



GREYCELLS EDUCATION LIMITED

**Annual Report
2017 - 2018**

CORPORATE INFORMATION

Name of the Company : Greycells Education Limited
Registered Office : Forum Building, 1st Floor, 11/12,
Raghuvanshi Mills Compound,
Senapati Bapat Marg,
Lower Parel (West), Mumbai - 400013
CIN : L65910MH1983PLC030838
Website : www.greycellsltd.com
E-mail : companysecretary@greycellsltd.com
Contact No. : 022-61479918

BOARD OF DIRECTORS

Ms. Bela Desai : Promoter, Non-executive Director
Mr. Abbas Patel : Independent, Non-executive Director
Dr. Anil Naik : Independent, Non-executive Director

Ms. Preeta D'Souza : Chief Executive Officer
Ms. Dhara Shah : Chief Financial Officer
Mr. Dharmesh Parekh : Company Secretary & Compliance Officer

COMMITTEES OF BOARD

AUDIT COMMITTEE

Mr. Abbas Patel : Chairman & Member
Dr. Anil Naik : Member
Ms. Bela Desai : Member

NOMINATION & REMUNERATION COMMITTEE

Mr. Abbas Patel : Chairman & Member
Ms. Bela Desai : Member
Dr. Anil Naik : Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Ms. Bela Desai : Chairperson & Member
Mr. Abbas Patel : Member

STATUTORY AUDITORS

M/s. A. T. Jain & Co.
Chartered Accountants

INTERNAL AUDITORS

P. B. Shetty & Co.
Chartered Accountants

BANKERS

The Federal Bank Limited
Kotak Mahindra Bank Limited

REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Pvt. Ltd.
1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,
Makwana Road, Marol, Andheri (East), Mumbai - 400 059
Tel : 022-62638200
Fax : 022-62638299
E-Mail : investor@bigshareonline.com

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NOTICE

NOTICE is hereby given that the Thirty Fifth (35th) **ANNUAL GENERAL MEETING (AGM)** of the shareholders of GREYCELLS EDUCATION LIMITED will be held at the Registered office of the Company at Forum Building, 1st Floor, 11/12, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013 on Friday, 28th day of September, 2018 at 3.00 p.m. to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon.
- To appoint a Director in place of Ms. Bela Desai (DIN: 00917442), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

- To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Authorized Share Capital of the Company of Rs. 11,70,00,000/- (Rupees Eleven Crores Seventy Lakhs only) divided into 1,17,00,000 (One Crore Seventeen Lakhs) equity shares of Rs. 10/- (Rupees Ten) each be and is hereby increased to Rs. 16,00,00,000/- (Rupees Sixteen Crores only) divided into 1,60,00,000 (One Crore Sixty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each ranking *pari passu* with the existing shares of the Company.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof and the new Clause V shall be read as follows:

V. The Authorized Share Capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen Crores only) divided into 1,60,00,000/- (One Crore Sixty Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each with the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the capital of the Company, and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to delegate all or any of the powers to any Director or Company Secretary of the Company as may be necessary or desirable to give effect to this resolution.”

- To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and the applicable rules made there under (“Act”), the provisions of the Memorandum and Articles of Association of the Company and in accordance with any other applicable law or regulation, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015, as amended (“SEBI LODR Regulations”), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI ICDR Regulations”), the provisions of the Foreign Exchange Management Act, 1999, as amended (“FEMA”), the Consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued by the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), the Government of India (“GOI”), the Stock Exchange, the Registrar of Companies (“ROC”), Ministry of Corporate Affairs (“MCA”) and/ or any other statutory/regulatory authority from time to time to the extent applicable, and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, from the Ministry of Finance (Department of Economic Affairs), the Ministry of Commerce and Industry, SEBI, Stock Exchange, RBI, GOI, the ROC and any other appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed, stipulated or imposed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), consent of the Members be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted) of such number of Equity Shares in one or more tranches, either in India or in the course of international offering(s) in one or more foreign markets, for an aggregate issuance of upto Rs. 50 Crore by way of issue of equity shares / share warrants / other eligible securities etc. on preferential allotment / any type of private placement / Right issue basis in accordance with the provisions of the SEBI ICDR Regulations, to such investors that may be permitted to invest in such issuance, whether or not such investors are members of the Company, by the issue of a placement document and/or any other letter, offer document or circular, in such a manner and on such terms and conditions including at such price or prices (as permitted under applicable law) etc., as may be deemed appropriate by the Board in its absolute discretion, subject to applicable laws, considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and/or other advisor(s) as may be appointed for such issue.

RESOLVED FURTHER THAT:

- the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- the Equity Shares that may be issued by the Company shall rank *pari-passu* with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorised to engage/appoint lead manager(s), underwriters, guarantors, depositories, custodians, registrars, bankers, lawyers, advisors and all such agencies/intermediaries as are or may be required to be appointed, involved or concerned in such offerings and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out-of-pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue, including the finalization and approval of

the draft as well as final offer document(s), determining the form and manner of the Issue, finalization of the dates and timing of the Issue, identification and class of the investors to whom the Equity Shares are to be offered, determining the issue price, face value, premium amount on issue, if any, and all other terms and conditions in relation to offer and allotment of Equity Shares, execution of various transaction documents including the private placement offer letter, signing of declarations, utilization of the issue proceeds and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the offerings and resolve and settle all questions or difficulties that may arise in regard to the issue, offer or allotment of Equity Shares and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the ROC, the lead managers, or other authorities or agencies involved in or concerned with regard to such Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by above resolutions to any Director or to any Committee of Directors or any other executive(s) / officer(s) of the Company or any other person as the Board may at its discretion deem appropriate, to do all such acts, deeds, matters and things and also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution."

