower' situated on TonkRoad,Jaipur. 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	18th July, 2018	

7	**M/s PoojaZerox (Proprietor - Mr. Ram Gopal Verma)** - Daughter's Husband of Mr. ChandaLalVerma, Director of the Company	Agreement for supply of Refreshment as per requirements	12 Months - From 01.04.2018 to 31.03.2019	<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	18th July, 2018	
8	**Mr. Praveen Verma** **-** Brother of Mrs. SunitaVerma, Director	Employment with the Company	Regular Employment	<u>Designated as Deputy Manager - Human Resource Department of the Company at monthly Remuneration of Rs88,500/-</u>	18th July 2018	
9	**Mr. Ram KishanVerma** **-Dierctor of the Company**	Lease Agreement	11 Months - From 01.12.2018 to 31.10.2019	<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	20th August, 2018	

10	**Mr. Ram KishanVerma** **-Dierctor of the Company**	Lease Agreement	11 Months - From 01.12.2018 to 31.10.2019	Description of Licensed Premises: Premises situated at Plot no C-150(A),Road No. 5, IPIA, Kota – 324005, Rajasthan at license fee of Rs. 1 /- per Gregorian Calendar Month	20th August, 2018	
11	**Mr. Ram KishanVerma** **- Managing Director of the Company**	Lease Agreement	11 Months - From 01.12.2018 to 31.10.2019	Description of Licensed Premises: Premises situated at Plot no J 2 Jawahar Nagar, Main Road, Kota – 324005, Rajasthan at license fee of Rs. 1 /- per Gregorian Calendar Month	20th August, 2018	
12	**Ms. DrishtiVerma** - 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 71,685	18th July 2018	

13	**Ms. DrishtiVerma** - D/o of Mr. Ram KishanVerma, Managing Director of the Company	Scholarship given	Approx a year	Description of Course: SANKALP – Medical Course Class XII Amount: INR 23,895	18th July 2018	

For and on behalf of Board of Directors
Resonance Eduventures Limited

Ram Kishan Verma
Chairman
DIN: 01204917

Date: 04/02/2021
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

2. The Composition of the CSR Committee.

   The Composition of the CSR Committee stated below:
   - Chairman & Member : Mr. Advait Kurlekar
   - Co-Member : Mr. Chanda Lal Verma, Director
   - Co-Member : Mr. Lokesh Kumar Khandelwal
   - Co-Member : Mrs. Sunita Verma

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

   Rs. 77, 42,88,434/-

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

   Rs. 1, 54,85,769/-

5. Details of CSR spent during the financial year.
   (a) Total amount to be spent for the Financial year: Rs.1, 54,85,769/-;
   (b) Amount unspent: Rs.1, 54,85,769/-
   (c) Manner in which the amount spent during the financial year is detailed below:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. N	CSR Project or activity identified.	Sector i which project i covered	Projects or Programs (1) Local area, or (2) Specify the State and projects or program	Amount Outlay (budget) project or programs wise	Amount spe on the proje 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

			s was underta ken				
1.	-	-	-	-	-	-	-
Total							

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 not able to spent the aforesaid unspent amount of Rs.1,54,85,769/- as your Company faced severe liquidity crunch, which inter-alia resulted in delays in payment of dues. In view of the above, 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.

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.

For and on behalf of Board of Directors
Resonance Eduventures Limited

Ram Kishan Verma
DIN: 01204917

Date: 04/02/2021
Place: Kota

Resonance Eduventures Limited
Balance Sheet as at 31 March 2019
(All amounts in INR lakhs, unless otherwise stated)

	Note	As at 31 March 2019	As at 31 March 2018	As at 1 April 2017
Assets				
Non-current assets				
Property, plant and equipment	3	22,897	22,537	22,733
Capital work-in-progress	3	89	304	51
Other intangible assets	4	179	159	46
Financial assets				
Investments	5	20,378	7,029	6,305
Loans	6	290	277	309
Other financial assets	7	10	10	8
Income tax assets (net)	8	349	349	49
Other non-current assets	9	784	783	968
Total non-current assets		**44,976**	**31,448**	**30,469**
Current assets				
Inventories	10	345	452	442
Financial assets				
Investments	5	1,651	7,030	411
Trade receivables	11	563	150	209
Cash and cash equivalents	12A	605	1,165	931
Bank balances other than cash and cash equivalents	12B	16	164	1,070
Loans	6	4,279	1,728	384
Other financial assets	7	261	65	149
Other current assets	13	99	260	476
Total current assets		**7,819**	**11,014**	**4,072**
Total assets		**52,795**	**42,462**	**34,541**
Equity and liabilities				
Equity				
Equity share capital	14	184	184	184
Other equity	15	31,511	27,160	22,333
Total equity		**31,695**	**27,344**	**22,517**
Non-current liabilities				
Financial liabilities				
Other financial liabilities	16	349	470	228
Provisions	17	1,016	719	681
Deferred tax liabilities (net)	18	1,084	1,025	739
Other non-current liabilities	19	202	91	52
Total non-current liabilities		**2,651**	**2,305**	**1,700**
Current liabilities				
Financial liabilities				
Borrowings	20	1,455	709	-
Trade Payables				
- Total outstanding dues of micro enterprises and small enterprises	21	-	-	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises		1,453	637	400
Other financial liabilities	16	4,455	2,168	1,843
Other current liabilities	23	10,410	8,785	7,538
Provisions	17	483	430	350
Current tax liabilities (net)	22	193	84	193
Total current liabilities		**18,449**	**12,813**	**10,324**
Total liabilities		**21,100**	**15,118**	**12,024**
Total equity and liabilities		**52,795**	**42,462**	**34,541**
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 B S R & Associates LLP
Chartered Accountants
ICAI Firm registration number : 116231W/W-100024

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

Sandeep Batra
Partner
Membership No. : 093320

Ram Kishan Verma
Managing Director
DIN: 01204917

Chanda Lal Verma
Director
DIN : 01204861

Abhinav Gautam
Company Secretary

Place : New Delhi
Date : 30 May 2020

Place : Kota
Date : 30 May 2020

Place : Kota
Date : 30 May 2020

Resonance Eduventures Limited
Statement of Profit and loss for the year ended 31 March 2019
(All amounts in INR lakhs, unless otherwise stated)

	Notes	For the year ended 31 March 2019	For the year ended 31 March 2018
Income			
Revenue from operations	24	36,214	34,103
Other income	25	1,045	1,867
Total income		**37,259**	**35,970**
Expenses			
Employee benefits expense	26	18,971	16,338
Finance costs	27	179	97
Depreciation and amortisation expense	28	1,010	899
Other expenses	29	10,334	11,221
Total expenses		**30,494**	**28,555**
Profit before tax		**6,765**	**7,415**
Tax expense			
Current tax		2,341	2,335
Adjustment for earlier years		-	(11)
Deferred tax		58	287
Total Income tax expense		2,399	2,611
Profit for the year		**4,366**	**4,804**
Other comprehensive income:			
Items that will not be reclassified subsequently to profit			
Re-measurement gains/(losses) on defined benefit liability		15	(23)
Income tax related to items that will not be reclassified to profit		(5)	8
Other comprehensive income/ (expense) for the year (net of income tax)		**10**	**(15)**
Total comprehensive income for the year		**4,376**	**4,789**
Earnings per share (Par value INR 10 each) :			
Basic and diluted (INR)[Nominal value of share INR 10 (previous year INR 10)]	30	237	261
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 B S R & Associates LLP
Chartered Accountants
ICAI Firm registration number : 116231W/W-100024

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

Sandeep Batra
Partner
Membership No. : 093320

Ram Kishan Verma
Managing Director
DIN: 01204917

Chanda Lal Verma
Director
DIN : 01204861

Abhinav Gautam
Company Secretary

Place : New Delhi
Date : 30 May 2020

Place : Kota
Date : 30 May 2020

Place : Kota
Date : 30 May 2020

Resonance Eduventures Limited
Statement of changes in equity for the year ended 31 March 2019
(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	-
Balance at 31 March 2018	**184**
Changes in equity share capital during the year	-
Balance at 31 March 2019	**184**

B Other equity:

	Attributable to owners of the Company						
Particulars	**Reserves and Surplus**				**Other comprehensive income**		**Total**
	Retained earnings	**Securities premium**	**General reserve**	**Total reserves and surplus**	**Re-measurement gains on defined benefit liability**	**Total other comprehensive income**	
Balance at 1 April 2017	**12,540**	**8,649**	**1,144**	**22,333**	**-**	**-**	**22,333**
Total comprehensive income							
Profit for the year	4,804	-	-	4,804	-	-	**4,804**
Other comprehensive income	-	-	-	-	23	**23**	**23**
Total comprehensive income	**4,804**	**-**	**-**	**4,804**	**23**	**23**	**4,827**
Balance at 31 March 2018	**17,344**	**8,649**	**1,144**	**27,137**	**23**	**23**	**27,160**
Total comprehensive income							
Profit for the year	4,366	-	-	4,366	-	**-**	**4,366**
Other comprehensive income	-	-	-	-	(15)	**(15)**	**(15)**
Total comprehensive income	**4,366**	**-**	**-**	**4,366**	**(15)**	**(15)**	**4,351**
Balance at 31 March 2019	**21,710**	**8,649**	**1,144**	**31,503**	**8**	**8**	**31,511**

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 B S R & Associates LLP
Chartered Accountants
ICAI Firm registration number : 116231W/W-100024

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

Sandeep Batra
Partner
Membership No. : 093320

Ram Kishan Verma
Managing Director
DIN: 01204917

Chanda Lal Verma
Director
DIN : 01204861

Abhinav Gautam
Company Secretary

Place : New Delhi
Date : 30 May 2020

Place : Kota
Date : 30 May 2020

Place : Kota
Date : 30 May 2020

Resonance Eduventures Limited
Statement of Cash Flows for the year ended 31 March 2019
(All amounts in Indian Rupees in lakhs, unless otherwise stated)

	Year ended 31 March 2019	Year ended 31 March 2018
Cash flows from operating activities		
Profit for the year	6,765	7,415
Adjustments for:		
Interest income	(534)	(282)
Change in fair value of investments	(179)	(404)
Provision no longer required written back	-	(1)
Dividend income	-	(69)
Finance costs	179	97
Depreciation and amortisation expense	1,010	899
Fixed assets written off	14	-
Loss on sale of property plant and equipment	17	10
Loss allowance on trade receivables	18	4
Bad debts/ advance written off	8	5
	7,298	**7,674**
Working capital adjustments:		
Decrease/(increase) in inventories	107	(10)
Increase in trade receivables and loans	(3,081)	(1,322)
Increase/(decrease) in other financial assets	(309)	82
Decrease in other assets	236	591
Increase in trade payables	816	239
Increase in other financial liabilities	2,228	477
Increase in provisions	445	32
Increase in other liabilities	1,736	1,285
Cash generated from operating activities	**9,476**	**9,047**
Income taxes paid (net)	(2,341)	(2,624)
Net cash generated from operating activities (A)	**7,135**	**6,424**
Cash flows from investing activities		
Acquisition of property, plant and equipment	(1,344)	(1,179)
Acquisition of shares in subsidiaries	(13,349)	(724)
Investment in mutual funds	-	(6,146)
Proceeds from sale of investments	5,557	-
Investments in bank deposits	148	906
Interest income	648	282
Net cash used in investing activities (B)	**(8,340)**	**(6,861)**

Resonance Eduventures Limited
Statement of Cash Flows for the year ended 31 March 2019
(All amounts in Indian Rupees in lakhs, unless otherwise stated)

	Year ended 31 March 2019	Year ended 31 March 2018
Cash flows from financing activities		
Repayments of short term borrowings	(709)	-
Proceeds from short term borrowings	1,455	709
Finance cost	(101)	(36)
Net cash generatesd from financing activities (C)	**645**	**673**
Net (decrease)/increase in cash and cash equivalents (A+B+C)	**(560)**	**236**
Cash and cash equivalents at beginning of the year	1,165	931
Cash and cash equivalents at end of the year	**605**	**1,166**

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 2018**	**Cash flows during the year**	**As at 31 March 2019**
Short-term borrowings	709	746	1,455
Total	**709**	**746**	**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 B S R & Associates LLP
Chartered Accountants
ICAI Firm registration number : 116231W/W-100024

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

Sandeep Batra
Partner
Membership No. : 093320

Ram Kishan Verma
Managing Director
DIN: 01204917

Chanda Lal Verma
Director
DIN : 01204861

Abhinav Gautam
Company Secretary

Place : New Delhi
Date : 30 May 2020

Place : Kota
Date : 30 May 2020

Place : Kota
Date : 30 May 2020

Resonance Eduventures Limited
Notes to Standalone Financial Statements for the year ended 31 March 2019
(Amounts in INR lakhs, unless otherwise stated)

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.

The Company’s standalone financial statements up to and for the year ended 31 March 2018 were prepared in accordance with the Companies (Accounting Standards) Rules, 2006, notified under Section 133 of the Act and other relevant provisions of the Act.

As these are the Company’s first standalone financial statements prepared in accordance with Ind AS 101, First-time Adoption of Indian Accounting Standards has been applied. An explanation of how the transition to Ind AS has affected the previously reported financial position, financial performance and cash flows of the Company is provided in Note 37.

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

i. Assets held under leases

Leases of property, plant and equipment that transfer to the Company substantially all the risks and rewards of ownership are classified as finance leases. The leased assets are measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the assets are accounted for in accordance with the accounting policy applicable to similar owned assets.

Assets held under leases that do not transfer to the Company substantially all the risks and rewards of ownership (i.e. operating leases) are not recognised in the Company's Balance Sheet

ii. Lease payments

Payments made under operating leases are generally recognised in profit or loss on a straight-line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Lease incentives received are recognised as an integral part of the total lease expense over the term of the lease.

Minimum lease payments made under finance leases are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each year during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

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. 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.

k. 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.

l. 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.

m. 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.

n. Recent accounting pronouncements

(1) Ind AS 116 - Leases:

The Company is required to adopt Ind AS 116, Leases from 1 April 2019. Ind AS 116 introduces a single, on-balance sheet lease accounting model for lessees. A lessee recognises a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. There are recognition exemptions for short-term leases and leases of low-value items. Lessor accounting remains similar to the current standard – i.e. lessors continue to classify leases as finance or operating leases. The Company has completed an initial assessment of the potential impact on its consolidated financial statements but has not yet completed its detailed assessment.

i. Leases in which the Company is a lessee
The Company will recognise new assets and liabilities for its operating leases of offices. The nature of expenses related to those leases will now change because the Company will recognise a amortization charge for right-of-use assets and interest expense on lease liabilities.

Previously, the Company recognised operating lease expense on a straight-line basis over the term of the lease, and recognised assets and liabilities only to the extent that there was a timing difference between actual lease payments and the expense recognised.

ii. Transition
The Company plans to apply Ind AS 116 initially on 1 April 2019, using the modified retrospective approach. Therefore, the cumulative effect of adopting Ind AS 116 will be recognised as an adjustment to the opening balance of retained earnings at 1 April 2019, with no restatement of comparative information.

The Company plans to apply the practical expedient to grandfather the definition of a lease on transition. This means that it will apply Ind AS 116 to all contracts entered into before 1 April 2019 and identified as leases in accordance with Ind AS 17.

The effect of adoption as on transition date would majorly result in an increase in right of use asset approximately by INR 3,919 (Gross) with a simultaneous increase in the lease liability.

(2) Appendix C of Ind AS 12 - Uncertainty over Income tax Treatments
On March 30, 2019, Ministry of Corporate Affairs ("MCA") has amended the Ind AS 12, Income taxes to include the accounting treatment for uncertainties about the acceptability by a tax authority of a particular tax treatment used by an entity in its income tax filings, which provide tax transparency in the financial statements of such entities.

The key test is whether it is probable that the taxation authority would accept the tax treatment used or planned to be used by the entity. If the same is in line, then the amount of taxes recognised in the financial statements would be consistent with the entity's income tax filings. Otherwise, the impact of the uncertainty should be estimated and reflected in the financial statements.

Resonance Eduventures Limited
Notes to standalone financial statements for the year ended 31 March 2019
(All amounts in INR lakhs, unless otherwise stated)

3. Property, plant and equipment

	Building	Leasehold Improvements	Office equipment	Plant and equipment	Furniture and fixtures	Vehicles	Leasehold Land	Total	Capital work-in-progress
Reconciliation of carrying amount									
Cost or deemed cost (gross carrying amount)									
Balance at 1 April 2017	11,546	401	968	1,246	1,433	32	7,107	22,733	51
Additions	11	72	112	390	87	20	-	692	253
Disposals	-	-	13	6	3	5	-	27	-
Balance at 31 March 2018	**11,557**	**473**	**1,067**	**1,630**	**1,517**	**47**	**7,107**	**23,398**	**304**
Additions	-	478	531	120	187	-	53	1,369	-
Disposals	-	-	15	10	34	-	-	59	215
Balance at 31 March 2019	**11,557**	**951**	**1,583**	**1,740**	**1,670**	**47**	**7,160**	**24,708**	**89**
Accumulated depreciation									
Depreciation for the year	199	150	58	122	213	6	126	874	-
Disposals	-	-	4	3	2	4	-	13	-
Balance at 31 March 2018	**199**	**150**	**54**	**119**	**211**	**2**	**126**	**861**	**-**
Depreciation for the year	199	195	75	141	226	6	126	968	-
Disposals	-	-	4	2	12	-	-	18	-
Balance at 31 March 2019	**398**	**345**	**125**	**258**	**425**	**8**	**252**	**1,811**	**-**
Carrying amounts (net)									
Balance at 1 April 2017	**11,546**	**401**	**968**	**1,246**	**1,433**	**32**	**7,107**	**22,733**	**51**
Balance at 31 March 2018	**11,358**	**323**	**1,013**	**1,511**	**1,306**	**45**	**6,981**	**22,537**	**304**
Balance at 31 March 2019	**11,159**	**606**	**1,458**	**1,482**	**1,245**	**39**	**6,908**	**22,897**	**89**

Note - Refer Note 37 for details of deemed cost as considered by rhe Company pursuant to transition provision under Ind AS 101.

(All amounts in INR lakhs, unless otherwise stated)

4. Other intangible assets

	Patents and trademarks	Computer software	Total
Reconciliation of carrying amount			
Cost or deemed cost (gross carrying amount)			
Balance at 1 April 2017	-	46	46
Additions	-	138	138
Disposals	-	-	-
Balance at 31 March 2018	**-**	**184**	**184**
Additions	-	62	62
Disposals	-	-	-
Balance at 31 March 2019	**-**	**246**	**246**
Accumulated Amortisation			
Depreciation/Amortisation for the year	-	25	25
Disposals	-	-	-
Balance at 31 March 2018	-	**25**	**25**
Amortisation for the year	-	42	42
Disposals	-	-	-
Balance at 31 March 2019	-	**67**	**67**
Carrying amounts (net)			
Balance at 1 April 2017	-	**46**	**46**
Balance at 31 March 2018	-	**159**	**159**
Balance at 31 March 2019	-	**179**	**179**

Note - Refer Note 37 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)

5. Investments	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
Non-current investments			
Unquoted equity shares carried at cost (subsidiaries)			
Nil (31 March 2018: Nil; 1 April 2017: 9,000) equity shares of Resonance Infratech Private Limited	-	-	1
Less : Provision for diminution in the value of the investment	-	-	1
200,000 (31 March 2018: 200,000; 1 April 2017: 180,000) equity shares of Base Educational Services Private Limited*	7,028	7,028	6,295
1,33,500 (31 March 2018: 10,000; 1 April 2017: Nil) equity shares of Accelerating Education and Development Private Limited**	13,350	1	-
Nil (31 March 2018: Nil; 1 April 2017: 99,000) equity shares of Resonance Learning Solutions Private Limited	-	-	10
	20,378	**7,029**	**6,305**
Aggregate value of unquoted investments	**20,378**	**7,029**	**6,305**
Aggregate amount of impairment in value of investments	**-**	**-**	**1**

* 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. 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.

Current investments

Current investments carried at fair value through profit and loss			
Quoted mutual funds			
HDFC Liquid fund Dividend reinvestment plan (31 March 2019: Nil, 31 March 2018 : Nil , 31 March 2017 : 39,287.9810 units)	-	-	401
HDFC CMF- Treasury Adv- DP - Ret- Daily- Dividend Fund (31 March 2019: Nil, 31 March 2018 : Nil , 31 March 2017 : 99,886.5680 units)	-	-	10
Baroda Pioneer Credit Opportunity Fund (31 March 2019: Nil, 31 March 2018 : 778,434.2570 units , 31 March 2017 : Nil)	-	105	-
UTI- Money Market Fund- Institutional Plan- Direct Plan- Growth (31 March 2019: Nil, 31 March 2018 : 15,493 , 31 March 2017 : Nil)	-	302	-
UTI Short Term Income Fund (31 March 2019: Nil, 31 March 2018 : 3,115,629.7498 units , 31 March 2017 : Nil)	-	674	-
Union Balance Advantage Fund (31 March 2019: Nil, 31 March 2018 : 252,260.3430 , 31 March 2017 : Nil)	-	25	-
ICICI Prudential Corporate Bond Fund- Direct Plan- Growth (31 March 2019: Nil, 31 March 2018 : 252,260.3430 , 31 March 2017 : Nil)	-	5,665	-
ICICI Prudential Corporate Bond Fund- Growth (31 March 2019: Nil, 31 March 2018 : 957,315.2290 , 31 March 2017 : Nil)	-	259	-
ICICI Prudential Medium Term Bond Fund - Direct Plan - Growth (31 March 2019: 5,505,000 , 31 March 2018 : Nil , 31 March 2017 : Nil)	1,651	-	-
	1,651	**7,030**	**411**
Aggregate market value of quoted investments	1,651	7,030	411
Aggregate value of unquoted investments	20,378	7,029	6,305
Aggregate amount of impairment in value of investments	-	-	1

Resonance Eduventures Limited
Notes to standalone financial statements for the year ended 31 March 2019
(All amounts in INR lakhs, unless otherwise stated)

6. Loans	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
(Unsecured and considered good unless otherwise stated)			
Non-current			
Security deposits	290	277	309
	290	**277**	**309**
Current			
Loan to employees #	1,057	681	236
Loans to related parties**	250	-	-
Share application money**	1,220	-	-
Security deposits	297	247	148
Inter Corporate Deposits *	1,455	800	-
	4,279	**1,728**	**384**

During the year under review the company has granted the loan faclities @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 1,600 were outstanding as on 31st March 2019 including accrued interest. The Company has given total INR 3,300 ICDs to Naseeb Holding Pvt Ltd and Mahavat Holding Pvt Ltd including INR 800 ICDs given in previous year. Out of INR 3,300 ICDs, the Company received back INR 1,845 till 31st March 2019. 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

7. Other financial assets	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
(Unsecured and considered good unless otherwise stated)			
Non-current			
Margin money *	10	10	8
Current			
Interest accrued			
on fixed deposits	1	-	69
on investments	5	-	-
on others	255	65	80
	261	**65**	**149**

* Fixed deposits as on 31 March 2019 amounting to : INR 10 (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.

8. Income tax assets (net)	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
Advance Income taxes	349	349	49
	349	**349**	**49**

9. Other non-current assets	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
Capital advances	267	342	532
Prepaid expenses	112	73	94
Balance with government authorities	405	368	342
	784	**783**	**968**

Resonance Eduventures Limited
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10. Inventories	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
(Valued at lower of cost and net realisable value)			
Stock-in-trade			
- Study material	169	250	222
- Stationery and paper	2	10	31
- Consumables	20	16	172
- Uniform	154	176	17
	345	**452**	**442**

11. Trade receivables - current	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
(Unsecured and considered good unless otherwise stated)			
Trade receivables#			
Unsecured, considered good	586	155	210
Unsecured, considered doubtful	28	28	28
Less : Loss allowance on trade receivable	(51)	(33)	(29)
	563	**150**	**209**

12A. Cash and cash equivalents	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
Cash on hand	144	45	40
Cheques on hand	137	81	69
Balances with banks:			
- On current accounts	324	1,039	822
	605	**1,165**	**931**

12B. Bank balances other than cash and cash equivalents	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
Bank deposits (due to mature within 12 months of the reporting date)	16	164	1,070
	16	**164**	**1,070**

13. Other current assets	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
Prepaid expenses	64	178	161
Balance with government authorities	-	-	62
Advance to suppliers	35	82	253
	99	**260**	**476**

(All amounts in INR lakhs, unless otherwise stated)

14. Equity share capital	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
Authorised			
90,000,000 (31 March 2018: 90,000,000, 1 April 2017: 90,000,000) equity shares of INR	9,000	9,000	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	184	184	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 2019**		**As at 31 March 2018**	
	Number of shares	**Amount**	**Number of shares**	**Amount**
Equity shares of INR 10 each (31 March 2018: INR 10 each; 1 April 2017 : INR 10				
Outstanding at the beginning of the year	1,842,779	184	1,842,779	184
Issued during the year	-	-	-	-
Outstanding at the end of the year	**1,842,779**	**184**	**1,842,779**	**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 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 2019 and 31 March 2018, 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 2019**		**As at 31 March 2018**		**As at April 2017**	
	Number of shares	**Amount**	**Number of shares**	**Amount**	**Number of shares**	**Amount**
Accelerating Education and Development Private Limited (subsidiary with effect from 15 December 2017)	495,703	50	495,703	50	-	-

(iv)Particulars of shareholders holding more than 5% equity shares	**As at 31 March 2019**		**As at 31 March 2018**		**As at April 2017**	
	Number of shares	**% of holding**	**Number of shares**	**% of holding**	**Number of shares**	**% of holding**
Equity shares, fully paid up held						
Mr Ram Kishan Verma (Managing director)	1,014,172	55.03%	1,014,172	55.03%	1,014,172	55.03%
Accelerating Education and Development Private Limited	495,703	26.90%	495,703	26.90%	495,703	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.

(All amounts in INR lakhs, unless otherwise stated)

15. Other equity	**As at 31 March 2019**	**As at 31 March 2018**
A. Reserves and surplus		
i. Retained earnings		
Balance at the commencement of the year	17,344	12,540
Movement during the year	4,366	4,804
Balance at the end of the year	**21,710**	**17,344**
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]	**31,503**	**27,137**
B. Other comprehensive income		
Re-measurement gains on defined benefit liability		
Balance at the commencement of the year	23	-
Movement during the year	(15)	23
Balance at the end of the year	**8**	**23**
Total other comprehensive income	**8**	**23**
Total other equity (A+B)	**31,511**	**27,160**

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)

16.Other financial liabilities	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
Non-current			
Payable against acquisition of shares*	100	200	-
Securities received from students	225	259	198
Security deposits received from employees	-	4	12
Lease equilisation reserve	24	7	18
	349	**470**	**228**
Current			
Payable against acquisition of shares*	100	260	78
Payable towards capital creditors	137	75	163
Payable to employees	2,928	1,304	1,124
Securities received from students	752	419	377
Payable to students	14	-	-
Security deposits received from associates	13	15	17
Security deposits received from employees	48	67	68
Book overdraft	449	-	6
Lease equilisation reserve	6	17	5
Advance received from associates	8	11	5
	4,455	**2,168**	**1,843**

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

17. Provisions	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
Non-current			
Gratuity	337	106	135
Compensated absences	679	613	546
	1,016	**719**	**681**
Current			
Gratuity	205	164	119
Compensated absences	278	266	231
	483	**430**	**350**

18. Deferred tax liabilities (net)	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
Deferred tax liabiliies	1,084	1,025	739
	1,084	**1,025**	**739**

Income tax	**For the year ended 31 March 2019**	**For the year ended 31 March 2018**
A. Amounts recognised in profit or loss		
Current tax		
Current year	2,341	2,335
Deferred tax		
Origination and reversal of temporary differences	63	279
Change in tax rate	-	-
	2,404	2,614
Earlier year tax		
Tax pertaining to previous year	-	(11)
Tax expense	**2,404**	**2,603**

B. Income tax recognised in other comprehensive income	**For the year ended 31 March 2019**	**For the year ended 31 March 2018**
Remeasurements of defined benefit liability(asset)		
Before tax	15	(23)
Tax expense	(5)	8
Net of tax	10	(15)
Tax expense	**(5)**	**8**

(All amounts in INR lakhs, unless otherwise stated)

C. Reconciliation of effective tax rate	**For the year ended 31 March 2019**	**For the year ended 31 March 2018**
Profit before tax	6,765	7,415
Tax using the Company's domestic tax rate	2,364	2,566
Change in tax rate	-	9
Tax effect of:		
No tax is charged as per the respective jurisdiction		
Non-deductible tax expenses	49	64
Tax- exempt income	-	(24)
Others	(9)	(12)
	2,404	**2,603**

(i) The Company's weighted average tax rates for the years ended March 31, 2019 and 2018 were 34.944% and 34.608%, respectively.

D. Recognised deferred tax assets and liabilities	**As at 31 March 2019**	**As at 31 March 2018**	**As at 31 March 2017**
Deferred tax asset			
Employee benefits	469	353	317
Loss allowance	18	12	10
Security deposit received measured at amortised cost	2	3	2
Lease equilisation reserve	11	8	8
Others	94	116	74
Total	**594**	**492**	**411**
Deferred tax liabilities			
Property, plant and equipment and intangibles	1,623	1,412	1,151
Caution money received measured at amortised cost (net)	(2)	(1)	(1)
Investment in mutual funds	57	106	-
Total	**1,678**	**1,517**	**1,150**
Offsetting of deferred tax assets and liabilities			
Net deferred tax liabilities	**(1,084)**	**(1,025)**	**(739)**

19. Other non-current liabilities	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
Contract liability (advance from customers)	137	65	33
Deferred amount on caution money	65	26	19
	202	**91**	**52**

20. Borrowings	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
Bank Overdraft	1,455	709	-
	1,455	**709**	**-**

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%

21. Trade Payables	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
*Total outstanding dues of micro enterprises and small enterprises	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,453	637	400
	1,453	**637**	**400**

*Refer Note 38 for MSMED disclosure

22. Current tax liabilities (net)	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
Provision for income tax (net of advance tax)	193	84	193
	193	**84**	**193**

23. Other current liabilities	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
Contract liability (advance from customers)	9,182	8,378	7,344
Deferred amount on caution money	-	56	28
Statutory dues payable	1,228	351	166
	10,410	**8,785**	**7,538**

(All amounts in INR lakhs, unless otherwise stated)

24. Revenue from operations	**For the year ended 31 March 2019**	**For the year ended 31 March 2018**
Sale of services	36,214	34,103
	36,214	**34,103**

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 2019	**For the year ended 31 March 2018**
Coaching Fees(net of awards and prizes)	34,634	32,343
Prospectus fee	327	321
Distance learning programme fee	1,253	1,439
	36,214	**34,103**

Changes in contract assets are as follows:

	As at 31 March 2019	**As at 31 March 2018**
Balance at the beginning of the year	-	-
Revenue recognised during the year	36,214	34,103
Invoices raised during the year	-	-
Translation exchange difference	-	-
Balance at the end of the year	**36,214**	34,103

25. Other income	**For the year ended 31 March 2019**	**For the year ended 31 March 2018**
Interest income on		
- Bank deposits	47	51
- Loan	189	103
- Income Tax refund	-	38
- Inter Corporate Deposits	180	-
- Service Tax Refund	4	-
- Others	114	90
Change in fair value of investments	179	404
Rental income	29	29
Management fees	74	16
Provision no longer required written back	-	1
Dividend income	-	69
Miscellaneous income	82	89
Transfer fees	9	16
Test fees	29	48
Hostel fees	79	862
Caution Money written back	30	51
	1,045	**1,867**

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)

26. Employee benefits expense	**For the year ended 31 March 2019**	**For the year ended 31 March 2018**
Salaries, wages and bonus	18,208	15,615
Contribution to provident and other funds	543	526
Staff welfare expenses	220	197
	18,971	**16,338**

27. Finance cost	**For the year ended 31 March 2019**	**For the year ended 31 March 2018**
Interest expense on		
-Bank	67	-
-Others	84	64
Bank charges	28	33
	179	**97**

28. Depreciation and amortisation expense	**For the year ended 31 March 2019**	**For the year ended 31 March 2018**
Depreciation of property, plant and equipment (refer Note 3)	968	874
Amortisation of intangible assets (Refer Note 4)	42	25
	1,010	**899**

29. Other expenses	**For the year ended 31 March 2019**	**For the year ended 31 March 2018**
Printing, Consumption of stores, stationery and consumables	1,386	1,244
Electricity	615	627
Rent	1,991	2,086
Repairs		
- Building	326	264
-Machinery	208	189
-Others	65	60
Advertisment	2,157	3,244
Legal and professional expenses	454	332
Insurance	22	28
Rates and taxes	43	51
Student welfare	672	896
Business development	235	262
Travelling expenses	427	323
Postage and courier	172	200
Communication expenses	229	188
Office expenses	239	220
Function expenses	197	184
Security services	155	191
Test expenses	352	157
Award and prizes	220	325
Fixed assets written off	14	-
Corporate Social Responsibility Expenses (Refer to Note 41)	-	51
Auditor's remuneration	52	29
Loss on sale of property plant and equipment	17	10
Loss allowance on trade receivables	18	4
Bad debts/ advance written off	8	5
Miscellaneous expenses	60	51
	10,334	**11,221**

*Auditor's remuneration

	For the year ended 31 March 2019	For the year ended 31 March 2018
Audit fees	40	24
In other capacity:		
other matters	10	3
reimbursement of expenses	2	2
	52	**29**

30. Earning per share (EPS)	For the year ended 31 March 2019	For the year ended 31 March 2018
Profit attributable to equity shareholders (INR in lakhs) (A)	4,366	4,804
Weighted average number of equity shares oustanding during the year (in numbers) (B)	1,842,779	1,842,779
Basic and diluted earnings per share (in INR) (A/B)	**237**	**261**

Resonance Eduventures Limited
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31 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 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

As at 31 March 2018

	Hierarchy	FVTPL	FVTOCI	Amortised cost	Total
Financial assets measured at fair value					
Investments in mutual funds	Level 2	7,030	-	-	7,030
Investments in subsidiaries	Level 3	7,029			7,029
Financial assets not measured at fair value					
Cash and cash equivalents	Level 3	-	-	1,165	1,165
Trade receivables	Level 3	-	-	150	150
Bank balances other than cash and cash equivalents	Level 3	-	-	164	164
Loans	Level 3	-	-	2,005	2,005
Others	Level 3	-	-	76	76
		14,059	**-**	**3,559**	**17,618**
Financial liabilities not measured at fair value					
Borrowings	Level 3	-	-	709	709
Trade Payables	Level 3	-	-	637	637
Others	Level 3	-	-	2,637	2,637
		-	-	3,984	3,984

As at 1 April 2017

	Hierarchy	FVTPL	FVTOCI	Amortised cost	Total
Financial assets measured at fair value					
Investments in mutual funds	Level 2	411	-	-	411
Investments in subsidiaries	Level 3	6,305	-	-	6,305
Financial assets not measured at fair value					
Cash and cash equivalents	Level 3	-	-	931	931
Trade receivables	Level 3	-	-	209	209
Bank balances other than cash and cash equivalents	Level 3	-	-	1,070	1,070
Loans	Level 3	-	-	693	693
Others	Level 3	-	-	158	158
		6,716	**-**	**3,060**	**9,776**
Financial liabilities not measured at fair value					
Borrowings	Level 3	-	-	-	-
Trade payables	Level 3	-	-	400	400
Others	Level 3	-	-	2,072	2,072
		-	-	2,472	2,472

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 2019, 31 March 2018 and 1 April 2017, 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 2019	As at 31 March 2018	As at 1 April 2017
India	563	150	209
	563	**150**	**209**

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

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**

As at 31 March 2018

Particulars	Gross carrying amount	Weighted average loss rate	Loss allowance
Current (not past due)			
1-90 days past due	67	0%	-
91-180 days past due	32	1%	-
181-270 days past due	36	2%	1
270-360 days past due	-	6%	-
More than 361 days past due	21	19%	4
	155		**5**

As at 1 April 2017

Particulars	Gross carrying amount	Weighted average loss rate	Loss allowance
Current (not past due)			
1-90 days past due	190	0%	1
91-180 days past due	11	1%	-
181-270 days past due	9	3%	-
270-360 days past due	-	7%	-
More than 361 days past due	-	20%	-
	210		**1**

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 2019	As at 31 March 2018
Balance at the beginning of the year	5	1
Net measurement of loss allowance	18	4
Balance at the end of the year	**23**	**5**

(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 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**	**-**

As at 31 March 2018

		Contractual cashflows				
Particulars	**Carrying amount**	**Total**	**Less than one year**	**1-2 years**	**2-5 years**	**More than 5 years**
Borrowings	709	709	709	-	-	-
Trade payables	637	637	637	-	-	-
Other financial liabilities	2,637	2,637	2,168	388	81	-
	3,984	**3,984**	**3,514**	**388**	**81**	**-**

As at 1 April 2017

		Contractual cashflows				
Particulars	**Carrying amount**	**Total**	**Less than one year**	**1-2 years**	**2-5 years**	**More than 5 years**
Trade payables	400	400	400	-	-	-
Other financial liabilities	2,072	2,072	1,843	173	56	-
	2,472	**2,472**	**2,243**	**173**	**56**	**-**

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 2019	As at 31 March 2018	As at 1 April 2017
Net defined benefit liability - Gratuity plan	542	270	254
Total employee benefit assets (Non- current)	**542**	**270**	**254**
Provision for employee benefits			
Compensated absences	957	879	777
Gratuity	542	270	254
Total employee benefit liabilities	**1,499**	**1,149**	**1,031**
Non-current	1,016	719	681
Current	483	430	350
Total	**1,499**	**1,149**	**1,031**

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.