**By Order of the Board of Directors of
Greycells Education Limited**

**Place : Mumbai
Date : 13th August, 2018**

**Dharmesh Parekh
Company Secretary**

Registered Office :
Forum Building, 1st Floor
11/12, Raghuvanshi Mills Compound
Senapati Bapat Marg
Lower Parel (West), Mumbai - 400 013.
CIN No.: L65910MH1983PLC030838
E-mail : companysecretary@greycellsltd.com
Website: www.greycellsltd.com

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.**

A person can act as a proxy on behalf of not more than fifty members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to

inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

- The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of M/s. A. T. Jain & Co., Chartered Accountants (Firm Registration No. 103886W), as Statutory Auditors, who were appointed in the Annual General Meeting held on September 29, 2017.
- All documents referred to in the accompanying Notice are available for inspection at the registered office of the Company during office hours on all days except Saturdays, Sundays and public holidays up to the date of this 35th AGM.
- A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
- Members are requested to bring their copy of the Annual Report at the time of attending the meeting.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- Only bonafide members of the Company whose names appear on the Register of Members/proxy holder in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves the right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
- The Register of Members & Share Transfer Books of the Company will remain closed from 24th September, 2018 to 28th September, 2018 (both days inclusive).
- The details of the Director seeking re-appointment under item no. 2 of this notice, as stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the Secretarial Standard (SS-2) issued by ICSI, is annexed to this notice.
- Members desirous of asking any questions at 35th AGM are requested to send their questions so as to reach at the Company's registered office at least seven days before the date of the AGM, so that the same can be suitably replied to.
- In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the equity shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agents, M/s. Bigshare Services Private Limited and have it duly filled and sent back to them.
- Members are requested to intimate change of address, if any, in case of shares held in electronic form to the concerned depository participant quoting their DP Id number and in case of shares held in physical form to the Registrar & Share Transfer Agent, M/s. Bigshare Services Private Limited at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400059.
- Corporate Members intended to attend the AGM through their authorized representative are requested to send a duly certified copy of the board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
- Attendance Slip is annexed to the Proxy Form. Members are requested to fill up the particulars of the attendance slip, affix their signature in the appropriate place and hand it over to the Company's officials/Registrars at the entrance of the Meeting venue.

15. To promote green initiative, members are requested to register their email addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference to their Folio Number.
16. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration Rules), 2014, the Annual Report for 2017-18 is being sent through the electronic mode to all the Members whose e-mail ID's are registered with the Company/Depository Participants for communication purposes, unless any member has requested for physical copy of the same. For Members who have not registered their E-mail Ids with the Company/Depository Participants, a physical copy of the Annual Report for 2017-18 is being sent by the permitted mode. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to Bigshare Services Private Limited. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have requested their e-mail address for register/update, are entitled to receive such communication in physical form upon request.
17. In accordance with the amendments to Regulation 40 of Listing Regulations, to be made effective later, the Securities and Exchange Board of India (SEBI) has revised the provisions relating to transfer of listed securities and has decided that requests for effecting transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a Depository (National Securities Depository Limited and Central Depository Services (India) Limited). This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Transfer of securities only in demat form will improve ease, facilitate convenience and safety of transactions for investors. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.
18. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Accordingly, members holding shares in electronic form are requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company / Registrar and Share Transfer Agent.
19. In order to provide protection against fraudulent encashment of dividend warrants, members who hold shares in physical form are requested to intimate to the Company / Registrar and Share Transfer Agent their PAN and Bank Account details.
20. The Annual Report for FY 2017-18 of the Company is available on the Company's website www.greycellsltd.com for download.
21. **E-voting**
- In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide its members facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the Annual General Meeting by electronic means and all the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).
- The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.
- The remote e-voting period for all items of business contained in this Notice shall commence from Tuesday, 25th September, 2018 at 9.00 a.m. and will end on Thursday, 27th September, 2018 at 5.00 p.m. During this period, members holding equity shares of the Company either in physical form or in dematerialized form as on the cut-off date i.e. 21st September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any member, he/she shall not be allowed to change it subsequently. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
- The voting rights of members shall be in proportion to their equity shareholding in the paid-up equity share capital of the Company as on 21st September, 2018.
22. The Board of Director has appointed Mr. Ashish Kumar Jain, proprietor of A. K. Jain & Co, Company Secretaries (holding CP No. 6124), to act as Scrutinizer to conduct e-voting and voting at the AGM in fair and transparent manner.
- The facility for voting through Ballot Paper shall be made available at the venue of the meeting and the members attending the meeting who have not cast their vote through remote e-voting shall be able to vote at the meeting through above voting system.
23. The Scrutinizer shall within a period not exceeding three (3) days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and shall make a Scrutinizer's Report of the votes cast in favour or against, if any, and forward it to the Chairman of the Company.
24. In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the Company will offer an opportunity to such Members to vote at the Meeting for all businesses specified in the accompanying Notice. For abundant clarity, please note that the Members who have exercised their right to vote by electronic means may attend the AGM but shall not be entitled to vote at the Meeting. A Member can opt for only single mode of voting i.e. either through remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
25. The scrutinizer, after scrutinizing the votes cast at the AGM and through remote e-voting, make a consolidated scrutinizers report and submit to the Chairman or Company Secretary. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.greycellsltd.com and on the website of CDSL www.evotingindia.com. The results shall simultaneously be communicated to the BSE Limited.
26. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting i.e. 28th September, 2018.
27. Route map showing directions to reach venue of the AGM is given at the end of the Notice.
28. **The instructions for shareholders voting electronically are as under:**
- (i) The remote e-voting period begins on 25th September, 2018 at 9.00 a.m. and ends on 27th September, 2018 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- Log on to the e-voting website www.evotingindia.com
- (ii) Click on Shareholders / Members
 - (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (iv) Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