Resonance Eduventures Limited

Notes to standalone financial statements for the year ended 31 March 2019

(All amounts in INR lakhs, unless otherwise stated)

i. Reconciliation of present value of defined benefit obligation

	As at 31 March 2019	As at 31 March 2018
Balance at the beginning of the year	1,380	1,102
Benefits paid	(65)	(52)
Current service cost	247	215
Past service cost	-	49
Interest cost	108	81
Actuarial (gain)/loss recognised in other comprehensive income	6	(15)
Balance at the end of the year	**1,676**	**1,380**

ii. Reconciliation of the present value of plan assets	As at 31 March 2019	As at 31 March 2018
Balance at the beginning of the year	1,111	849
Contributions paid into the plan	10	244
Benefits paid	(72)	(58)
Return on plan assets recognised in other comprehensive income	85	76
Balance at the end of the year	**1,134**	**1,111**
Net defined benefit liability	**542**	**269**

iii. Expense recognised in profit or loss

	For the year ended 31 March 2019	For the year ended 31 March 2018
Current service cost	247	215
Past service cost	-	49
Interest cost	108	81
Interest income	(87)	(62)
Balance at the end of the year	**268**	**283**

iv. Remeasurements recognised in other comprehensive income

	For the year ended 31 March 2019	For the year ended 31 March 2018
Actuarial (gain)/loss on defined benefit obligation		
- financial assumptions	(23)	48
- experience adjustment	9	(25)
Balance at the end of the year	**(15)**	**23**

(All amounts in INR lakhs, unless otherwise stated)

v. Actuarial assumptions

Principal actuarial assumptions at the reporting date:

Particulars	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
Discount rate	7.66%	7.80%	8.00%
Future salary growth	8.00%	8.00%	8.00%
Retirement age (years)	60 years	60 years	60 years
Withdrawal rate			
-18 to 30 years	43%	43%	43%
-30 to 44 years	13%	13%	13%
-44 to 60 years	10%	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 2019		**For the year ended 31 March 2018**	
	Increase	**Decrease**	**Increase**	**Decrease**
Discount rate (0.5% movement)	(53)	55	(44)	45
Future salary growth (0.5% movement)	54	(53)	45	(44)

(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 2019	As at 31 March 2018	As at 1 April 2017
Payable in less than one year	300	489	164
Payable between one and five years	163	32	47
	463	**521**	**211**

ii. Amounts recognised in profit or loss	For the year ended 31 March 2019	For the year ended 31 March 2018
Lease expense - minimum lease payments	1,991	2,086
	1,991	**2,086**

(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 2019	As at 31 March 2018	As at 1 April 2017
Total liabilities	21,100	15,118	12,024
Less: cash and cash equivalents	605	1,165	931
Adjusted net debt	**20,496**	**13,953**	**11,093**
Total equity	31,695	27,344	22,517
Adjusted net debt to equity ratio	**65%**	**51%**	**49%**

35(b). Contingent liabilities and commitments

(to the extend not provided for)

Contingent liabilities

	As at 31 March 2019	As at 31 March 2018	As at 1 April 2017
i. Disputed liabilities not acknowledged as debts			
in respect of service tax matters	228	1,256	1,830
in respect of sales tax/VAT matters	483	436	404
in respect of income tax matters	4	4	33
in respect of statutory bonus	59	59	59
	774	**1,755**	**2,326**

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 2019	As at 31 March 2018	As at 1 April 2017
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	27	321	57

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.

Resonance Eduventures Limited
Notes to standalone financial statements for the year ended 31 March 2019
(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. Advait Kurlekar	India
	Mr. Rajesh Singhal	India
	Mr. Tashwinder Harjap Singh	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	
	Resonance Learning Solutions Private Limited (upto 6 March 2018)	India
	Resonance Infratech Private Limited (upto 1 March 2018)	India
	Accelerating Education & Development Private Limited (w.e.f 15 December 2017)	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
Lokesh Kumar Khandelwal	Director (till 6 February 2019)
Mr. Advait Kurlekar	Independent Director
Mr. Rajesh Singhal	Independent Director
Mr. Tashwinder Harjap Singh	Nominee Director
Mr. Asheesh Sharma	Chief Executive Officer (till December 2019)

C. Transactions with related parties

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Study Material Purchased		
BASE Educational Services Private Limited	4	4
Professional Fees		
Mrs Priyanka Khandelwal	2	2
Purchase of shares of Accelerating Education & Development Private Limited		
Mr Ram Krishan Verma	-	1
Mr Sunita Verma	-	1
Sale of Shares of Resonance Infratech Private Limited and Resonance Learning Solutions Private Limited to :		
Mr Ram Krishan Verma	-	5
Mr Sunita Verma	-	5
Investments in Unquoted equity instruments (fully paid)		
BASE Educational Services Private Limited	-	810
Accelerating Education & Development Private Limited:-		-
-Alloted	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 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 2019	As at 31 March 2018	As at 1 April 2017
Outstanding balance receivable			
- Mr Praveen Verma	-	-	2
- Accelerating Education & Development Private Limited	270	-	-
Balance outstanding at year end			
Salary Payable			
- Mr. Chanda Lal Verma	3	3	2
- Mr Sunita Verma	1	1	1
- Lokesh Kumar Khandelwal	40	43	7
- Mr. Asheesh Sharma	71	52	8
- Mr Ram Krishan Verma	-	1	1
- Mr Praveen Verma	2	0	-
Loans and advances to related parties			
- Mr Ram Krishan Verma	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. Remuneration

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Mr Ram Krishan Verma	182	181
Mr. Chanda Lal Verma	27	27
Mr Sunita Verma	8	8
Lokesh Kumar Khandelwal	217	182
Mr. Asheesh Sharma	224	179
Mr Praveen Verma	12	11

37 Explanation of transition to Ind AS

As stated in Note 2A, these are the Company's first standalone financial statements prepared in accordance with Ind AS. For the year ended 31 March 2018, the Company had prepared its standalone financial statements in accordance with Companies (Accounting Standards) Rules, 2006, notified under Section 133 of the Act and other relevant provisions of the Act ('previous GAAP').

The accounting policies set out in Note 2(ii) have been applied in preparing these standalone financial statements including the comparative information for the year ended 31 March 2018 and the opening standalone Ind AS balance sheet on the date of transition i.e. 1 April 2017.

In preparing its standalone Ind AS balance sheet as at 1 April 2017 and in presenting the comparative information for the year ended 31 March 2018, the Company has adjusted amounts reported previously in standalone financial statements prepared in accordance with previous GAAP. This note explains the principal adjustments made by the Company in restating its standalone financial statements prepared in accordance with previous GAAP, and how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

Optional exemptions availed and mandatory exceptions

In preparing these standalone financial statements, the Company has applied the below mentioned optional exemptions and mandatory exceptions.

A. Optional exemptions availed:

Property plant and equipment and intangible assets

As per Ind AS 101 an entity may elect to:
(i) measure an item of property, plant and equipment at the date of transition at its fair value and use that fair value as its deemed cost at that date
(ii) use a previous GAAP revaluation of an item of property, plant and equipment at or before the date of transition as deemed cost at the date of the revaluation, provided the revaluation was, at the date of the revaluation, broadly comparable to:
− fair value;
− or cost or depreciated cost under Ind AS adjusted to reflect, for example, changes in a general or specific price index.
The elections under (i) and (ii) above are also available for intangible assets that meets the recognition criteria in Ind AS 38, Intangible Assets, (including reliable measurement of original cost); and criteria in Ind AS 38 for revaluation (including the existence of an active market).
(iii) use carrying values of property, plant and equipment, intangible assets and investment properties as on the date of transition to Ind AS (which are measured in accordance with previous GAAP and after making adjustments relating to decommissioning liabilities prescribed under Ind AS 101) if there has been no change in its functional currency on the date of transition.

As permitted by Ind AS 101, the Company has elected to continue with the carrying values under previous GAAP for all the items of property, plant and equipment. The same election has been made in respect of intangible assets and investment property also. The carrying values of property, plant and equipment as aforesaid are after making adjustments relating to decommissioning liabilities

B. Mandatory exceptions

1 Estimates

As per Ind AS 101, an entity's estimates in accordance with Ind AS at the date of transition to Ind AS at the end of the comparative year presented in the entity's first Ind AS financial statements, as the case may be, should be consistent with estimates made for the same date in accordance with the previous GAAP unless there is objective evidence that those estimates were in error. However, the estimates should be adjusted to reflect any differences in accounting policies.

As per Ind AS 101, where application of Ind AS requires an entity to make certain estimates that were not required under previous GAAP, those estimates should be made to reflect conditions that existed at the date of transition (for preparing opening Ind AS balance sheet) or at the end of the comparative year (for presenting comparative information as per Ind AS).

The Company's estimates under Ind AS are consistent with the above requirement. Key estimates considered in preparation of the standalone financial statements that were not required under the previous GAAP are listed below:
- Fair valuation of financial instruments carried at FVTPL.
- Impairment of financial assets based on the expected credit loss model.
- Determination of the discounted value for financial instruments carried at amortised cost.

2 Derecognition of financial assets and liabilities

As per Ind AS 101, an entity should apply the derecognition requirements in Ind AS 109, Financial Instruments, prospectively for transactions occurring on or after the date of transition to Ind AS. However, an entity may apply the derecognition requirements retrospectively from a date chosen by it if the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions.

The Company has elected to apply the derecognition principles of Ind AS 109 retrospectively as reliable information was available at the time of initially accounting for these transactions.

3 Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification of financial assets on the basis of facts and circumstances existing as on the date of transition. Further, the standard permits measurement of financial assets accounted at amortised cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable.

Accordingly, the Company has determined the classification of financial assets based on the facts and circumstances that existed on the date of transition to Ind AS. Measurement of the financial assets accounted at amortised cost has been done retrospectively except where the same is impracticable.

C. Transition to Ind AS - Reconciliations

The following reconciliations provide the explanation of the differences arising from the transition from previous GAAP to Ind AS in accordance with Ind AS 101, First Time Adoption of Indian Accounting Standards.

- Reconciliation of total equity as at 1 April 2017 and 31 March 2018
- Reconciliation of total comprehensive income for the year ended 31 March 2018
- Reconciliation of statement of cash flows for the year ended 31 March 2018

(All amounts in INR lakhs, unless otherwise stated)

a) Reconciliation of total equity as at 1 April 2017

	Note	Previous GAAP*	Adjustments to transition to Ind AS	Ind AS
Assets				
Non-current assets				
Property, plant and equipment		22,733	-	22,733
Capital work-in-progress		51	(0)	51
Other intangible assets		46	(0)	46
Financial assets				-
Investments		6,228	77	6,305
Loans	(i)	367	(58)	309
Other financial assets		8	(0)	8
Income tax assets (net)		50	(1)	49
Other non-current assets	(i)	919	49	968
Total non-current assets		**30,402**	**67**	**30,469**
Current assets				
Inventories		442	(0)	442
Financial assets				
Investments		411	-	411
Trade receivables	(iii)	210	(1)	209
Cash and cash equivalents		931	0	931
Bank balances other than cash and cash equivalents		1,070	-	1,070
Loans		409	(25)	384
Others		149	-	149
Other current assets	(i)	451	25	476
Total current assets		**4,073**	**(1)**	**4,072**
Total assets		**34,475**	**66**	**34,541**
Equity and liabilities				
Equity				
Equity share capital		184	-	184
Other equity		22,263	70	22,333
Total equity		**22,447**	**70**	**22,517**
Liabilities				
Non-current liabilities				
Financial liabilities				
Other financial liabilities	(i),(iv)	416	(188)	228
Provisions		681	-	681
Deferred tax liabilities (net)	(v)	701	38	739
Other non-current liabilities	(i)	29	23	52
Total non-current liabilities		**1,827**	**(127)**	**1,700**
Current liabilities				
Financial liabilities				
Trade Payables				
- Total outstanding dues of micro enterprises and small enterprises		-	-	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises		400	-	400
Other financial liabilities	(i),(iv)	1,814	29	1,843
Current tax liabilities (net)		193	-	193
Provisions		350	-	350
Other current liabilities	(i)	7,444	94	7,538
Total current liabilities		**10,201**	**123**	**10,324**
Total liabilities		**12,028**	**(4)**	**12,024**
Total equity and liabilities		**34,475**	**66**	**34,541**

* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

Resonance Eduventures Limited

Notes to standalone financial statements for the year ended 31 March 2019

(All amounts in INR lakhs, unless otherwise stated)

b) Reconciliation of total equity as at 31 March 2018

	Note	Previous GAAP*	Adjustments to transition to Ind AS	Ind AS
Assets				
Non-current assets				
Property, plant and equipment		22,537	(0)	22,537
Capital work-in-progress		304	-	304
Other intangible assets		159	(0)	159
Financial assets				
Investments		7,029	-	7,029
Loans	(i)	369	(92)	277
Other financial assets		10	-	10
Income tax assets (net)		349	-	349
Other non-current assets	(i)	745	38	783
Total non-current assets		**31,502**	**(54)**	**31,448**
Current assets				
Inventories		452	-	452
Financial assets				
Investments	(ii)	6,726	304	7,030
Trade receivables	(iii)	155	(5)	150
Cash and cash equivalents		1,165	-	1,165
Bank balances other than cash and cash equivalents		164	-	164
Loans		1,713	15	1,728
Others		66	(1)	65
Other current assets	(i)	230	30	260
Total current assets		**10,671**	**343**	**11,014**
Total assets		**42,173**	**289**	**42,462**
Equity and liabilities				
Equity				
Equity share capital		184	-	184
Other equity		26,930	230	27,160
Total equity		**27,114**	**230**	**27,344**
Liabilities				
Non-current liabilities				
Financial liabilities				
Other financial liabilities	(i),(iv)	672	(202)	470
Provisions		719	-	719
Deferred tax liabilities (net)	(v)	902	123	1,025
Other non-current liabilities	(i)	42	49	91
Total non-current liabilities		**2,335**	**(30)**	**2,305**
Current liabilities				
Financial liabilities				
Borrowings		709	-	709
Trade Payables				
- Total outstanding dues of micro enterprises and small enterprises				
- Total outstanding dues of creditors other than micro enterprises and small enterprises		637	-	637
Other financial liabilities	(i),(iv)	2,215	(47)	2,168
Current tax liabilities (net)		84	-	84
Provisions		430	-	430
Other current liabilities	(i)	8,649	136	8,785
Total current liabilities		**12,724**	**89**	**12,813**
Total equity and liabilities		**42,173**	**289**	**42,462**

* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

(All amounts in INR lakhs, unless otherwise stated)

c) Reconciliation of total comprehensive income for the year ended 31 March 2018

	Notes	Previous GAAP*	Adjustments to transition to Ind AS	Ind AS
Income				
Revenue from operations		34,236	(133)	34,103
Other income	(ii)	1,474	393	1,867
Total income		**35,710**	**260**	**35,970**
Expenses				
Employee benefits expense	(vi)	16,315	23	16,338
Finance costs	(i),(iv)	36	61	97
Depreciation and amortisation expense		898	1	899
Other expenses	(iii),(iv)	11,268	(47)	11,221
Total expenses		**28,517**	**38**	**28,555**
Profit before tax		**7,193**	**222**	**7,415**
Tax expense				
Current tax		2,335	-	2,335
Adjustment for earlier years		(11)	-	(11)
Deferred tax	(v)	201	86	287
Total Income tax expense		**2,525**	**86**	**2,611**
Profit for the year		**4,668**	**136**	**4,804**
Other comprehensive income:				
Items that will not be reclassified subsequently to profit				
Re-measurement gains/(losses) on defined benefit liability		-	(23)	(23)
Income tax related to items that will not be reclassified to profit		-	8	8
Other comprehensive income/ (expense) for the year (net of income tax)		**-**	**(15)**	**(15)**
Total comprehensive income for the year		**4,668**	**121**	**4,789**

* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

(d) Total equity

	Note	As at 1 April 2017	As at 31 March 2018
As per previous GAAP		22,263	26,930
Adjustments relating to previous GAAP		(71)	(104)
Ind AS Adjustments			
Fair valuation of security deposits	(i)	(10)	(11)
Fair valuation of mutual funds	(ii)	-	304
Loss allowance on trade receivables	(iii)	(1)	(5)
Lease equalisation reserve	(iv)	190	170
Deferred tax on above	(v)	(38)	(124)
Increase		**70**	**230**
Equity under Ind AS		**22,333**	**27,160**

Notes to reconciliations:

(i) Fair valuation of security deposits

Under previous GAAP, security deposits were recorded at their transaction cost. In accordance with Ind AS 109, Financial Instruments, security deposits being financial instruments, have been accounted at amortised cost using the effective interest rate method.