- (v) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (Serial No. on the Address Sticker / Postal Ballot Form / Email) in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR	
Date of Birth (DOB)	If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv)

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN of "Greycells Education Limited" on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
- (xv) If Demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xvii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xiv) above to cast vote.
- (B) The voting period begins on Tuesday, 25th September, 2018 at 9.00 a.m. and ends on Thursday, 27th September, 2018 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO THE NOTICE**INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND AS PER SECRETARIAL STANDARD (SS-2) REGARDING RE-APPOINTMENT OF DIRECTOR**

Ms. Bela Desai (DIN: 00917441), aged 53 years, is a Fellow member of the Institute of Company Secretaries of India and holds a Degree in Law. With a career spanning over 21 years in Corporate India, her expertise is in areas of corporate structuring, mergers and acquisitions, fund raising etc.

She is a non-independent, non-executive Director on the Company's Board. She is also a member of Audit Committee and Nomination & Remuneration Committee. She is a Chairperson of Stakeholders Relationship Committee of the Company. She holds 8,84,100 equity shares (being 11.18%) in the Company. She is also on the Board of Value Line Advisors Private Limited. She is not a relative of any other Directors, Manager and other Key Managerial Personnel.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**Item No. 3**

The Company, in order to meet its growth objectives and to strengthen its financial position, may require to generate long term resources by issuing securities. It is therefore deemed appropriate to increase the Authorized Share Capital of the Company from Rs. 11,17,00,000/- (Rupees Eleven Crores Seventy Lakhs only) to Rs. 16,00,00,000/- (Rupees Sixteen Crores only) and for that purpose, the Memorandum of Association of the Company are proposed to be suitably altered by passing Ordinary Resolution as set out in Item No. 3 respectively. The provisions of the Companies Act, 2013 require the Company to seek the approval of the members for increase in the authorized share capital and for the alteration of capital clause of the Memorandum of Association of the Company.

A copy of the Memorandum of Association together with the proposed alterations is available for inspection by members on any working days, except Saturdays, Sundays and Public holidays between 11.00 a.m. to 1.00 p.m. at the registered office of the Company.

None of the Directors or Key Managerial Personnel of the Company including their relatives is concerned or interested in the said resolution.

The Board of Directors recommends the ordinary resolution as set out in Item No. 3 of the Notice for approval of members.

Item No. 4

In order to meet long-term funding requirements of the Company, the Board may issue the Equity Shares pursuant to this Special Resolution to such investors and shall utilize the proceeds for business purposes, including but not limited to meeting capital expenditure and working capital requirements of the Company and its subsidiaries and affiliates, including investment in subsidiaries and affiliates, exploring acquisition opportunities and general corporate purposes.

In view of the above the Company proposes to issue such number of Equity Shares in one or more tranches, either in India or in the course of international offering(s) in one or more foreign markets, for an aggregate issuance of upto Rs. 50 Crore by way of issue of equity shares / share warrants / other eligible securities etc. on preferential allotment / any type of private placement / Right issue basis in accordance with the provisions of the SEBI ICDR Regulations, to such investors that may be permitted to invest in such issuance, whether or not such investors are members of the Company. Accordingly, the special resolution seeks to empower the Board to issue Equity Shares by way of one or more public and/or private offerings, and/or on preferential allotment and/or right basis or any combination thereof, through issue of prospectus and/or placement document and/or other permissible/ requisite offer document to any eligible person, whether they be holders of Equity Shares of the Company or not at such price or prices and on such terms and conditions as may be decided

by the Board at its discretion, taking into consideration market conditions and other relevant factors and wherever necessary in consultation with lead managers and other advisors, in accordance with applicable laws.

The detailed terms and conditions for the offer of Equity Shares will be determined by the Board in consultation with the lead managers, placement agents and such other agency or agencies as may be required to be consulted by the Company considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

Accordingly, it is proposed to seek approval of the members of the Company by way of a special resolution to authorise the Board to create, offer, issue and allot Equity Shares, in one or more tranches, to the eligible investors, as the Board may decide without the need for fresh approval from the members of the Company.

None of the Directors, promoter, manager, key managerial personnel of the Company, and any relatives of such director, promoter, manager, key managerial personnel are in any way concerned or interested in this Resolution except to the extent of their shareholding in the Company and the proposed allotment to them.

The Board of Directors recommends the special resolution as set out in Item No. 4 of the Notice for approval of members.

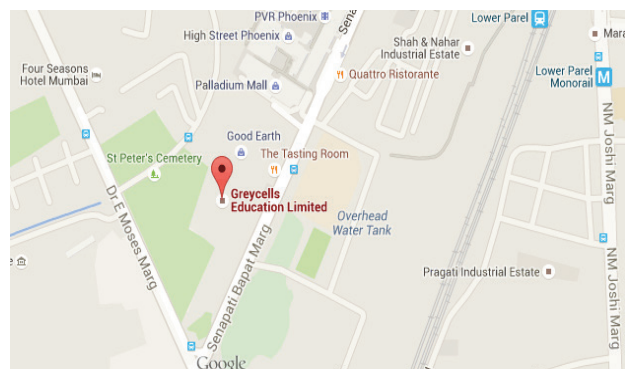
**By Order of the Board of Directors of
Greycells Education Limited**

**Place : Mumbai
Date : 13th August, 2018**

**Dharmesh Parekh
Company Secretary**

Registered Office :

Forum Building, 1st Floor
11/12, Raghuvanshi Mills Compound
Senapati Bapat Marg
Lower Parel (West), Mumbai - 400 013.
CIN No.: L65910MH1983PLC030838
E-mail : companysecretary@greycellsltd.com
Website: www.greycellsltd.com



DIRECTORS' REPORT

Dear Shareholders,

Your Directors presents the 35th Annual Report of the Company along with the Audited Financial Statements for the financial year ended 31st March, 2018.

Financial Results/State of Company's Affairs

During the year under review, the Company earned total consolidated revenue of ₹ 774.47 lakhs for the year as against ₹ 789.48 lakhs in the previous year. Standalone revenues during the year stood at ₹ 323.73 lakhs as against ₹ 359.91 lakhs in the previous year.

The consolidated loss for the year stood at ₹ 140.25 lakhs as against the consolidated loss before tax ₹ 78.73 lakhs in the previous year. The standalone loss for the year was ₹ 137.62 lakhs as against the standalone loss before tax of ₹ 44.33 lakhs in the previous year.

Dividend

The Directors have refrained from recommending dividend for the year under review.

Transfer to Reserves

Your Company does not recommend any amount to transfer to reserves for the financial year 2017-18.

Share Capital and changes therein

There was no change in Share Capital of the Company during the year under review.

Change in the Nature of Business

During the year under review there was no change in the nature of business of the Company.

Operations

The Company is currently engaged in Vocational training in media and entertainment sectors under the brand name "EMDI Institute of Media & Communication" (EMDI) - a leader in Event Management, Advertising, PR and Journalism. This year EMDI enters its 17th year of pioneering training. The Company is currently offering courses of EMDI at Mumbai, Delhi, Bengaluru and Dubai. EMDI – Dubai courses are accredited by EDEXCEL ASSURED CENTRE, UK's largest vocational accreditation board and EMDI Dubai is probably the only Institute offering industry relevant specialised courses in Dubai.

The Company also offers industry relevant Post Graduate Diploma in Global Sports Management courses under the brand "IRONWOOD SPORTS MANAGEMENT GLOBAL ACADEMY" (ISMGA). ISMGA is perhaps India's only Academy to offer a Global offering in Sports Management across India and Dubai. ISMGA aims to train candidates with the right talent that can help grow sports businesses. With a panel of experienced faculty and a rich exposure to the global sports industry through an internship abroad, ISMGA provides tailor-made courses to suit the requirements of the industry. ISMGA offers job oriented course for candidates interested in sports management.

The Company offers specialized course in Wedding Planning with an in-depth knowledge in the fields of creativity, customs & rituals, floral and stage design, venue and catering, besides other aspects such as entertainment, technology and international best practices.

The Company formed an Advisory Board with Industry stalwarts like: Mr. Ashok Advani founder publisher of the Business India Group of Publications, Mr. Ravi Shastri cricket legend and Team India Cricket Coach, Mr. Brian Tellis founder of Fountainhead Promotions & Events and Mr. Nagesh Alai, Former Group Chairman of FCB Ulka Group as member of Advisory Board.

Directors and Key Managerial Personnel

In accordance with the provisions of the Companies Act, 2013 (the Act) and Articles of Association of the Company, Ms. Bela Desai will retire by rotation as Director at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment. Brief profile of Ms. Bela Desai is annexed to the Notice of Annual General Meeting as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, the following Non-Executive Directors are Independent Directors in terms of Section 149(6) of the Companies Act, 2013 and the requirements of Listing Regulations:

1. Mr. Abbas Patel
2. Dr. Anil Naik

The Independent Directors of the Company has given declaration of independence as provided under Section 149(7) of the Companies Act, 2013 confirming that they meet the criteria of independence under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

During the year, Mr. Samkeet Patel has resigned as a Chief Financial Officer of the Company and in his place, the Board appointed Ms. Dhara Shah as a Chief Financial Officer of the Company. Mr. Nowshir Engineer has resigned as a Director of the Company with effect from 31st October, 2017. The Board places on record its appreciation for the valuable contribution made by him during his tenure as a Director of the Company. Ms. Preeta D'Souza has appointed as a Chief Executive Officer of the Company w.e.f. 14th December, 2017 by Board of Directors.

Details of Remuneration to Directors

Disclosures with respect to the remuneration of Directors and employees as required under Section 197 of the Companies Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended has been appended as **ANNEXURE A** to this Report.

Particulars of Employees

There were no such employees of the Company for which the information required to be disclosed pursuant to Section 197 of the Companies Act read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended.

Number of Meetings of the Board

During the financial year ended on 31st March, 2018 the Board of Directors of your Company have met 6 (Six) times viz. 15th May, 2017; 17th August, 2017; 13th September, 2017; 14th December, 2017; 15th January, 2018 and 12th February, 2018. For further details, please refer Report on Corporate Governance of this Annual Report.