(ii) Fair valuation of mutual funds

Under the previous GAAP, investments in mutual funds were classified as long-term investments or current investments based on the intended holding year and realisability. Long-term investments were carried at cost less provision for other than temporary decline in the value of such investments. Current investments were carried at lower of cost and fair value. Under Ind AS, these investments are required to be measured at fair value through profit or loss as permitted by Ind AS 109. The resulting fair value changes of these investments have been recognised in the standalone statement of profit and loss account for the year ended 31 March 2018. This increased the profit by INR 304 lakhs for the year ended 31 March 2018.

(iii) Loss allowance on trade receivables

On transition to Ind AS, the Company has recognised impairment loss on trade receivables measured at amortised cost based on the expected credit loss model as required by Ind AS 109, Financial Instruments. Consequently, trade receivables measured at amortised cost have been reduced with a corresponding decrease in retained earnings.

(iv) Lease equilisation reserve

Under previous GAAP, lease equalisation reserve was created to straight-line lease rentals when there was an escalation in the lease rentals over the tenure of the lease agreement.

In accordance with Ind AS 17, the increases in the lease rentals shall not be straight lined where the escalation of lease rentals is in line with the expected general inflation and accordingly, this has been reversed.

(v) Deferred tax on above

Under previous GAAP, deferred taxes are computed for timing differences between accounting income and taxable income for the year i.e. using the ‘Income Statement Approach’.

Under Ind AS, deferred taxes are computed for temporary differences between the carrying amount of an asset or liability in the Balance Sheet and its tax base. This is referred to as the ‘Balance Sheet Approach’. Based on this approach, additional deferred taxes have been recognised by the Group on the above Ind AS adjustments.

(vi) Other comprehensive income

Under Ind AS, all items of income and expenses recognised in a year should be included in profit or loss for the year, unless a standard requires or permits otherwise. Items of income and expenses that are not recognised in profit or loss but are shown in the statement of profit and loss as 'other comprehensive income' includes remeasurements of defined benefit liability/(asset) and reserve created due to exchange differences on transalation of foreign operations. The concept of other comprehensive income did not exist under previous GAAP.

e) Reconciliation of statement of cash flows for the year ended 31 March 2018

Particulars	Previous GAAP	Effect of transition to Ind AS	Ind AS
Net cash flows from operating activities	7,017	(593)	6,424
Net cash flows from investing activities	(6,782)	(79)	(6,861)
Net cash flows from financing activities	-	673	673
Net increase/ (decrease) in cash and cash equivalents	**235**	**1**	**236**
Cash and cash equivalents at the end of the year	**235**	**1**	**236**

(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 2019. 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 2019	As at 31 March 2018
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 2019 and 31 March 2018, the Company is having net deferred tax liability primarily comprising of unabsorbed Depreciation and carry forward Losses under tax laws.

40. Income/ Expenditure in foreign currency

	For the year ended 31 March 2019	For the year ended 31 March 2018
Coaching Fees Received	(55)	(103)
Travelling expense	-	1
Business Development Expense	-	4
Professional Fees	26	0
Total	**(29)**	**(98)**

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 2019	For the year ended 31 March 2018
(a) Gross amount required to be spent by the company		
(b) Amount spent during the year	155	158
(i) Contruction/Acquisition of any asset		
(ii) On purpose other than (i) above	-	51

As per our report of even date

For **B S R & Associates LLP**
Chartered Accountants
ICAI Firm registration number : 116231W/W-100024

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

Sandeep Batra
Partner
Membership No. : 093320

Ram Kishan Verma
Managing Director
DIN: 01204917

Chanda Lal Verma
Director
DIN : 01204861

Abhinav Gautam
Company Secretary

Place : New Delhi
Date : 30 May 2020

Place : Kota
Date : 30 May 2020

Place : Kota
Date : 30 May 2020

B S R & Associates LLP
Chartered Accountants

Building No.10,8th Floor Tower-B
DLF Cyber City, Phase-II
Gurugram – 122 002, India

Telephone: +91 124 7191000
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INDEPENDENT AUDITOR’S REPORT

To the Members of Resonance Eduventures Limited

Report on the Audit of the Standalone Financial Statements

Disclaimer of Opinion

We were engaged to audit the accompanying standalone financial statements of Resonance Eduventures Limited (“the Company”), which comprise the standalone balance sheet as at 31 March 2019, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the standalone financial statements”).

We do not express an opinion on the accompanying standalone financial statements of the Company. Because of the significance of the matter described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient and appropriate audit evidence to provide a basis for an audit opinion on these standalone financial statements.

Basis for Disclaimer of Opinion

1) Inter Corporate Deposits given

We refer to Note 6 to the standalone financial statements which describes that during the current year, the Company has given intercorporate deposits to various entities amounting to Rs 2,500 lakhs. As at 31 March 2019, the outstanding balance stood at Rs. 1,600 lakhs comprising inter-corporate deposits including accrued interest amounting to Rs. 145 lakhs.

According to the Management of the Company, these amounts have been mainly given for short term investment purpose. We were unable to obtain sufficient appropriate audit evidence 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

a) During the year ended 31 March 2019, the Company has invested an amount of Rs. 14,825 lakhs (Rs. 14,569 lakhs as share capital/ share application money pending allotment and Rs. 256 lakhs as unsecured loan including accrued interest) in its wholly owned subsidiary AEDPL.

B S R & Associates (a partnership firm with Registration No. BA69226) converted into B S R & Associates LLP (a Limited Liability Partnership with LLP Registration No. AAB-8182) with effect from October 14, 2013

Registered Office:
5th Floor, LodhaExcelus
Apollo Mills Compound
N.M. Joshi Marg, Mahalaxmi
Mumbai – 400 011

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.

a) The substantial part of assets held by AEDPL are in form of shares of the Company resulting in cross-holding 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.

3) Investment in Base Educational Services Private Limited (“BESPL”), a subsidiary company

During the year ended 31 March 2019, the disclaimer of opinion is given in the audit report of the wholly owned subsidiary of the Company i.e. BESPL by its auditors.

Management has not subjected this investment to impairment and recoverability analysis as at year end and has recorded it at its historical value i.e. Rs 7,028 lakhs in standalone financial statements of the Company. We were unable to obtain sufficient appropriate audit evidence about the recoverability of these amounts. Accordingly, we are unable to determine the possible implications arising therefrom including any necessary adjustments in respect of these transactions in the standalone financial statements of the Company.

4) Long Outstanding Balance of capital advances, trade receivables and security deposits

There are long outstanding balances of capital advances of Rs. 376 lakhs, trade receivables of Rs. 225 lakhs and security deposits of Rs. 40 lakhs which are outstanding for a certain number of years as at 31 March 2019.

Management has not provided for any amount in standalone financial statements of the Company. We were unable to obtain sufficient appropriate audit evidence about the recoverability of these amounts. Accordingly, we are unable to determine the possible implications arising therefrom including any adjustments are necessary in respect of these transactions in the standalone financial statements of the Company.

5) Employee Loans and Advances

As at 31 March 2019, the Company has an outstanding balance of Employee loans and advances amounting to Rs. 1,057 lakhs. While performing our audit procedures, we observed that certain loans to employees of the Company were granted in non-compliance of the Company’s policy for Employee Loans. We were unable to obtain sufficient appropriate audit evidence about, the underlying commercial rationale/ purpose for such transactions, repayment terms and the recoverability of these amounts. Accordingly, we are unable to determine the consequential implications arising therefrom including any adjustments as necessary, in respect of these transactions in the standalone financial statements of the Company.

6) Going Concern

The management has not extended their assessment of the impact of the matters described in 1 to 5 above on their going concern assumption. Accordingly, we were unable to obtain sufficient appropriate audit evidence on the use of going concern assumption followed by the management in the preparation of these standalone financial statements

Management's Responsibility for the Standalone Financial Statements

The Company's management and Board of Directors are 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 state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are 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.

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

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our responsibility is to conduct an audit of the standalone financial statements in accordance with Standards on Auditing and to issue an auditor's report. However, because of the matter described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these standalone financial statements.

We are independent of the Company in accordance with the Code of Ethics and provisions of the Act that are relevant to our audit of the standalone 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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, and except for the possible effects, of the matter described in the Basis for Disclaimer of Opinion section, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. (A) As required by Section 143(3) of the Act, we report that:

    a) As described in the Basis for Disclaimer of Opinion section, we were unable to obtain all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

    b) Due to the effects / possible effects of the matters described in the Basis for Disclaimer of Opinion section, we are unable to state whether 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) Due to the effects/ possible effects of the matters described in the Basis for Disclaimer of Opinion section, we are unable to state whether the standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.

    d) Due to the effects / possible effects of the matters described in the Basis for Disclaimer of Opinion section, we are unable to state whether the standalone financial statements comply with the Indian Accounting Standards specified under section 133 of the Act.

e) Due to the possible effects of the matters described in the Basis for Disclaimer of Opinion section, we are unable to state whether such matters 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 31 March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of section 164(2) of the Act.

g) The reservation relating to maintenance of accounts and other matters connected therewith are as stated in the Basis for Disclaimer Opinion section.

h) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

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

i. Except for the possible effects of the matters described in the Basis for Disclaimer of Opinion section, the Company has disclosed the impact of pending litigations as at 31 March 2019 on its financial position in its standalone financial statements - Refer Note 35(b) to the standalone financial statements.

ii. Except for the possible effects of the matters described in the Basis for Disclaimer of Opinion section, 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.

iv. The disclosures regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these standalone financial statements since they do not pertain to the financial year ended 31 March 2019.

(C) With respect to the matter to be included in the Auditors' Report under section 197(16):

Due to the possible effects of the matters described in the basis for Disclaimer of Opinion section, we are unable to state whether the managerial remuneration for the year ended 31 March 2019 has been paid/provided by the Company to its directors in accordance with the provisions of Section 197 read with Schedule V of the Act.

For **B S R & Associates LLP**
Chartered Accountants
Firm's Registration No: 116231W/W-100024

Sandeep Batra
Partner
Membership No.: 093320
UDIN: 20093320AAAAAK7830

Place: New Delhi
Date: 30 May 2020

Annexure "A" referred to in paragraph 1 under Report on Other Legal and Regulatory Requirements of the Independent Auditor's Report to the members of Resonance Eduventures Limited on the standalone financial statements for the year ended 31 March 2019

We report that:

(i) (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, except for stocks lying with third parties, have been physically verified, at reasonable interval by the management during the year. For stocks lying with third parties at the year end, written confirmations are obtained. 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 Disclaimer of 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 any company, firm, limited liability partnerships or other party covered in the register maintained under Section 189 of the Act

(iv) Based on the information and explanations given to us in respect of loans, investments, guarantees and securities, except for the matters referred to in the Basis for Disclaimer of Opinion section in the audit report in respect of which we are unable to comment for the reasons described therein, the Company has complied with the provisions of Section 185 and 186 of the Act, to the extent applicable.

(v) According to the information and explanations given to us, the Company has not accepted any deposits covered under Section 73 to 76 of the Act.

(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 2019 for a period of more than six months from the date they became payable.

(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:

(amount in lakhs)

Name of statute	**Nature of the dues**	**Amount involved (Rs.)#**	**Amount paid under protest (Rs.)**	**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
		115	67	2010-2011 to 2014-2015	Commissioner (Appeals) Central Excise
Income Tax, 1961	Income Tax	4	4	2011- 2012	Commissioner of Income Tax (Appeals)
Rajasthan Value Added Tax Act, 2003	VAT demand	111	43	2016-2017	Deputy commissioner
	VAT demand	372	282	2009-2010 to 2015-2016	Rajasthan Tax Board

Including interest/ penalties, where quantified and demanded by authorities.

(viii) 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.

(ix) 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.

(x) According to the information and explanations given to us, except for the matters referred to in Basis for Disclaimer 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, 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.

(xi) Due to possible effects of the matters described in the basis for Disclaimer of Opinion paragraph, we are unable to state whether the managerial remuneration for the year ended 31 March 2019 has been paid/provided in accordance with the requisite approval mandated by the provision of Section 197 read with Schedule V of the Act.

(xii) 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.

(xiii) 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 Disclaimer 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 statements.

(xiv) 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.

(xv) 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 Disclaimer 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.

(xvi) 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 **B S R & Associates LLP**
Chartered Accountants
Firm's Registration number: 116231W/W-100024

Sandeep Batra
Partner
Membership No.: 093320
UDIN: 20093320AAAAAK7830

Place: New Delhi
Date: 30 May 2020

Annexure B to the Independent Auditor's Report on the standalone financial statements of Resonance Eduventures Limited for the year ended 31 March 2019

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013

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

Disclaimer of Opinion

We were engaged to audit the internal financial controls with reference to standalone financial statements of Resonance Eduventures Limited ("the Company") as of 31 March 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Due to the possible effects of the matters described in the Basis for Disclaimer of Opinion paragraph in our main audit report, we were unable to obtain sufficient and appropriate audit evidence to provide a basis for our opinion on whether the Company has, in all material respects, adequate internal financial controls with reference to these standalone financial statements and whether such internal financial controls were operating effectively as at 31 March 2019, based on the internal financial controls 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 Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note"). Accordingly, we do not express an opinion on the Internal Financial Controls with reference to these standalone financial statements.

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal controls with reference to standalone financial statements criteria established by the 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 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 Company's internal financial controls with reference to financial statements based on our audit conducted in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India.

Because of the matter described in the Disclaimer of Opinion section above, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on internal financial controls system with reference to the standalone financial statements of the Company.

Meaning of Internal Financial Controls with Reference to Standalone Financial Statements

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements include 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 standalone 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 standalone 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.

For **B S R & Associates LLP**
Chartered Accountants
Firm’s Registration number: 116231W/W-100024

Sandeep Batra
Partner
Membership No.: 093320
UDIN No: 20093320AAAAAK7830

Place: New Delhi
Date: 30 May 2020

Resonance Eduventures Limited
Consolidated Balance Sheet as at 31 March 2019
(All amounts in INR lakhs, unless otherwise stated)

	Note	As at 31 March 2019	As at 31 March 2018	As at 1 April 2017
Assets				
Non-current assets				
Property, plant and equipment	3	23,110	22,764	22,963
Capital work-in-progress	3	90	305	51
Intangible assets	4	192	175	56
Goodwill on consolidation	4	5,548	5,548	4,982
Financial assets				
Loans	5	3,205	1,893	914
Others	8	11	11	23
Deferred tax assets (net)	7	87	12	13
Income tax assets (net)	9	349	350	50
Other non-current assets	10	944	818	1,005
Total non-current assets		**33,536**	**31,876**	**30,057**
Current assets				
Inventories	11	351	468	445
Financial assets				
Investments	12	1,923	9,970	3,810
Trade receivables	13	618	361	231
Cash and cash equivalents	14A	1,114	1,394	1,100
Bank balances other than cash and cash equivalents	14B	316	179	1,078
Loans	6	5,227	2,635	1,101
Others	8	258	67	151
Other current assets	15	215	402	504
		10,022	**15,476**	**8,420**
Total assets		**43,558**	**47,352**	**38,477**
Equity and liabilities				
Equity				
Equity share capital	16	135	135	184
Other equity	17	(22,377)	(21,191)	23,039
Equity attributable to owners of the Company		**(22,242)**	**(21,056)**	**23,223**
Non-controlling interests		-	-	216
Total equity		**(22,242)**	**(21,056)**	**23,439**
Non-current liabilities				
Financial liabilities				
Borrowings	18	27,300	33,600	-
Others	19	5,809	3,957	227
Provisions	20	1,258	893	783
Deferred tax liabilities (net)	21	1,084	1,025	739
Other non-current liabilities	22	202	91	52
Total non-current liabilities		**35,653**	**39,566**	**1,801**
Current liabilities				
Financial liabilities				
Borrowings	18	1,769	1,006	2
Trade Payables				
- Total outstanding dues of micro enterprises and small enterprises	23	64	-	-
-Total outstanding dues of creditors other than micro enterprises and small enterprises		1,690	847	504
Other financial liabilities	19	12,116	14,546	1,924
Other current liabilities	25	13,757	11,875	10,151
Provisions	20	539	484	409
Current tax liabilities (net)	24	212	84	247
Total current liabilities		**30,147**	**28,842**	**13,237**
Total liabilities		**65,800**	**68,408**	**15,038**
Total equity and liabilities		**43,558**	**47,352**	**38,477**
Summary of significant accounting policies	2			

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

As per our report of even date attached

For B S R & Associates LLP
Chartered Accountants
ICAI Firm registration number : 116231W/W-100024

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

Sandeep Batra
Partner
Membership no : 093320

Ram Kishan Verma
Managing Director
DIN: 01204917

Chanda Lal Verma
Director
DIN : 01204861

Abhinav Gautam
Company Secretary

Place : New Delhi
Date : 30 May 2020

Place : Kota
Date : 30 May 2020

Place : Kota
Date : 30 May 2020

Resonance Eduventures Limited
Consolidated Statement of profit and loss for the year ended 31 March 2019
(All amounts in INR lakhs except share data and per share data, unless otherwise stated)

	Notes	For the year ended 31 March 2019	For the year ended 31 March 2018
Income			
Revenue from operations	26	41,650	38,995
Other income	27	1,531	2,323
Total income		**43,181**	**41,318**
Expenses			
Employee benefits expense	28	21,765	18,824
Finance costs	29	5,988	6,438
Depreciation and amortisation expense	30	1,069	958
Other expenses	31	12,956	18,789
Total expenses		**41,778**	**45,009**
Profit before tax		**1,403**	**(3,691)**
Tax expense			
Current tax		2,587	2,589
Adjustment for earlier years		7	(11)
Deferred tax		(17)	288
Income tax expense		2,577	2,866
Loss for the year		**(1,174)**	**(6,557)**
Other comprehensive income:			
Items that will not be reclassified subsequently to loss			
Re-measurement gains/(losses) on defined benefit liability		12	(36)
Income tax related to items that will not be reclassified to profit		(4)	12
Other comprehensive income for the year, net of taxes		**8**	**(24)**
Total comprehensive income for the year		**(1,166)**	**(6,581)**
Total loss attributable to:			
Owners of the Company		(1,174)	(6,585)
Non-controlling interests		-	28
Other comprehensive income attributable to:			
Owners of the Company		8	(24)
Non-controlling interests		-	(0)
Total comprehensive income attributable to:			
Owners of the Company		(1,166)	(6,609)
Non-controlling interests		-	28
Earnings per share (Par value INR 10 each) :			
Basic and diluted	32	(87)	(487)
Summary of significant accounting policies	2		

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

As per our report of even date

For B S R & Associates LLP
Chartered Accountants
ICAI Firm registration number : 116231W/W-100024

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

Sandeep Batra
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Ram Kishan Verma
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Chanda Lal Verma
Director
DIN : 01204861

Abhinav Gautam
Company Secretary

Place : New Delhi
Date : 30 May 2020

Place : Kota
Date : 30 May 2020

Place : Kota
Date : 30 May 2020

Resonance Eduventures Limited
Consolidated statement of changes in equity for the year ended 31 March 2019
(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	Securities premium	General reserve	Total reserves and surplus	Re-measurement gains/(losses) on defined benefit liability	Total other comprehensive income			
Balance at 1 April 2017	**12,099**	**8,649**	**2,291**	**23,039**	**-**	**-**	23,039	216	23,255
Total comprehensive income for the year ended 31 March 2018									
Profit for the year	(6,585)	-	-	(6,585)	-	-	(6,585)	28	(6,557)
Other comprehensive income	-	-	-	-	36	36	36	(0)	36
Total comprehensive income	**(6,585)**	**-**	**-**	**(6,585)**	**36**	**36**	**(6,549)**	**28**	**(6,521)**
Transactions with owners, recorded directly in equity									
Contributions by and distributions to owners									
Consolidation adjustment due to cross holding	(29,035)	(8,649)	-	(37,684)	-	-	(37,684)	-	(37,684)
Adjustments due to disposal of two subsidiaries (Resonance Infratech Private Limited and Resonance Learning Solutions Private Limited)	3	-	-	3	-	-	3	-	3
Total contributions by and distributions to owners	**(29,032)**	**(8,649)**	**-**	**(37,681)**	**-**	**-**	**(37,681)**	**-**	**(37,681)**
Changes in ownership interests in subsidiaries that do not result in loss of control									
Acquisition of non-controlling interests	-	-	-	-	-	-	-	(244)	(244)
Total changes in ownership interests in subsidiaries	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**(244)**	**(244)**
Total transactions with owners	**(29,032)**	**(8,649)**	**-**	**(37,681)**	**-**	**-**	**(37,681)**	**(244)**	**(37,925)**
Balance at 31 March 2018	**(23,518)**	**-**	**2,291**	**(21,227)**	**36**	**36**	**(21,191)**	**-**	**(21,191)**
Total comprehensive income for the year ended 31 March 2019									
Profit for the year	(1,174)	-	-	(1,174)	-	-	(1,174)	-	(1,174)
Other comprehensive income	-	-	-	-	(12)	(12)	(12)	-	(12)
Total comprehensive income	**(1,174)**	**-**	**-**	**(1,174)**	**(12)**	**(12)**	**(1,186)**	**-**	**(1,186)**
Balance at 31 March 2019	**(24,692)**	**-**	**2,291**	**(22,401)**	**24**	**24**	**(22,377)**	**-**	**(22,377)**

Summary of significant accounting policies 2

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

As per our report of even date attached

For B S R & Associates LLP
Chartered Accountants
ICAI Firm registration number : 116231W/W-100024

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

Sandeep Batra
Partner
Membership no : 093320

Ram Kishan Verma
Managing Director
DIN: 01204917

Chanda Lal Verma
Director
DIN : 01204861

Abhinav Gautam
Company Secretary

Place : New Delhi
Date : 30 May 2020

Place : Kota
Date : 30 May 2020

Place : Kota
Date : 30 May 2020

Resonance Eduventures Limited
Consolidated Statement of Cash Flows for the year ended 31 March 2019
(All amounts in Indian Rupees in lakhs, unless otherwise stated)

	Year ended 31 March 2019	Year ended 31 March 2018
Cash flows from operating activities		
Profit/(loss) for the year	1,403	(3,691)
Adjustments for:		
Interest income	(906)	(501)
Change in fair value of investments	(272)	(591)
Profit on sale of property, plant and equipment	(0)	-
Provision no longer required written back	(2)	(1)
Dividend income	-	(89)
Finance costs	5,989	6,438
Depreciation and amortisation expense	1,069	958
Property, plant and equipment written off	14	-
Impairement of goodwill	-	5,686
Appropriation of fund to debenture redemtion premium	1,656	2,663
Loss on sale of property,plant and equipment	18	10
Loss allowance on trade receivables	18	6
Bad debts/ advance written off	67	6
	9,054	**10,894**
Working capital adjustments:		
Decrease/(increase) in inventories	117	(23)
Increase in trade receivables and loans	(4,332)	(2,717)
(Increase)/decrease in other financial assets	(343)	88
Decrease in other assets	138	482
Increase in trade payables	908	346
Decrease/(increase) in other financial liabilities	(38)	3,919
Increase in provisions	519	110
Increase in other liabilities	1,994	1,721
Cash generated from operating activities	**8,017**	**14,820**
Income taxes paid (net)	(2,586)	(2,879)
Net cash generated from operating activities (A)	**5,431**	**11,941**
Cash flows from investing activities		
Acquisition of property, plant and equipment (including capital work in progress, capital creditors and capital advances)	(1,389)	(1,238)
Acquisition of subsidiaries	-	(724)
Sale of investment in mutual funds	-	(5,480)
Proceeds from sale of investments	8,318	-
(Investments)/proceeds in bank deposits	(138)	891
Interest income	1,066	509
Net cash used in investing activities (B)	**7,857**	**(6,042)**
Cash flows from financing activities		
Repayments of short term borrowings	(2,543)	-
Proceeds from short term borrowings	1,205	9,156
Proceeds from long term borrowings	(6,300)	(8,400)
Finance cost	(5,930)	(6,375)
Net cash generated from/(used) in financing activities (C)	**(13,568)**	**(5,619)**

Resonance Eduventures Limited
Consolidated Statement of Cash Flows for the year ended 31 March 2019
(All amounts in Indian Rupees in lakhs, unless otherwise stated)

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

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 2018**	**Cash flows during the year**	**As at 31 March 2019**
Short-term borrowings(including current maturities of long-term debts)	9,406	(1,338)	8,069
Long-term borrowings	33,600	(6,300)	27,300
Total	**43,006**	**(7,638)**	**35,369**

Summary of significant accounting policies 2

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

As per our report of even date

For B S R & Associates LLP
Chartered Accountants
ICAI Firm registration number : 116231W/W-100024

Sandeep Batra
Partner
Membership no : 093320

Place : New Delhi
Date : 30 May 2020

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

Ram Kishan Verma
Managing Director
DIN: 01204917

Place : Kota
Date : 30 May 2020

Chanda Lal Verma
Director
DIN : 01204861

Place : Kota
Date : 30 May 2020

Abhinav Gautam
Company Secretary

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 2019	% of voting power as at 31 March 2018	% of voting power as at 1 April 2017
Base Educational Services Private Limited ("BESPL")	India	100%	100%	90%
Accelerating Education and Development Private Limited ("AEDPL") w.e.f 15 December 2017	India	100%	100%	-
Resonance Infratech Private Limited	India	-	-	90%
Resonance Learning Solutions Private Limited	India	-	-	99%

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.

The Group's consolidated financial statements up to and for the year ended 31 March 2018 were prepared in accordance with the Companies (Accounting Standards) Rules, 2006, notified under Section 133 of the Act and other relevant provisions of the Act.

As these are the Group's first consolidated financial statements prepared in accordance with Ind AS 101, First-time Adoption of Indian Accounting Standards has been applied. An explanation of how the transition to Ind AS has affected the previously reported financial position, financial performance and cash flows of the Group is provided in Note 43.

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
- 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 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.

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 Group 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 Group 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. 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 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 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 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 of).

d. Intangible assets

i. Goodwill

For measurment 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

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

i. Assets held under leases

Leases of property, plant and equipment that transfer to the Group substantially all the risks and rewards of ownership are classified as finance leases. The leased assets are measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the assets are accounted for in accordance with the accounting policy applicable to similar owned assets.

Assets held under leases that do not transfer to the Group substantially all the risks and rewards of ownership (i.e. operating leases) are not recognised in the Group’s Balance Sheet.

ii. Lease payments

Payments made under operating leases are generally recognised in profit or loss on a straight-line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor’s expected inflationary cost increases.

Lease incentives received are recognised as an integral part of the total lease expense over the term of the lease.

Minimum lease payments made under finance leases are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each year during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

j. Recognition of dividend income, interest income or expense and rental incom

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

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 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. 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. Recent accounting pronouncements

(1) Ind AS 116 - Leases:

The Group is required to adopt Ind AS 116, Leases from 1 April 2019. Ind AS 116 introduces a single, on-balance sheet lease accounting model for lessees. A lessee recognises a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. There are recognition exemptions for short-term leases and leases of low-value items. Lessor accounting remains similar to the current standard – i.e. lessors continue to classify leases as finance or operating leases. The Group has completed an initial assessment of the potential impact on its consolidated financial statements but has not yet completed its detailed assessment.

i. Leases in which the Group is a lessee

The Group will recognise new assets and liabilities for its operating leases of offices. The nature of expenses related to those leases will now change because the Group will recognise a amortization charge for right-of-use assets and interest expense on lease liabilities.

Previously, the Group recognised operating lease expense on a straight-line basis over the term of the lease, and recognised assets and liabilities only to the extent that there was a timing difference between actual lease payments and the expense recognised.

ii. Transition

The Group plans to apply Ind AS 116 initially on 1 April 2019, using the modified retrospective approach. Therefore, the cumulative effect of adopting Ind AS 116 will be recognised as an adjustment to the opening balance of retained earnings at 1 April 2019, with no restatement of comparative information.

The Group plans to apply the practical expedient to grandfather the definition of a lease on transition. This means that it will apply Ind AS 116 to all contracts entered into before 1 April 2019 and identified as leases in accordance with Ind AS 17.

The effect of adoption as on transition date would majorly result in an increase in right of use asset approximately by INR 4,504 (Gross) with a simultaneous increase in the lease liability.

(2) Appendix C of Ind AS 12 - Uncertainty over Income tax Treatments

On March 30, 2019, Ministry of Corporate Affairs ("MCA") has amended the Ind AS 12, Income taxes to include the accounting treatment for uncertainties about the acceptability by a tax authority of a particular tax treatment used by an entity in its income tax filings, which provide tax transparency in the financial statements of such entities.

The key test is whether it is probable that the taxation authority would accept the tax treatment used or planned to be used by the entity. If the same is in line, then the amount of taxes recognised in the financial statements would be consistent with the entity's income tax filings. Otherwise, the impact of the uncertainty should be estimated and reflected in the financial statements.

Resonance Eduventures Limited
Notes to consolidated financial statements for the year ended 31 March 2019
(All amounts in INR lakhs, unless otherwise stated)

3. Property, plant and equipment

	Building	Leasehold Improvements	Office equipment	Plant and equipment	Furniture and fixtures	Vehicles	Leasehold Land	Total	Capital work-in-progress
Reconciliation of carrying amount									
Cost or deemed cost (gross carrying amount)									
Balance at 1 April 2017	11,546	401	1,036	1,322	1,504	47	7,107	22,963	51
Additions	11	72	130	407	104	20	-	744	254
Disposals	-	-	(13)	(6)	(3)	(5)	-	(27)	-
Balance at 31 March 2018	**11,557**	**473**	**1,153**	**1,723**	**1,605**	**62**	**7,107**	**23,680**	**305**
Additions	-	478	548	127	205	-	53	1,411	-
Disposals	-	-	(20)	(10)	(35)	-	-	(65)	(214)
Balance at 31 March 2019	**11,557**	**951**	**1,681**	**1,840**	**1,775**	**62**	**7,160**	**25,026**	**90**
Accumulated depreciation									
Depreciation for the year	199	150	76	142	227	9	126	929	-
Disposals	-	-	(4)	(3)	(2)	(4)	-	(13)	-
Balance at 31 March 2018	**199**	**150**	**72**	**139**	**225**	**5**	**126**	**916**	**-**
Depreciation for the year	199	195	92	161	241	9	126	1,023	-
Disposals	-	-	(7)	(3)	(13)	-	-	(23)	-
Balance at 31 March 2019	**398**	**345**	**157**	**297**	**453**	**14**	**252**	**1,916**	**-**
Carrying amounts (net)									
Balance at 1 April 2017	**11,546**	**401**	**1,036**	**1,322**	**1,504**	**47**	**7,107**	**22,963**	**51**
Balance at 31 March 2018	**11,358**	**323**	**1,081**	**1,584**	**1,380**	**57**	**6,981**	**22,764**	**305**
Balance at 31 March 2019	**11,159**	**606**	**1,524**	**1,543**	**1,322**	**48**	**6,908**	**23,110**	**90**

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

4. Intangible assets

	Patents and trademarks	Computer software	Total	Goodwill on consolidation*
Reconciliation of carrying amount				
Cost or deemed cost (gross carrying amount)				
Balance at 1 April 2017	-	56	56	4,982
Additions	-	148	148	6,252
Disposals	-	(1)	(1)	-
Balance at 31 March 2018	**-**	**203**	**203**	**11,234**
Additions	-	63	63	-
Disposals	-	-	-	-
Balance at 31 March 2019	**-**	**266**	**266**	**11,234**
Accumulated amortisation and impairment losses				
Amortisation for the year	-	29	29	-
Impairment loss	-	-	-	5,686
Disposals	-	(1)	(1)	-
Balance at 31 March 2018	**-**	**28**	**28**	**5,686**
Amortisation for the year	-	46	46	-
Disposals	-	-	-	-
Balance at 31 March 2019	**-**	**74**	**74**	**5,686**
Carrying amounts (net)				
Balance at 1 April 2017	**-**	**56**	**56**	**4,982**
Balance at 31 March 2018	**-**	**175**	**175**	**5,548**
Balance at 31 March 2019	**-**	**192**	**192**	**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.