Directors' Responsibility Statement

In terms of Section 134(5) of the Companies Act, 2013 in relation to financial statements for the year ended 31st March, 2018, the Board of Directors to the best of their knowledge and ability, confirm/state that:

- a) in the preparation of the annual accounts for the year ended March 31, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departure;
- b) the Directors have 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 as at March 31, 2018 and of the loss of the Company for the year ended on that date;

- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a 'going concern' basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively;
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Details of Committees of the Board

Composition of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, number of meetings held of each Committee during the financial year 2017-18 and meetings attended by each member of the Committee as required under the Companies Act, 2013 and SEBI LODR are provided in Corporate Governance Report forming part of this report.

The Recommendation by the Audit Committee as and when made to the Board has been accepted by it.

Material Changes and Commitment affecting the Financial Position of the Company

There have been no material changes and commitments affecting the financial position of the Company which have occurred between 31st March, 2018 and the date of this report other than those disclosed in this report.

Significant and Material Orders passed by the Regulators or Courts or Tribunals

There are no significant material orders passed by the Regulators or Courts or Tribunal which would impact the going concern status of your Company and its future operations.

Maintenance of Cost Records

The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act.

Subsidiary Companies and Joint Ventures

Your Company has one subsidiary company viz., EMDI (Overseas) FZ LLC, a wholly owned subsidiary. The Company is also one of the partners in EMDI Wedding Academy LLP (50% share).

There are no associate companies within the meaning of Section 2(6) of the Companies Act, 2013. Further there has been no material change in the nature of business of the subsidiaries.

The gross revenue of subsidiary for the financial year ended March 2018 stood at AED 25,56,780/- (Previous Year: AED 2,389,111). During the year, the Subsidiary Company's Profit stood at AED 54,342/- (Previous year loss: AED 146,666).

The gross revenue of joint venture partnership for the financial year ended March 2018 stood at ₹ 10.45 lakhs as against ₹ 21.86 lakhs in the previous year. The loss before tax for the financial year ended March 2018 was ₹ (0.05) lakhs as against profit of ₹ 0.18 lakhs in the previous year.

Consolidated Financial Statements

Pursuant to provisions of Section 129(3) of the Act, a statement containing salient features of the financial statements of subsidiary company and joint venture partnership for the year ended 31st March, 2018 in Form AOC – 1 is attached to the financial statements of the Company. As required under the Companies Act, 2013 and the Listing Regulations, the Company has prepared the Consolidated Financial Statements of the Company along

with its subsidiary and joint venture partnership as per Accounting Standard which form part of the Annual Report and Accounts.

The Annual Accounts of the subsidiary company and joint venture partnership along with related detailed information will be made available to the shareholders of the Company seeking such information. The Annual Accounts of the subsidiary company and joint venture partnership are also kept for inspection by any members at the Registered Office of the Company on all working days except Saturdays, during business hours upto the date of the meeting.

Whistle Blower Policy/Vigil Mechanism

Your Company has framed Whistle Blower Policy to deal with instances of fraud and mismanagement, if any in compliance with the provisions of Section 177(10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations. The details of the policy are given in Corporate Governance Report and policy is available on the Company's website www.greycellsltd.com.

Business Risk Management

Your Company has approved Risk Management Policy wherein all material risks faced by the Company are identified and assessed. For each of the risks identified, corresponding controls are assessed and policies and procedure are put in place for monitoring, mitigating and reporting risk on a periodic basis.

Nomination and Remuneration Policy

As required under Section 178 of the Companies Act, 2013 the Board of Directors has approved the Nomination and Remuneration Policy, which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for determining qualifications, positive attributes, independence of Directors and other matters provided under sub-section (3) of Section 178 of the Companies Act, 2013. Gist of this policy are given in **Annexure - B** to this report. The detailed policy is available on the Company's website www.greycellsltd.com

Disclosure under the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has constituted the Internal Complaint Committee to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The policy is available on the Company's website www.greycellsltd.com.

The following is summary of sexual harassment complaints received and disposed off during the calendar year:

No. of complaints received	Nil
No. of complaints disposed off	Nil

Extract of Annual Report

The details forming part of the Extract of Annual Return in Form MGT – 9 as required under Section 92 of the Companies Act, 2013 is included in this report as **Annexure - C** and form integral part of this Report.

Auditors and Auditors' Report

Statutory Auditors

Pursuant to the provisions of Section 139 of the Act and the rules made thereunder, M/s. A. T. Jain & Co., Chartered Accountants, were appointed as statutory auditors of the Company from the conclusion of the Annual General Meeting (AGM) of the Company held on 29th September, 2017 till the conclusion of the AGM to be held in the year 2022.

The notes on accounts referred to in the Auditors' Report are self-explanatory and do not require further clarifications by the Board.

Secretarial Auditor

The Board has appointed M/s. A. K. Jain & Co., Company Secretaries, to conduct Secretarial Audit for the financial year 2017-18. The Secretarial Audit Report for the financial year ended March 31, 2018 is annexed herewith marked as **Annexure - D** to this Report.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remarks or disclaimer. However the observation mentioned in the Secretarial Audit Report is self explanatory.

Instances of fraud, if any reported by the Auditors

There have been no instances of fraud reported by the Statutory Auditors or Secretarial Auditors under Section 143(12) of the Companies Act, 2013.

Adequacy of Internal Financial Control with reference to the financial statements

The Company has an Internal Financial Control System commensurate with the size, scale and complexity of its operations. Your Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating action on continuing basis. The Internal Financial Control System has been routinely tested and certified by Statutory as well as Internal Auditors. Significant Audit observations and follow up actions thereon are reported to the Audit Committee.