(All amounts in INR lakhs, unless otherwise stated)

5. Loans	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
(Unsecured and considered good unless otherwise stated)			
Non-current			
Unsecured, considered good			
Loan to employees #	-	-	1
Loans to related parties	2,077	1,377	482
Loans to others	423	76	-
Security deposits	705	440	431
	3,205	**1,893**	**914**

6. Loans			
(Unsecured and considered good unless otherwise stated)			
Current			
Loan to employees #	1,063	684	238
Loans to related parties**	2,402	823	708
Loans to others	2	68	-
Security deposits	305	260	155
Inter Corporate Deposits *	1,455	800	-
	5,227	**2,635**	**1,101**

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 1,600 were outstanding as on 31st March 2019 including accrued interest. The Company has given total INR 3,300 ICDs to Naseeb Holding Pvt Ltd and Mahavat Holding Pvt Ltd including INR 800 ICDs given in previous year. Out of INR 3,300 ICDs, the Company received back INR 1,845 till 31st March 2019. 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 39 Related Parties

7. Deferred tax assets (net)	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
Deferred tax assets	87	12	13
	87	**12**	**13**

A. Recognised deferred tax assets and liabilities	**As at 31 March 2019**	**As at 31 March 2018**	**As at 31 March 2017**
Deferred tax asset			
Property, plant and equipment and intangibles			
Employee benefits	83	64	54
Loss allowance	9	1	-
Security deposit received measured at amortised cost	2	1	1
Investment in mutual funds	(10)	-	-
Others	4	5	1
Total	**88**	**71**	**56**
Deferred tax liabilities			
Property, plant and equipment and intangibles	1	6	13
Investment in mutual funds	-	51	29
Others	-	2	1
Total	**1**	**59**	**43**
Offsetting of deferred tax assets and liabilities			
Net deferred tax assets	**87**	**12**	**13**
Net deferred tax liabilities	**-**	**-**	**-**

Resonance Eduventures Limited
Notes to consolidated financial statements for the year ended 31 March 2019
(All amounts in INR lakhs, unless otherwise stated)

8. Other financial assets	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
(Unsecured and considered good unless otherwise stated)			
Non-current			
Margin money *	10	10	8
Bank deposits (due to mature after 12 months of the reporting date)	1	1	15
	11	**11**	**23**
Current			
Interest accrued			
on fixed deposits	1	1	71
on investments	5	-	-
on others	249	65	80
Interest accrued and due on fixed deposits	3	1	-
	258	**67**	**151**

* Fixed deposits as on 31 March 2019 amounting to : INR 10 (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 2019**	**As at 31 March 2018**	**As at 1 April 2017**
Advance Income taxes	349	350	50
	349	**350**	**50**

10. Other non-current assets	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
Capital advances	267	342	532
Prepaid expenses	260	100	122
Balance with government authorities	417	376	350
	944	**818**	**1,005**

11. Inventories	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
(Valued at lower of cost and net realisable value)			
Stock-in-trade			
- Study material	175	266	225
- Stationery and paper	2	10	31
- Consumables	20	16	172
- Uniform	154	176	17
	351	**468**	**445**

(All amounts in INR lakhs, unless otherwise stated)

12. Investments	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
Current investments carried at fair value through profit and loss			
Quoted mutual funds			
HDFC Liquid fund Dividend reinvestment plan (31 March 2019: Nil, 31 March 2018 : Nil , 31 March 2017 : 39,288 units)	-	-	401
HDFC CMF- Treasury Adv- DP - Ret- Daily- Dividend Fund (31 March 2019: Nil, 31 March 2018 : Nil , 31 March 2017 : 99,886.5680 units)	-	-	10
Baroda Pioneer Credit Opportunity Fund (31 March 2019: Nil, 31 March 2018 : 778,434.2570 units , 31 March 2017 : Nil)	-	105	-
UTI- Money Market Fund- Institutional Plan- Direct Plan- Growth (31 March 2019: Nil, 31 March 2018 : 15,493 units, 31 March 2017 : Nil)	-	302	-
UTI Short Term Income Fund (31 March 2019: Nil, 31 March 2018 : 3,115,629.7498 units , 31 March 2017 : Nil)	-	674	-
Union Balance Advantage Fund (31 March 2019: Nil, 31 March 2018 : 252,260.3430 units, 31 March 2017 : Nil)	-	25	-
ICICI Prudential Corporate Bond Fund- Direct Plan- Growth (31 March 2019: Nil, 31 March 2018 : 252,260.3430 units , 31 March 2017 : Nil)	-	5,665	-
ICICI Prudential Corporate Bond Fund- Growth (31 March 2019: Nil, 31 March 2018 : 957,315.2290 units, 31 March 2017 : Nil)	-	259	-
ICICI Prudential Medium Term Bond Fund - Direct Plan - Growth (31 March 2019: 5,505,000 units , 31 March 2018 : Nil , 31 March 2017 : Nil)	1,651	-	-
Birla Sunlife Enhanced Arbitrage Fund - Dividend Reinvestment (31 March 2019: Nil, 31 March 2018: 1,684,466 units, 1 April 2017: 2,315,879 units)	-	301	251
DSP Black Rock Income Opportunities Fund - Regular Plan- Growth (31 March 2019: Nil, 31 March 2018: 1,214,934 units , 1 April 2017: 1,214,934 units)	-	348	327
Franklin India Low Duration Fund (31 March 2019: Nil, 31 March 2018: 1,441,087 units, 1 April 2017 : 3,009,327)	-	288	556
Franklin India Corporate Bond Opportunities Fund Growth (31 March 2019: Nil, 31 March 2018: 1,970,042 units, 1 April 2017 :1,970,042)	-	355	329
Franklin India Income Opportunity Fund Growth (31 March 2019: Nil, 31 March 2018: 1,542,035 units, 1 April 2017 :1,542,035)	-	318	294
HDFC Arbitrage Fund (31 March 2019: Nil, 31 March 2018: Nil, 1 April 2017 : 2,784,046)	-	-	303
ICICI Prudential Regular Savings Fund- Regular Plan-Growth (31 March 2019: Nil, 31 March 2018: 901,804, 1 April 2017 : 901,804)	-	168	157
Kotak Income Opportunities Fund (31 March 2019: Nil, 31 March 2018: 3,043,214, 1 April 2017: 3,043,214)	-	582	546
Kotak Low Duration Fund (31 March 2019: Nil, 31 March 2018: 27,313, 1 April 2017: 32,069)	-	580	636
Franklin India Credit Risk Fund (31 March 2019: 1,390,524 units, 31 March 2018: Nil, 1 April 2017: Nil)	272	-	-
	1,923	**9,970**	**3,810**
Aggregate book value of quoted investments	212	2,638	3,220
Aggregate market value of quoted investments	1,923	9,970	3,810

(All amounts in INR lakhs, unless otherwise stated)

13. Trade receivables	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
(Unsecured and considered good unless otherwise stated)			
Trade receivables			
Unsecured, considered good	641	368	232
Unsecured, considered doubtful	61	28	28
Less : Loss allowance on trade receivable	(84)	(35)	(29)
	618	**361**	**231**

14A. Cash and cash equivalents	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
Cash on hand	156	45	44
Cheques on hand	137	81	69
Balances with banks:			
- On current accounts	821	1,268	987
	1,114	**1,394**	**1,100**

14B.Bank balances other than cash and cash equivalents	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
Bank deposits (due to mature within 12 months of the reporting date)	316	179	1,078
Bank deposits (due to mature after 12 months of the reporting date)	1	1	15
	317	**180**	**1,093**
Less: Amount disclosed under other non-current financial assets (Note 8)	(1)	(1)	(15)
	316	**179**	**1,078**

15. Other current assets	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
Prepaid expenses	85	210	184
Balance with government authorities	18	16	65
Advance to suppliers	51	84	255
Advance Rent	61	92	-
	215	**402**	**504**

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

16. Equity share capital	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
Authorised			
90,000,000 (31 March 2018: 90,000,000, 1 April 2017: 90,000,000) equity shares of INR 10	9,000	9,000	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	135	135	184
	135	**135**	**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 2019**		**As at 31 March 2018**	
	Number of shares	**Amount**	**Number of shares**	**Amount**
Equity shares of INR 10 each (31 March 2018: INR 10 each; 1 April 2017 : INR 10				
Outstanding at the beginning of the year	1,842,779	184	1,842,779	184
Issued during the year	-	-	-	-
Consolidation adjustment due to cross holding	(495,703)	(49)	(495,703)	(49)
Outstanding at the end of the year	**1,347,076**	**135**	**1,347,076**	**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 2019 and 31 March 2018, 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 2019**		**As at 31 March 2018**		**As at 1 April 2017**	
	Number of shares	**% of holding**	**Number of shares**	**% of holding**	**Number of shares**	**% of holding**
Equity shares, fully paid up held						
Mr Ram Kishan Verma (Managing director)	1,014,172	75.29%	1,014,172	75.29%	1,014,172	55.03%
Accelerating Education and Development Private Limited	-	-	-	-	495,703	26.90%
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)

17. Other equity	**As at 31 March 2019**	**As at 31 March 2018**
A. Reserves and surplus		
i. Retained earnings		
Balance at the commencement of the year	(23,518)	12,099
Movement during the year	(1,174)	(6,585)
Transactions with owners	-	(29,032)
Balance at the end of the year	**(24,692)**	**(23,518)**
ii. Securities premium reserve		
Balance at the commencement of the year	-	8,649
Transactions with owners	-	(8,649)
Balance at the end of the year	**-**	**-**
iii. 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]	**(22,401)**	**(21,227)**
B. Other comprehensive income		
Re-measurement gains on defined benefit liability		
Balance at the commencement of the year	36	-
Movement during the year	(12)	36
Balance at the end of the year	**24**	**36**
Total other comprehensive income	**24**	**36**
Total other equity (A+B)	**(22,377)**	**(21,191)**

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, except share/debenture data unless otherwise stated)

18. Borrowings	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
Non-current			
Loan from financial institution (secured) [refer note (i) below]	8,125	10,000	-
Debentures (secured)			
Series A [refer note (ii) below]	8,125	10,000	-
Series B [refer note (ii) below]	11,050	13,600	-
	27,300	**33,600**	-
Current			
Loan			
from financial institution (secured) [refer note (i) below]	1,875	2,500	-
from related party - director (unsecured) [refer note (iii) below]	314	297	2
Debentures (secured)			
Series A [refer note (ii) below]	1,875	2,500	-
Series B[refer note (ii) below]	2,550	3,400	-
Bank overdraft [refer note (iv) below]	1,455	709	-
	8,069	**9,406**	**2**
Less: Amount shown under "other financial liabilities" (refer note 19)	(6,300)	(8,400)	-
	1,769	**1,006**	**2**

(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 2019**	**As at 31 March 2018**
2018-19	-	2,500
2019-20	1,875	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 Debentures is as under:

Financial year	**As at 31 March 2019**	**As at 31 March 2018**
2018-19	-	2,500
2019-20	1,875	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 Debentures is as under:

Financial year	**As at 31 March 2019**	**As at 31 March 2018**
2018-19	-	3,400
2019-20	2,550	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)

19.Others financial liabilities	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
Non-current			
Payable against acquisition of shares*	100	200	-
Securities received from students	225	259	198
Security deposits received from employees	-	4	12
Lease equilisation reserve	24	7	18
Deferred amount on caution money	-	-	19
Debentures redemption interest**	3,931	2,545	-
Interest accrued but not due on loan	1,529	942	-
	5,809	**3,957**	**227**
Current			
Current maturities of long-term debts (Refer note 18)	6,300	8,400	-
Payable against acquisition of shares*	100	260	-
Payable towards capital creditors	137	79	163
Payable to employees	3,028	1,421	1,278
Securities received from students	752	419	377
Payable to students	14	-	-
Security deposits received from associates	13	15	17
Security deposits received from employees	49	71	72
Book overdraft	449	84	6
Lease equilisation reserve	6	17	5
Debentures redemption interest**	907	636	-
Advance received from associates	8	11	6
Interest accrued but not due on			
-Debentures	353	2,053	-
-Loan	-	1,080	-
	12,116	**14,546**	**1,924**

*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.

20. Provisions	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
Non-current			
Gratuity	457	197	215
Compensated absences	801	696	568
	1,258	**893**	**783**
Current			
Gratuity	216	179	127
Compensated absences	323	305	282
	539	**484**	**409**

21. Deferred tax liabilities (net)	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
Deferred tax liabiliies	1,084	1,025	739
	1,084	**1,025**	**739**

Income tax	**For the year ended 31 March 2019**	**For the year ended 31 March 2018**
A. Amounts recognised in profit or loss		
Current tax		
Current year	2,587	2,589
Deferred tax		
Origination and reversal of temporary differences	(13)	272
Change in tax rate	(0)	7
	2,574	2,868
Earlier year tax		
Tax pertaining to previous year	7	(11)
Tax expense	**2,581**	**2,857**

Resonance Eduventures Limited
Notes to consolidated financial statements for the year ended 31 March 2019
(All amounts in INR lakhs, except share/debenture data unless otherwise stated)

B. Income tax recognised in other comprehensive income	**For the year ended 31 March 2019**	**For the year ended 31 March 2018**
Remeasurements of defined benefit liability(asset)		
Before tax	12	(36)
Tax expense	(4)	12
Net of tax	8	(24)
Tax expense	**(4)**	**12**

C. Reconciliation of effective tax rate	**For the year ended 31 March 2019**	**For the year ended 31 March 2018**
Profit before tax	1,403	(3,691)
Tax using the Company's domestic tax rate	2,527	2,824
Change in tax rate	(0)	16
Tax effect of:		
Non-deductible tax expenses	56	74
Tax- exempt income	(32)	(30)
Others	26	(17)
	2,577	**2,866**

(i) The Company's weighted average tax rates for the years ended March 31, 2019 and 2018 were 34.944% and 34.608%, respectively.

D. Recognised deferred tax assets and liabilities	**As at 31 March 2019**	**As at 31 March 2018**	**As at 31 March 2017**
Deferred tax asset			
Employee benefits	469	352	317
Loss allowance	18	12	10
Security deposit received measured at amortised cost	2	3	2
Lease equilisation reserve	10	8	8
Others	96	117	74
Total	**595**	**492**	**411**
Deferred tax liabilities			
Property, plant and equipment and intangibles assets	1,624	1,412	1,151
Caution money received measured at amortised cost	(2)	(1)	(1)
Investment in mutual funds	57	106	-
Total	**1,679**	**1,517**	**1,150**
Offsetting of deferred tax assets and liabilities			
Net deferred tax assets	-	-	-
Net deferred tax liabilities	**(1,084)**	**(1,025)**	**(739)**

22. Other non-current liabilities	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
Contract liability (advance from customers)	137	65	33
Deferred amount on caution money	65	26	19
	202	**91**	**52**

23. Trade Payables	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
Total outstanding dues of micro enterprises and small enterprises	64	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,690	847	504
	1,754	**847**	**504**

*Refer Note 44 for MSMED disclosure.

24. Current tax liabilities (net)	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
Provision for income tax (net of advance tax)	212	84	247
	212	**84**	**247**

25. Other current liabilities	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
Contract liability (advance from customers)	12,214	11,067	9,919
Deferred amount on caution money	-	56	29
Statutory dues payable	1,543	752	203
	13,757	**11,875**	**10,151**

Resonance Eduventures Limited
Notes to consolidated financial statements for the year ended 31 March 2019
(All amounts in INR lakhs, unless otherwise stated)

26. Revenue from operations	For the year ended 31 March 2019	For the year ended 31 March 2018
Sale of services	41,650	38,995
	41,650	**38,995**

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 2019	For the year ended 31 March 2018
Coaching Fees(net of awards and prizes)	39,242	37,233
Prospectus fee	327	320
Distance learning programme fee	1,253	1,439
Franchise income	3	3
Professional fees	825	-
	41,650	**38,995**

Changes in contract assets are as follows:

	As at 31 March 2019	As at 31 March 2018
Balance at the beginning of the year	-	-
Revenue recognised during the year	41,650	38,995
Invoices raised during the year	-	-
Translation exchange difference	-	-
Balance at the end of the year	**41,650**	**38,995**

27. Other income	For the year ended 31 March 2019	For the year ended 31 March 2018
Interest income on		
- Bank deposits	57	52
- Loan	527	313
- Income tax refund	-	38
- Inter Corporate Deposits	180	-
- Service Tax Refund	4	-
- Others	137	98
Change in fair value of investments	272	591
Rental income	29	29
Management fees	74	16
Provision no longer required written back	2	1
Dividend income	-	89
Miscellaneous income	86	93
Royalty income	15	25
Transfer fees	9	16
Test fees	29	49
Hostel fees	79	862
Caution Money written back	31	51
	1,531	**2,323**

* 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.

Resonance Eduventures Limited
Notes to consolidated financial statements for the year ended 31 March 2019
(All amounts in INR lakhs, unless otherwise stated)

28. Employee benefits expense	**For the year ended 31 March 2019**	**For the year ended 31 March 2018**
Salaries, wages and bonus	20,857	17,961
Contribution to provident and other funds	637	621
Staff welfare expenses	271	242
	21,765	**18,824**

29. Finance cost	**For the year ended 31 March 2019**	**For the year ended 31 March 2018**
Interest expense on		
-Bank	67	-
-Loan	1,686	1,730
-Others	89	69
-Debentures	1,380	1,519
Bank charges	45	47
Provision for redemption interest on Debentures	2,426	2,664
Drip Fee	295	409
	5,988	**6,438**

30. Depreciation and amortisation expense	**For the year ended 31 March 2019**	**For the year ended 31 March 2018**
Depreciation of property, plant and equipment (refer Note 3)	1,023	929
Amortisation of intangible assets (Refer Note 4)	46	29
	1,069	**958**

31. Other expenses	**For the year ended 31 March 2019**	**For the year ended 31 March 2018**
Printing, Consumption of stores, stationery and consumables	1,586	1,517
Electricity	676	653
Rent	2,628	2,340
Repairs		
- Building	326	264
-Machinery	208	189
-Others	238	230
Advertisment	2,284	3,439
Legal and professional expenses	1,059	1,012
Insurance	27	33
Rates and taxes	198	61
Student welfare	672	896
Business development	235	262
Travelling expenses	519	399
Postage and courier	172	200
Communication expenses	257	213
Office expenses	244	221
Function expenses	212	198
Printing and stationery	32	47
Security services	199	191
Test expenses	352	157

Award and prizes	220	325
Fixed assets written off	14	-
Laundry expenses	12	-
Hostel expense	32	-
Mess expenses	241	-
Corporate Social Responsibility Expenses*	20	78
Auditor's remuneration**	69	40
Vehicle running and maintenance	2	2
Loss on sale of property,plant and equipment	18	10
Impairment of goodwill	-	5,686
Loss allowance on trade receivables	18	6
Bad debts/ advance written off	67	6
Preliminary Expenses written off	-	2
Miscellaneous expenses	119	112
	12,956	**18,789**

***Corporate Social Responsibility Expenses**

	For the year ended 31 March 2019	For the year ended 31 March 2018
(a) Amount required to be spent by the Company during the year	171	174
(b) Amount spent during the year (in cash)		
(i) Construction/ acquisition of any asset		
(ii) On purposes other than (i) above	20	78

****Auditor's remuneration**

	For the year ended 31 March 2019	For the year ended 31 March 2018
Audit fess	55	34
In other capacity:		
other matters	10	3
reimbursement of expenses	4	3
	69	**40**