Compliance with Secretarial Standards

The Company complies with Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

Deposit from Public

The Company has not accepted any deposits from public within the purview of Chapter V of the Companies Act, 2013 and rules made thereunder. During the year under review and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

Corporate Social Responsibility

In terms of Section 135 of the Companies Act, 2013, provisions of Corporate Social Responsibility are not applicable to the Company.

Particulars of Loans, Guarantees or Investments by Company

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to Financial Statements forms part of this report.

Related Party Transactions

All Related Party Transactions entered during the year were in ordinary course of the business and on arm's length basis. No material related party transactions, i.e. transactions exceeding ten percent of the annual consolidated turnover as per the last audited financial statements, were entered during the year by your Company. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable.

All related party transactions are placed before the Audit Committee and also before the Board for approval on quarterly basis. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseen and repetitive nature.

The details of the related party transactions as required under Indian Accounting Standard (IND AS) 24 are set out in Note No. 31 to the standalone financial statements forming part of this Annual Report.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations the Board of Directors of the Company has carried out annual evaluation of its own performance, its Committees and individual directors, the Board as a whole and that of Chairman after taking into consideration of the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking in to account the views of Executive Director and Non-executive Directors, performance evaluation of Independent Directors being evaluated.

Particulars of conservation of energy, technology absorption and foreign exchange earnings and outgo

a) Conservation of Energy

The Company is not involved in any manufacturing activity and hence has low energy consumption levels. Nevertheless, the Company makes all efforts to conserve and optimize the use of energy by using energy – efficient infrastructure, computers and equipments with latest technologies.

b) Technology Absorption and Research and Development

The Company's research and development focus is on developing new frameworks, processes and methodologies to improve the speed and quality of service delivery.

c) Foreign Exchange Earnings and Outgo

The earnings and expenditure in foreign exchange were as under:

Earning	₹ 0.53 lakhs
Expenditure	₹ 2.95 lakhs

Corporate Governance Report and Management's Discussion and Analysis Report

A separate section on Corporate Governance along with the Management Discussion & Analysis and certificate from the company secretary in whole time practice regarding compliance of conditions of Corporate Governance stipulated as per Part B and C of Schedule V of the Listing Regulations is annexed to and forms part of the Director's Report.

Pursuant to the provisions of the Listing Regulations, your Company has taken adequate steps to ensure that all mandatory provisions of Corporate Governance as prescribed under the Listing Regulations are complied with.

Acknowledgements

Your Directors wish to thank all Employees, Bankers, Investors, Business Associates, Advisors etc. for their continued support during the year.

By order of the Board of Directors of
Greycells Education Limited

Place : Mumbai
Date : 13th August, 2018

Abbas Patel
Chairman

Annexure – A

Details of Remuneration of Director

Details Pertaining to Remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amended Rules, 2016

- i) The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary during the financial year 2017-18, ratio of remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 and are as under :

Sr. No.	Name of Director / KMP and Designation	% increase in Remuneration in the Financial Year 2017-18	Ratio of remuneration of each Director / to median remuneration of employees
1.	Nowshir Engineer, Managing Director @	N.A.	N.A.
2.	Samkeet Patel, Chief Financial Officer \$	N.A.	N.A.
3.	Preeta D'Souza, Chief Executive Officer #	N.A.	N.A.
4.	Dharmesh Parekh, Company Secretary	12.32%	N.A.
5.	Dhara Shah, Chief Financial Officer *	N.A.	N.A.

@ Mr. Nowshir Engineer ceases as a Managing Director from the closure of business hours on June 30, 2017

\$Mr. Samkeet Patel resigned as a Chief Financial Officer w.e.f. July 24, 2017

#Ms. Preeta D'Souza appointed as a Chief Executive Officer w.e.f. December 14, 2017

*Ms. Dhara Shah appointed as a Chief Financial Officer w.e.f. December 14, 2017

Notes :

1. Mr. Nowshir Engineer, Managing Director of the Company has received remuneration from EMDI (Overseas) FZ LLC, wholly owned subsidiary of the Company.
 2. None of the Non-Executive Directors has received any remuneration other than sitting fees during the financial year 2017-18.
- ii) There were 10 permanent employees on the rolls of the Company during the financial year.
- iii) Average percentage increase made in the salaries of the employees other than the managerial personnel (Managing Director, CEO and Whole-time Director) in the FY 2017-18 is 12.01%.

It is hereby affirmed that the remuneration paid during the year ended 31st March, 2018 is as per the Nomination & Remuneration Policy of the Company.

Annexure – B**Gist of Nomination and Remuneration Policy****1. Policy for appointment and removal of Director, KMP and Senior Management****(A) Appointment criteria and qualifications**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient/satisfactory for the concerned position.
- c) The Committee shall devise a policy on Board diversity after reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board which will facilitate the Committee to recommend on any proposed changes to the Board to complement the Company's corporate strategy.

(B) Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

(C) Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

(D) Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management at regular interval (yearly).

2. Policy relating to the remuneration for the Whole-time Director, KMP and Senior Management Personnel**(A) General:**

- a) The remuneration/compensation/commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage/ slabs/conditions laid down in the provisions of the Act.
- c) Term/Tenure of the Directors shall be as per company's policy and subject to the provisions of the Act.