32. Earning per share (EPS)	For the year ended 31 March 2019	For the year ended 31 March 2018
Profit attributable to equity shareholders (INR in lakhs) (A)	(1,174)	(6,557)
Weighted average number of equity shares oustanding during the year (in numbers) (B)	1,347,076	1,347,076
Basic and diluted earnings per share (in INR) (A/B)	(87)	(487)

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

33 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 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**

As at 31 March 2018

	Hierarchy	FVTPL	FVTOCI	Amortised cost	Total
Financial assets measured at fair value					
Investments in mutual funds	Level 1	9,970	-	-	9,970
Financial assets not measured at fair value					
Cash and cash equivalents		-	-	1,394	1,394
Trade receivables		-	-	361	361
Bank balances other than cash and cash equivalents		-	-	179	179
Loan to employees				684	684
Loans to others				144	144
Loans to related parties				2,200	2,200
Security deposits	Level 3			700	700
Inter Corporate Deposits				800	800
Others		-	-	78	78
		9,970	**-**	**6,540**	**16,510**
Financial liabilities not measured at fair value					
Borrowings		-	-	34,606	34,606
Trade Payables		-	-	847	847
Others		-	-	18,502	18,502
		-	**-**	**53,955**	**53,955**

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

As at 1 April 2017

	Hierarchy	FVTPL	FVTOCI	Amortised cost	Total
Financial assets measured at fair value					
Investments in mutual funds	Level 1	3,810	-	-	3,810
Financial assets not measured at fair value					
Cash and cash equivalents		-	-	1,100	1,100
Trade receivables		-	-	231	231
Bank balances other than cash and cash equivalents		-	-	1,078	1,078
Loan to employees				238	238
Loans to related parties				1,190	1,190
Security deposits	Level 3			586	586
Others		-	-	174	174
		3,810	**-**	**4,597**	**8,407**
Financial liabilities not measured at fair value					
Borrowings		-	-	2	2
Trade payables		-	-	504	504
Others		-	-	2,151	2,151
		-	**-**	**2,657**	**2,657**

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 2019, 31 March 2018 and 1 April 2017, 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 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 2019	**As at 31 March 2018**	**As at 1 April 2017**
India	618	361	231
	618	**361**	**231**

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

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**

As at 31 March 2018

Particulars	Gross carrying amount	Weighted average loss rate	Loss allowance
Current (not past due)			
1-90 days past due	158	1%	1
91-180 days past due	64	3%	2
181-270 days past due	122	0%	0
270-360 days past due	-	0%	-
More than 361 days past due	24	17%	4
	368		**7**

As at 1 April 2017

Particulars	Gross carrying amount	Weighted average loss rate	Loss allowance
Current (not past due)			
1-90 days past due	203	0%	1
91-180 days past due	11	1%	0
181-270 days past due	18	1%	0
270-360 days past due	-	0%	-
More than 361 days past due	-	0%	-
	232		**1**

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 2019	As at 31 March 2018
Balance at the beginning of the year	7	1
Net measurement of loss allowance	48	7
Balance at the end of the year	**55**	**7**

(All amounts in Indian Rupees in 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 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**	**-**

As at 31 March 2018

		Contractual cashflows				
Particulars	**Carrying amount**	**Total**	**Less than one year**	**1-2 years**	**2-5 years**	**More than 5 years**
Borrowings	34,606	34,606	1,006	33,600	-	-
Trade payables	847	847	847	-	-	-
Other financial liabilities	18,502	18,502	14,546	3,875	81	-
	53,955	**53,955**	**16,399**	**37,475**	**81**	**-**

As at 1 April 2017

		Contractual cashflows				
Particulars	**Carrying amount**	**Total**	**Less than one year**	**1-2 years**	**2-5 years**	**More than 5 years**
Borrowings	2	2	2	-	-	-
Trade payables	504	504	504	-	-	-
Other financial liabilities	2,151	2,151	1,924	172	55	-
	2,657	**2,657**	**2,430**	**172**	**55**	**-**

34. 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)

35. Assets and liabilities relating to employee benefits

	As at 31 March 2019	As at 31 March 2018	As at 1 April 2017
Net defined benefit liability - Gratuity plan	673	376	343
Total employee benefit assets (Non- current)	**673**	**376**	**343**
Provision for employee benefits			
Compensated absences	1,125	1,002	850
Gratuity	673	376	343
Total employee benefit liabilities	**1,798**	**1,378**	**1,193**
Non-current	1,258	893	783
Current	539	484	409
Total	**1,797**	**1,377**	**1,192**

For details about the related employee benefit expenses, see Note 28

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 2019	As at 31 March 2018
Balance at the beginning of the year	1,487	1,192
Benefits paid	(77)	(56)
Current service cost	279	244
Past service cost	-	50
Interest cost	115	87
Actuarial (gain)/loss recognised in other comprehensive income	3	(29)
Balance at the end of the year	**1,807**	**1,488**

ii. Reconciliation of the present value of plan assets	As at 31 March 2019	As at 31 March 2018
Balance at the beginning of the year	1,111	849
Contributions paid into the plan	10	244
Benefits paid	(72)	(58)

(All amounts in INR lakhs, unless otherwise stated)

Return on plan assets recognised in other comprehensive income	85	76
Balance at the end of the year	**1,134**	**1,111**
Net defined benefit liability	**673**	**377**

iii. Expense recognised in profit or loss

	For the year ended 31 March 2019	For the year ended 31 March 2018
Current service cost	279	244
Past service cost	-	50
Interest cost	115	87
Interest income	(87)	(62)
Balance at the end of the year	**307**	**319**

iv. Remeasurements recognised in other comprehensive income

	For the year ended 31 March 2019	For the year ended 31 March 2018
Actuarial (gain)/loss on defined benefit obligation		
- financial assumptions	8	(30)
- experience adjustment	(15)	23
Balance at the end of the year	**(7)**	**(7)**

v. Actuarial assumptions

Principal actuarial assumptions at the reporting date:

Particulars	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
Discount rate	7.66%	7.80%	8.00%
Future salary growth	8.00%	8.00%	8.00%
Retirement age (years)	60 years	60 years	60 years
Withdrawal rate			
-18 to 30 years	43%	43%	43%
-30 to 44 years	13%	13%	13%
-44 to 60 years	10%	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 2019		**For the year ended 31 March 2018**	
	Increase	**Decrease**	**Increase**	**Decrease**
Discount rate (0.5% movement)	(58)	61	(48)	49
Future salary growth (0.5% movement)	60 #	(58)	48	(47)
Attrition rate (1% movement)	(0)	0	(0)	0

(All amounts in INR lakhs, unless otherwise stated)

36. 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 2019	As at 31 March 2018	As at 1 April 2017
Payable in less than one year	593	729	222
Payable between one and five years	367	452	126
Payable in more than five years	321	259	-
	1,281	**1,440**	**348**

ii. Amounts recognised in profit or loss	For the year ended 31 March 2019	For the year ended 31 March 2018
Lease expense - minimum lease payments	2,628	2,340
	2,628	**2,340**

37. 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 2019	As at 31 March 2018	As at 1 April 2017
Total liabilities	65,800	68,408	15,038
Less: cash and cash equivalents	1,114	1,394	1,100
Adjusted net debt	**64,686**	**67,014**	**13,938**
Total equity	(22,242)	(21,056)	23,439
Adjusted net debt to equity ratio	**(2.91)**	**(3.18)**	**0.59**

38. Contingent liabilities and commitments

(to the extend not provided for)

Contingent liabilities

	As at 31 March 2019	As at 31 March 2018	As at 1 April 2017
i. Disputed liabilities not acknowledged as debts			
in respect of service tax matters	228	1,283	1,840
in respect of sales tax/VAT matters	483	436	404
in respect of income tax matters	12	12	41
in respect of statutory bonus	62	62	62
in respect of provident fund	-	-	-
	785	**1,793**	**2,347**

The above matters are subject to legal proceedings in the ordinary course of business. The legal proceedings when ultimately

Commitments	As at 31 March 2019	As at 31 March 2018	As at 1 April 2017
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	27	321	57

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)

39 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. Advait Kurlekar	India
	Mr. Rajesh Singhal	India
	Mr. Tashwinder Harjap	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

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
Lokesh Kumar Khandelwal	Director (till 6 February 2019)
Mr. Advait Kurlekar	Independent Director
Mr. Rajesh Singhal	Independent Director
Mr. Tashwinder Harjap Singh	Nominee Director
Mr. Asheesh Sharma	Chief Executive Officer (till December 2019)

C. Transactions with related parties

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Loans and Advances Given		
Base Charitable Trust	-	219
Shri Sewaram Charitable Trust	1,400	-
Interest Income		
Base Charitable Trust	-	18
Shri Sewaram Charitable Trust	178	115
Professional Fees		
Mrs Priyanka Khandelwal	2	2
Purchase of shares of Accelerating Education & Development Private Limited		
Mr Ram Krishan Verma	-	1
Mr Sunita Verma	-	1
Sale of Shares of Resonance Infratech Private Limited and Resonance Learning Solutions Private Limited to :		
Mr Ram Krishan Verma	-	5
Mr Sunita Verma	-	5

(All amounts in INR lakhs, unless otherwise stated)

D. Balance outstanding with related parties for the year ended

Particulars	**As at 31 March 2019**	**As at 31 March 2018**	**As at 1 April 2017**
Loans to related parties (including interest accrued)			
Base Charitable Trust	2,077	1,377	473
Shri Sewaram Charitable Trust	1,400	700	700
Interest accrued but not due			
Base Charitable Trust	22	14	9
Shri Sewaram Charitable Trust	178	123	8
Outstanding balance receivable			
- Mr Praveen Verma	-	-	2
Balance outstanding at year end			
Salary Payable			
- Mr. Chanda Lal Verma	3	3	2
- Mr Sunita Verma	1	1	1
- Lokesh Kumar Khandelwal	40	43	7
- Mr. Asheesh Sharma	71	52	8
- Mr Ram Krishan Verma	-	1	1
- Mr Praveen Verma	2	-	-
Loans and advances to related parties			
- Mr Ram Krishan Verma	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 2019**	**For the year ended 31 March 2018**
Mr Ram Krishan Verma	182	181
Mr. Chanda Lal Verma	27	27
Mr Sunita Verma	8	8
Lokesh Kumar Khandelwal	217	182
Mr. Asheesh Sharma	224	179
Mr Praveen Verma	12	11

40. 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 2019
(All amounts in Indian Rupees in lakhs except share data and per share data, unless otherwise stated)

41. 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 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%	(58,285)	0%	-	0%	-	0%	-
Total	**100%**	**(22,242)**	**100%**	**(1,174)**	**100%**	**8**	**100%**	**(1,167)**

(b) As at and for the year ended 31 March 2018

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	-130%	27,344	-73%	4,804	61%	(15)	-73%	4,789
Subsidiaries								
Base Educational Services Private Limited	-14%	2,846	-10%	672	39%	(9)	-10%	663
Accelarating Education and Development Private Limited	36%	(7,528)	97%	(6,348)	0%	-	96%	(6,348)
Non-controlling interests in Base Educational Services Private Limited)	0%	-	0%	28	0%	-	0%	28
Eliminations	197%	(43,718)	87%	(5,713)	0%	-	87%	(5,713)
Total	**89%**	**(21,056)**	**100%**	**(6,557)**	**100%**	**(24)**	**100%**	**(6,581)**

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

42. 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 2019	31 March 2018	1 April 2017
NCI percentage			**10%**
Non-current assets	-	-	909
Current assets	-	-	4,335
Non-current liabilities	-	-	104
Current liabilities	-	-	2,979
Net assets	**-**	**-**	**8,327**
Net assets attributable to NCI	**-**	**-**	**833**
Revenue	-	-	4,890
Revenue(attributable to NCI)			489
Profit	-	-	570
Other comprehensive income (OCI)	-	-	-
Total comprehensive income	**-**	**-**	**570**
Profit allocated to NCI	-	-	57
OCI allocated to NCI	-	-	-
Total comprehensive income allocated to NCI	**-**	**-**	**57**
Net cash generated from operating activities (A)	-	-	556
Net cash used in investing activities (B)	-	-	(1,673)
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)	-	-	**(1,117)**
Net (decrease) in cash and cash equivalents (attributable to NCI)	-	-	**(112)**

43 Explanation of transition to Ind AS

As stated in Note 2A, these are the Group's first consolidated financial statements prepared in accordance with Ind AS. For the year ended 31 March 2018, the Group had prepared its consolidated financial statements in accordance with Companies (Accounting Standards) Rules, 2006, notified under Section 133 of the Act and other relevant provisions of the Act ('previous GAAP').

The accounting policies set out in Note 3 have been applied in preparing these consolidated financial statements including the comparative information for the year ended 31 March 2018 and the opening consolidated Ind AS balance sheet on the date of transition i.e. 1 April 2017.

In preparing its consolidated Ind AS balance sheet as at 1 April 2017 and in presenting the comparative information for the year ended 31 March 2018, the Group has adjusted amounts reported previously in consolidated financial statements prepared in accordance with previous GAAP. This note explains the principal adjustments made by the Group in restating its consolidated financial statements prepared in accordance with previous GAAP, and how the transition from previous GAAP to Ind AS has affected the Group's financial position, financial performance and cash flows.

Optional exemptions availed and mandatory exceptions

In preparing these consolidated financial statements, the Group has applied the below mentioned optional exemptions and mandatory exceptions.

A. Optional exemptions availed:

Property plant and equipment and intangible assets

As per Ind AS 101 an entity may elect to:

(i) measure an item of property, plant and equipment at the date of transition at its fair value and use that fair value as its deemed cost at that date

(ii) use a previous GAAP revaluation of an item of property, plant and equipment at or before the date of transition as deemed cost at the date of the revaluation, provided the revaluation was, at the date of the revaluation, broadly comparable to:

− fair value;

− or cost or depreciated cost under Ind AS adjusted to reflect, for example, changes in a general or specific price index.

The elections under (i) and (ii) above are also available for intangible assets that meets the recognition criteria in Ind AS 38, Intangible Assets, (including reliable measurement of original cost); and criteria in Ind AS 38 for revaluation (including the existence of an active market).

(iii) use carrying values of property, plant and equipment, intangible assets and investment properties as on the date of transition to Ind AS (which are measured in accordance with previous GAAP and after making adjustments relating to decommissioning liabilities prescribed under Ind AS 101) if there has been no change in its functional currency on the date of transition.

As permitted by Ind AS 101, the Group has elected to continue with the carrying values under previous GAAP for all the items of property, plant and equipment. The same election has been made in respect of intangible assets and investment property also. The carrying values of property, plant and equipment as aforesaid are after making adjustments relating to decommissioning liabilities

B. Mandatory exceptions

1 Estimates

As per Ind AS 101, an entity's estimates in accordance with Ind AS at the date of transition to Ind AS at the end of the comparative year presented in the entity's first Ind AS financial statements, as the case may be, should be consistent with estimates made for the same date in accordance with the previous GAAP unless there is objective evidence that those estimates were in error. However, the estimates should be adjusted to reflect any differences in accounting policies.

As per Ind AS 101, where application of Ind AS requires an entity to make certain estimates that were not required under previous GAAP, those estimates should be made to reflect conditions that existed at the date of transition (for preparing opening Ind AS balance sheet) or at the end of the comparative year (for presenting comparative information as per Ind AS).

The Group's estimates under Ind AS are consistent with the above requirement. Key estimates considered in preparation of the consolidated financial statements that were not required under the previous GAAP are listed below:

- Fair valuation of financial instruments carried at FVTPL.
- Impairment of financial assets based on the expected credit loss model.
- Determination of the discounted value for financial instruments carried at amortised cost.

2 Derecognition of financial assets and liabilities

As per Ind AS 101, an entity should apply the derecognition requirements in Ind AS 109, Financial Instruments, prospectively for transactions occurring on or after the date of transition to Ind AS. However, an entity may apply the derecognition requirements retrospectively from a date chosen by it if the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions.

The Group has elected to apply the derecognition principles of Ind AS 109 retrospectively as reliable information was available at the time of initially accounting for these transactions.

3 Non-controlling interests (NCI)

Ind AS 110 requires that total comprehensive income should be attributed to the owners of the parent and the NCI even if this results in the NCI having a negative balance. Ind AS 101 requires this requirement to be applied prospectively from the date of transition

4 Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification of financial assets on the basis of facts and circumstances existing as on the date of transition. Further, the standard permits measurement of financial assets accounted at amortised cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable.

Accordingly, the Group has determined the classification of financial assets based on the facts and circumstances that existed on the date of transition to Ind AS. Measurement of the financial assets accounted at amortised cost has been done retrospectively except where the same is impracticable.

C. Transition to Ind AS - Reconciliations

The following reconciliations provide the explanation of the differences arising from the transition from previous GAAP to Ind AS in accordance with Ind AS 101, First Time Adoption of Indian Accounting Standards.