- d) Where any insurance is taken by the Company on behalf of its Managerial Person, KMP and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

(B) Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:**a) Fixed pay:**

The Whole-time Director, KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board. The breakup of the pay scale and quantum of perquisites shall be decided and approved by the Board/the Person authorized by the Board and approved by the shareholders and Central Government, wherever required.

b) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

c) Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

(C) Remuneration to Non- Executive / Independent Director:**a) Remuneration / Commission:**

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Act.

b) Sitting Fees:

The Non-Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall be decided by the Board and subject to the limit as provided in the Act.

c) Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

Annexure - C

Form No. MGT – 9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2018

[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	L65910MH1983PLC030838
ii)	Registration Date	14/09/1983
iii)	Name of the Company	Greycells Education Limited
iv)	Category / Sub – Category of the Company	Company limited by shares / Indian Non- Government Company
v)	Address of the Registered office and contact details	Forum Building, 1 st Floor, 11/12, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013 Tel : 022-61479918
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Private Limited 1 st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400059 Tel : 022 62638200 Fax : 022 62638299

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:-

Sl. No.	Name and Description of main services	NIC Code of the service	% to total turnover of the company
1.	Education	85499	87.51

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SI No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	EMDI (Overseas) FZ LLC Block 13, 1 st Floor, Office F15, Dubai Knowledge Village, Dubai, UAE, PO Box 500499	N.A.	Wholly Owned Subsidiary	100%	2(87)
2	EMDI Wedding Academy LLP Forum Building, 1 st Floor, 11/12, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013	AAB-7212	Joint Venture Partner	50%	-

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**i) Category – wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year (As on 1st April, 2017)				No. of Shares held at the end of the year (As on 31st March, 2018)				% Change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	1085750	0	1085750	13.73	1085750	0	1085750	13.73	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp	2858841	0	2858841	36.15	2858841	0	2858841	36.15	0
e) Banks/FI	0	0	0	0	0	0	0	0	0
f) Any other..	0	0	0	0	0	0	0	0	0
Sub – total (A)(1):	3944591	0	3944591	49.88	3944591	0	3944591	49.88	0
(2) Foreign									
a) NRIs- Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other..	0	0	0	0	0	0	0	0	0
Sub –total (A)(2):	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A) = (A) (1) + (A)(2)	3944591	0	3944591	49.88	3944591	0	3944591	49.88	0

B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	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	0
g) FIs/FPIs	399318	0	399318	5.05	557743	0	557743	7.05	2.00
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub – total (B)(1):	399318	0	399318	5.05	557743	0	557743	7.05	2.00
2. Non – Institutions									
a) Bodies Corp.									
i) Indian	1085347	8100	1093447	13.83	1008472	8100	1016572	12.86	(0.97)
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	448891	8609	457500	5.79	447393	8609	456002	5.77	(0.02)
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	602884	0	602884	7.62	776716	0	776716	9.82	2.20
c) Others (NBFC registered with RBI)	81	0	81	0.00	81	0	81	0.00	0.00
Clearing Member	13450	0	13450	0.17	14949	0	14949	0.19	0.02
Non Resident Indians (NRI)	1396444	0	1396444	17.66	1141061	0	1141061	14.43	(3.23)
Sub – total (B)(2):-	3547097	16709	3563806	45.07	3388672	16709	3405381	43.06	(2.01)
Total Public Shareholding(B)=(B)(1)+(B)(2)	3946415	16709	3963124	50.12	3946415	16709	3963124	50.12	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	7891006	16709	7907715	100	7891006	16709	7907715	100	0

ii) Shareholding of Promoters

SI No	Shareholder's Name	Shareholding at the beginning of the year (As on 1 st April, 2017)			Shareholding at the end of the year (As on 31 st March, 2018)			% Change in shareholding during 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	
1	Krisma Investments Private Limited	2613341	33.05	0	2613341	33.05	0	0
2	Bela Desai	884100	11.18	0	884100	11.18	0	0
3	Sanjiv K Chainani	41650	0.53	0	41650	0.53	0	0
4	Malka Sanjiv Chainani	160000	2.02	0	160000	2.02	0	0
5	Value Line Advisors Private Limited	215500	2.73	0	215500	2.73	0	0
6	Systematik Finvest Pvt Ltd	30000	0.38	0	30000	0.38	0	0
	Total	3944591	49.88	0	3944591	49.88	0	0

iii) Change in Promoters' shareholding

SI No.	Name of Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
No Changes in Promoter's shareholding during the year					