- Reconciliation of total equity as at 1 April 2017 and 31 March 2018
- Reconciliation of total comprehensive income for the year ended 31 March 2018
- Reconciliation of statement of cash flows for the year ended 31 March 2018

Resonance Eduventures Limited

Notes to consolidated financial statements for the year ended 31 March 2019

(All amounts in INR lakhs, unless otherwise stated)

a) Reconciliation of total equity as at 1 April 2017

	Note	Previous GAAP*	Adjustments to transition to Ind AS	Ind AS
Assets				
Non-current assets				
Property, plant and equipment		22,963	-	22,963
Capital work-in-progress		51	-	51
Intangible assets		56	-	56
Goodwill on consolidation		4,982	-	4,982
Financial assets				
Loans	(i)	1,015	(101)	914
Others		23	-	23
Deferred tax assets (net)		43	(30)	13
Income tax assets (net)		50	-	50
Other non-current assets	(i)	927	78	1,005
Total non-current assets		**30,110**	**(53)**	**30,057**
Current assets				
Inventories		445	-	445
Financial assets				
Investments		3,632	178	3,810
Trade receivables	(iii)	232	(1)	231
Cash and cash equivalents		1,100	0	1,100
Bank balances other than cash and cash equivalents		1,078	0	1,078
Loans		1,119	(18)	1,101
Others		151	0	151
Other current assets	(i)	472	32	504
		8,229	**191**	**8,420**
Total assets		**38,339**	**138**	**38,477**
Equity and liabilities				
Equity				
Equity share capital		184	-	184
Other equity		22,836	203	23,039
Minority interest		201	15	216
Total equity		**23,221**	**218**	**23,439**
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings		-	-	-
Others	(i),(iv)	418	(191)	227
Provisions		783	-	783
Deferred tax liabilities (net)	(v)	701	38	739
Other non-current liabilities	(i)	29	23	52
Total non-current liabilities		**1,931**	**(130)**	**1,801**
Current liabilities				
Financial liabilities				
Borrowings		2	-	2
Trade Payables				
- Total outstanding dues of micro enterprises and small enterprises		-	-	-
-Total outstanding dues of creditors other than micro enterprises and small enterprises		504	-	504
Other financial liabilities	(i),(iv)	1,971	(47)	1,924
Current tax liabilities (net)		247	-	247
Provisions		409	-	409
Other current liabilities	(i)	10,054	97	10,151
Total current liabilities		**13,187**	**50**	**13,237**
Total liabilities		**15,118**	**(80)**	**15,038**
Total equity and liabilities		**38,339**	**138**	**38,477**

* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

Resonance Eduventures Limited

Notes to consolidated financial statements for the year ended 31 March 2019

(All amounts in INR lakhs, unless otherwise stated)

b) Reconciliation of total equity as at 31 March 2018

	Note	Previous GAAP*	Adjustments to transition to Ind AS	Ind AS
Assets				
Non-current assets				
Property, plant and equipment		22,764	-	22,764
Capital work-in-progress		305	-	305
Intangible assets		175	-	175
Goodwill on consolidation		5,567	(19)	5,548
Financial assets				
Loans	(i)	2,038	(145)	1,893
Others		11	-	11
Deferred tax assets (net)		65	(53)	12
Income tax assets (net)		350	-	350
Other non-current assets	(i)	750	68	818
Total non-current assets		**32,025**	**(149)**	**31,876**
Current assets				
Inventories		468	-	468
Financial assets				
Investments	(ii)	9,364	606	9,970
Trade receivables	(iii)	368	(7)	361
Cash and cash equivalents		1,394	-	1,394
Bank balances other than cash and cash equivalents		179	-	179
Loans		2,608	27	2,635
Others		67	-	67
Other current assets	(i)	363	39	402
		14,811	**665**	**15,476**
Total assets		**46,836**	**516**	**47,352**
Equity and liabilities				
Equity				
Equity share capital		135	-	135
Other equity		(21,659)	468	(21,191)
Total equity		**(21,524)**	**468**	**(21,056)**
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings		33,600	-	33,600
Others	(i),(iv)	4,173	(216)	3,957
Provisions		893	-	893
Deferred tax liabilities (net)	(v)	902	123	1,025
Other non-current liabilities	(i)	42	49	91
Total non-current liabilities		**39,610**	**(44)**	**39,566**
Current liabilities				
Financial liabilities				
Borrowings		9,406	-	1,006
Trade Payables				
- Total outstanding dues of micro enterprises and small enterprises		-	-	-
-Total outstanding dues of creditors other than micro enterprises and small enterprises		847	-	847
Other financial liabilities	(i),(iv)	6,192	8,354	14,546
Current tax liabilities (net)		84	-	84
Provisions		484	-	484
Other current liabilities	(i)	11,737	138	11,875
Total current liabilities		**28,750**	**8,492**	**28,842**
Total liabilities		**68,360**	**8,448**	**68,408**
Total equity and liabilities		**46,836**	**8,916**	**47,352**

* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

Resonance Eduventures Limited
Notes to consolidated financial statements for the year ended 31 March 2019
(All amounts in INR lakhs, unless otherwise stated)

c) Reconciliation of total comprehensive income for the year ended 31 March 2018

	Notes	Previous GAAP*	Adjustments to transition to Ind AS	Ind AS
Income				
Revenue from operations		39,028	(33)	38,995
Other income	(ii)	1,797	526	2,323
Total income		**40,825**	**493**	**41,318**
Expenses				
Employee benefits expense	(vi)	18,788	36	18,824
Finance costs	(i),(iv)	6,377	61	6,438
Depreciation and amortisation expense		958	-	958
Other expenses	(iii),(iv)	18,736	53	18,789
Total expenses		**44,859**	**150**	**45,009**
Profit before tax		**(4,034)**	**343**	**(3,691)**
Tax expense				
Current tax		2,589	-	2,589
Adjustment for earlier years		(11)	-	(11)
Deferred tax	(v)	179	109	288
Income tax expense		2,757	109	2,866
Loss for the year		**(6,791)**	**234**	**(6,557)**
Total loss attributable to:				
Owners of the Company		(6,815)	230	(6,585)
Non-controlling interests		24	4	28
		(6,791)	**234**	**(6,557)**
Other comprehensive income:				
Items that will not be reclassified subsequently to loss				
Re-measurement gains/(losses) on defined benefit liability	(vi)	-	(36)	(36)
Income tax related to items that will not be reclassified to profit		-	12	12
Other comprehensive income for the year, net of taxes		**-**	**(24)**	**(24)**
Total comprehensive income for the year		**(6,791)**	**210**	**(6,581)**

* The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

d) Total equity

	Note	As at 1 April 2017	As at 31 March 2018
As per previous GAAP		22,836	(21,659)
Adjustments relating to previous GAAP		(72)	(104)
Ind AS Adjustments			
Fair valuation of security deposits	(i)	(12)	(14)
Fair valuation of mutual funds	(ii)	177	606
Loss allowance on trade receivables	(iii)	(1)	(8)
Lease equalization reserve	(iv)	193	183
Deferred tax on above	(v)	(67)	(176)
Change in goodwill value		(15)	(19)
Increase in total equity		**203**	**468**
Equity under Ind AS		**23,039**	**(21,191)**

Notes to reconciliations:

(i) Fair valuation of security deposits
Under previous GAAP, security deposits were recorded at their transaction cost. In accordance with Ind AS 109, Financial Instruments, security deposits being financial instruments, have been accounted at amortised cost using the effective interest rate method.

(ii) Fair valuation of mutual funds
Under the previous GAAP, investments in mutual funds were classified as long-term investments or current investments based on the intended holding year and realisability. Long-term investments were carried at cost less provision for other than temporary decline in the value of such investments. Current investments were carried at lower of cost and fair value. Under Ind AS, these investments are required to be measured at fair value through profit or loss as permitted by Ind AS 109. The resulting fair value changes of these investments have been recognised in the consolidated statement of profit and loss account for the year ended 31 March 2018. This increased the profit by INR 433 lakhs for the year ended 31 March 2018.

(iii) Loss allowance on trade receivables
On transition to Ind AS, the Group has recognised impairment loss on trade receivables measured at amortised cost based on the expected credit loss model as required by Ind AS 109, Financial Instruments. Consequently, trade receivables measured at amortised cost have been reduced with a corresponding decrease in retained earnings.

(iv) Lease equilisation reserve

Under previous GAAP, lease equalisation reserve was created to straight-line lease rentals when there was an escalation in the lease rentals over the tenure of the lease agreement.

In accordance with Ind AS 17, the increases in the lease rentals shall not be straight lined where the escalation of lease rentals is in line with the expected general inflation and accordingly, this has been reversed.

(v) Deferred tax on above
Under previous GAAP, deferred taxes are computed for timing differences between accounting income and taxable income for the year i.e. using the 'Income Statement Approach'.

Under Ind AS, deferred taxes are computed for temporary differences between the carrying amount of an asset or liability in the Balance Sheet and its tax base. This is referred to as the 'Balance Sheet Approach'. Based on this approach, additional deferred taxes have been recognised by the Group on the above Ind AS adjustments.

(vi) Other comprehensive income
Under Ind AS, all items of income and expenses recognised in a year should be included in profit or loss for the year, unless a standard requires or permits otherwise. Items of income and expenses that are not recognised in profit or loss but are shown in the statement of profit and loss as 'other comprehensive income' includes remeasurements of defined benefit liability/(asset) and reserve created due to exchange differences on translation of foreign operations. The concept of other comprehensive income did not exist under previous GAAP.

e) Reconciliation of statement of cash flows for the year ended 31 March 2018

Particulars	Previous GAAP	Effect of transition to Ind AS	Ind AS
Net cash flows from operating activities	5,917	6,024	11,941
Net cash flows from investing activities	(5,684)	(358)	(6,042)
Net cash flows from financing activities	47	(5,666)	(5,619)
Net increase/ (decrease) in cash and cash equivalents	**280**	**0**	**280**
Cash and cash equivalents at the end of the year			

(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 2019. 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 2019**	**As at 31 March 2018**	**As at 1 April 2017**
- Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	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 2019 and 31 March 2018, 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 2019	**For the year ended 31 March 2018**
Coaching Fees Received	(55)	(103)
Travelling expense	-	1
Business Development Expense	-	4
Software renewal	-	6
Professional Fees	26	0
Total	**(29)**	**(92)**

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.

For B S R & Associates LLP
Chartered Accountants
ICAI Firm registration number : 116231W/W-100024

Sandeep Batra
Partner
Membership no : 093320

Place : New Delhi
Date : 30 May 2020

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 : 30 May 2020

Place : Kota
Date : 30 May 2020

B S R & Associates LLP
Chartered Accountants

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INDEPENDENT AUDITORS' REPORT

To the Members of Resonance Eduventures Limited

Report on the Audit of the Consolidated Financial Statements

Disclaimer of Opinion

We were 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 31 March 2019, and the consolidated statement of profit and loss (including other comprehensive income), 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").

We do not express an opinion on the accompanying consolidated financial statements of the Group. Because of the significance of the matter described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient and appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

Basis for Disclaimer of Opinion

1) Inter Corporate Deposits given

We refer to Note 6 to the consolidated financial statements which describes that during the current year, the group has given intercorporate deposits to various entities amounting to Rs 2,500 lakhs. As at 31 March 2019, the outstanding balance stood at Rs. 1,600 lakhs comprising inter-corporate deposits including accrued interest amounting to Rs. 145 lakhs.

According to the Management of the Group, these amounts have been mainly given for short term investment purpose. We were unable to obtain sufficient appropriate audit evidence 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) Impairment of goodwill

We refer to Note 4 to the consolidated financial statements which states that the Group has goodwill amounting to Rs. 5,548 lakhs as at 31 March 2019. Management has not subjected this goodwill to impairment analysis as at year end and has recorded it at its historical value in consolidated financial statements of the Group. We were unable to obtain sufficient appropriate audit evidence about the carrying value of goodwill.

3) Long Outstanding Balance of capital advances, trade receivables and security deposits

There are long outstanding balances of capital advances of Rs. 376 lakhs, trade receivables of Rs. 225 lakhs and security deposits of Rs. 40 lakhs which are outstanding for a certain number of years as at 31 March 2019.

Management has not provided for any amount in consolidated financial statements of the Group. We were unable to obtain sufficient appropriate audit evidence about the recoverability of these amounts. Accordingly, we are unable to determine the possible implications arising therefrom including any adjustments are necessary in respect of these transactions in the consolidated financial statements of the Group.

4) Employee Loans and Advances

As at 31 March 2019, the Group has an outstanding balance of Employee loans and advances amounting to Rs. 1,063 lakhs. While performing our audit procedures, we observed that certain loans to employees of the Group were granted in non-compliance of the Group's policy for Employee Loans. We were unable to obtain sufficient appropriate audit evidence about, the underlying commercial rationale/ purpose for such transactions, repayment terms and the recoverability of these amounts. Accordingly, we are unable to determine the consequential implications arising therefrom including any adjustments as necessary, in respect of these transactions in the consolidated financial statements of the Group.

5) Unsecured Loans given to related parties

We refer to Note 5 and Note 6 to the consolidated financial statements which describes that the Group has an outstanding unsecured loans receivable from certain Trusts aggregating to Rs. 4,478 lakhs comprising unsecured principal amount including accrued interest.

According to the Management of the Group, these amounts have been mainly given for repaying the existing debts of these trusts and to meet their operational expenses. We were unable to obtain sufficient appropriate audit evidence about, the underlying commercial rationale/ purpose for such transactions relative to the size and scale of the business activities of such trusts, basis of selection of the parties, procedure performed by the Group to evaluate the credit worthiness of the parties and the recoverability of these amounts considering the financial position of these trusts. Accordingly, we were unable to determine the consequential implications arising therefrom including any adjustments, restatement, disclosures and compliances as necessary in respect of these transactions in the consolidated financial statements of the Group.

6) Recoverability of loans and advances to other parties

We refer to Note 5 and Note 6 to the consolidated financial statements which describes that the Group has an outstanding unsecured loan receivable from various other Trusts aggregating to Rs. 425 lakhs comprising unsecured principal amount including accrued interest.

According to the Management of the Group, these amounts have been mainly given to meet operational expenses of these trusts. In the absence of adequate evidence and information, we are unable to comment on the business rationale and recoverability of these amounts. Accordingly, we were unable to determine the consequential implications arising therefrom including any adjustments, restatement, existence of related party relationships, disclosures and compliances as necessary in respect of these transactions in the consolidated financial statements of the Group.

7) Exclusion of entities from preparation of consolidated financial statements

Based on the information available and as explained in Note 39 of the financial statements of the Group, Shri Sewaram Charitable Trust and Base Charitable Trust have been identified to be the entities over which the Group has control. The Group has not included these entities in the preparation of consolidated financial statements for the year ended 31 March 2019, as required under section 129 sub section (3) of the Companies Act 2013. We are informed by the management that the above entities are not in control of the Group since it does not have any substantive rights over the above entities and hence consolidated financial statements are not required to be prepared.

In our view, Shri Sewaram Charitable Trust and Base Charitable Trust should have been consolidated with the Group since it is fulfilling all the conditions as per Ind AS 110, Consolidated Financial Statements. Accordingly, there is a noncompliance in terms of Section 129 (3) of the Companies Act 2013. Hence, we are unable to comment on the possible impact, if any, of the noncompliance with provisions of the Act.

8) Going Concern

The management has not extended their assessment of the impact of the matters described in 1 to 7 above on their going concern assumption. Accordingly, we were unable to obtain sufficient appropriate audit evidence on the use of going concern assumption followed by the management in the preparation of these consolidated financial statements.

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. However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

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. 42,358 lakhs as at 31 March 2019, total revenues of Rs. 825 lakhs and net cash inflows amounting to Rs. 17 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

A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditor on separate financial statements of a subsidiary as were audited by other auditor, as noted in the 'Other Matters' section, we report, to the extent applicable, that:

a) As described in the Basis for Disclaimer of Opinion section, we were unable to obtain all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) Due to the effects / possible effects of the matters described in the Basis for Disclaimer of Opinion section, we are unable to state whether 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) Due to the effects/ possible effects of the matters described in the Basis for Disclaimer of Opinion section, we are unable to state whether the consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the books of account.

d) Due to the effects / possible effects of the matters described in the Basis for Disclaimer of Opinion section, we are unable to state whether the financial statements comply with the Indian Accounting Standards specified under section 133 of the Act.

e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, none of the directors of the Group companies, is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies, and the operating effectiveness of such controls, refer to our separate Report in “Annexure A”.

B. 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 possible effects of the matters described in the Basis for Disclaimer of Opinion section, the Group has disclosed the impact of pending litigations as at 31 March 2019 on its financial position in its consolidated financial statements - Refer Note 38 to the consolidated financial statements.

ii. Except for the possible effects of the matters described in the Basis for Disclaimer of Opinion section, 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 are 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 2019.

iv. The disclosures in the consolidated financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in the financial statements since they do not pertain to the financial year ended 31 March 2019.

C. With respect to the matter to be included in the Auditor's report under section 197(16):

Due to the possible effects of the matters described in the basis for Disclaimer of Opinion section, we are unable to state whether the managerial remuneration for the year ended 31 March 2019 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 **B S R & Associates LLP**
Chartered Accountants
Firm's Registration No: 16231W/W-100024

Sandeep Batra
Partner
Membership No.: 093320
UDIN: 20093320AAAAAM3686

Place: New Delhi
Date: 30 May 2020

Annexure A to the Independent Auditors' report on the consolidated financial statements of Resonance Eduventures Limited for the year ended 31 March 2019

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 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Disclaimer of Opinion

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 2019, in conjunction with our audit of the consolidated financial statements of the Group for the year ended on that date.

Due to the possible effects of the matters described in the Basis for Disclaimer of Opinion paragraph in our main audit report, we are unable to obtain sufficient and appropriate audit evidence to provide a basis for our opinion on whether the Holding Company and such companies incorporated in India which are its subsidiary companies have, in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31 March 2019, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note"). Accordingly, we do not express an opinion on the Internal Financial Controls with reference to these consolidated financial statements.

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 with reference to consolidated financial statements based on our audit conducted in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India.

Because of the matters described in the Disclaimer of Opinion section above, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on internal financial controls system with reference to the consolidated financial statements.

Meaning of Internal Financial controls with Reference to Consolidated Financial Statements

A company's internal financial controls 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 controls 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 with Reference to consolidated Financial Statements

Because of the inherent limitations of internal financial controls 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 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.

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 **B S R & Associates LLP**
Chartered Accountants
Firm's Registration number: 116231W/W-100024

Sandeep Batra
Partner
Membership No.: 093320
UDIN No: 20093320AAAAAM3686

Place: New Delhi
Date: 30 May 2020