iv) *Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)*

SI No.	Name of Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Koppara Sajeeve Thomas				
	As on 1 st April, 2017	784390	9.92	784390	9.92
	No Movement During the year	-	-	-	-
	As on 31 st March, 2018	784390	9.92		
2	LTS Investment Fund Limited				
	As on 1 st April, 2017	138839	1.76	138839	1.76
	Market Purchase on 05.05.2017	97425	1.23	236264	2.99
	Market Purchase on 26.05.2017	61000	0.77	297264	3.76
	As on 31 st March, 2018	297264	3.76		
3	Nowshir Rusi Engineer*				
	As on 1 st April, 2017	256192	3.24	256192	3.24
	Market Sale on 28.04.2017	-100000	-1.26	156192	1.98
	Market Sale on 19.05.2017	-100000	-1.26	56192	0.71
	Market Sale on 26.05.2017	-56192	-0.71	0	0.00
	As on 31 st March, 2018	0	0.00		
4	Indu P Jain**				
	As on 1 st April, 2017	0	0.00	0	0.00
	Market Purchase on 01.12.2017	242550	3.07	242550	3.07
	As on 31 st March, 2018	242550	3.07		
5	Popatlal Tolchandji Jain*				
	As on 1 st April, 2017	242550	3.07	242550	3.07
	Market Sale on 01.12.2017	-242550	-3.07	0	0.00
	As on 31 st March, 2018	0	0.00		
6	Primesec Investments Limited**				
	As on 1 st April, 2017	38500	0.49	38500	0.49
	Market Purchase on 15.12.2017	192101	2.43	230601	2.92
	As on 31 st March, 2018	230601	2.92		
7	Keynote Fincorp Limited				
	As on 1 st April, 2017	199446	2.52	199446	2.52
	Market Sale on 28.04.2017	-1	-0.00	199445	2.52
	As on 31 st March, 2018	199445	2.52		
8	Religare Finvest Ltd*				
	As on 1 st April, 2017	197162	2.49	197162	2.49
	Market Sale on 29.09.2017	-102	-0.00	197060	2.49
	Market Sale on 06.10.2017	-2165	-0.03	194895	2.46
	Market Sale on 27.10.2017	-194795	-2.46	0	0.00
	As on 31 st March, 2018	0	0.00		
9	Prime Broking Company India Ltd*				
	As on 1 st April, 2017	192491	2.43	192491	2.43
	Market Sale on 15.12.2017	-192101	-2.43	390	0.00
	As on 31 st March, 2018	390	0.00		
10	India Max Investment Fund Ltd				
	As on 1 st April, 2017	160679	2.03	160679	2.03
	No Movement During the year	-	-	-	-
	As on 31 st March, 2018	160679	2.03		
11	Judith Investment Private Limited				
	As on 1 st April, 2017	137000	1.73	137000	1.73
	No Movement During the year	-	-	-	-
	As on 31 st March, 2018	137000	1.73		

12	Varnium India Opportunity Ltd				
	As on 1 st April, 2017	99800	1.26	99800	1.26
	No Movement During the year	-	-	-	-
	As on 31 st March, 2018	99800	1.26		
13	Chetan Rasiklal Shah**				
	As on 1 st April, 2017	0	0.00	0	0.00
	Market Purchase on 27.10.2017	76000	0.96	76000	0.96
	Market Purchase on 03.11.2017	5000	0.80	81000	1.02
	Market Purchase on 10.11.2017	500	0.01	81500	1.03
	As on 31 st March, 2018	81500	1.03		
14	Prime Securities Limited				
	As on 1 st April, 2017	79000	1.00	79000	1.00
	No Movement During the year	-	-	-	-
	As on 31 st March, 2018	79000	1.00		

Notes :

- *Ceased to be in the list of Top 10 shareholders as on 31-03-2018. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01-04-2017.
- **Not in the list of Top 10 shareholders as on 01-04-2017. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31-03-2018.

v) **Shareholding of Directors and Key Managerial Personnel:**

SI No.	Name of Directors & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Bela Desai - Non – Executive Director				
	As on 1 st April, 2017	884100	11.18	884100	11.18
	No movement during the year	-	-	-	-
	As on 31 st March, 2018	884100	11.18		
2.	Abbas Patel - Independent, Non – Executive Director				
	As on 1 st April, 2017	40000	0.51	40000	0.51
	No movement during the year	-	-	-	-
	As on 31 st March, 2018	40000	0.51		
3.	Anil Naik - Independent, Non – Executive Director				
	As on 1 st April, 2017	0	0	0	0
	No movement during the year	-	-	-	-
	As on 31 st March, 2018	0	0		
4.	Nowshir Rusi Engineer - Director @				
	As on 1 st April, 2017	256192	3.24	256192	3.24
	Market Sale on 28.04.2017	-100000	-1.26	156192	1.98
	Market Sale on 19.05.2017	-100000	-1.26	56192	0.71
	Market Sale on 26.05.2017	-56192	-0.71	0	0.00
	As on 31 st March, 2018	0	0.00		
5.	Dharmesh Parekh - Company Secretary				
	As on 1 st April, 2017	0	0	0	0
	No movement during the year	-	-	-	-
	As on 31 st March, 2018	0	0		
6.	Samkeet Patel - Chief Financial Officer \$				
	As on 1 st April, 2017	0	0	0	0
	No movement during the year	-	-	-	-
	As on 31 st March, 2018	0	0		
7.	Preeta D'Souza - Chief Executive Officer #				
	As on 1 st April, 2017	0	0	0	0
	No movement during the year	-	-	-	-
	As on 31 st March, 2018	0	0		

8. Dhara Shah - Chief Financial Officer *				
As on 1 st April, 2017	0	0	0	0
No movement during the year	-	-	-	-
As on 31 st March, 2018	0	0		

@Mr. Nowshir Engineer has resigned as a Director w.e.f. 31st October, 2017

\$Mr. Samkeet Patel resigned as a Chief Financial Officer w.e.f. July 24, 2017

#Ms. Preeta D'Souza appointed as a Chief Executive Officer w.e.f. December 14, 2017

*Ms. Dhara Shah appointed as a Chief Financial Officer w.e.f. December 14, 2017

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year				
• Addition	0	0	0	0
• Reduction	0	0	0	0
Net change	0	0	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Nowshir Engineer - Managing Director	
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) of Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission		
	- As % of profit	-	-
	- Others, specify	-	-
5.	Others, please specify	-	-
	Total (A)	-	-
	Ceiling as per the Act (@ 10% of profits calculated under Section 198 of the Companies Act, 2013)	-	-

B. Remuneration to other directors :

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Bela Desai	Anil Naik	Abbas Patel	
1.	Independent Directors				
	• Fee for attending board / committee meetings	-	6,000	9,000	15,000
	• Commission	-	-	-	-
	• Others - Conveyance	-	1,000	1,000	2,000
	Total (1)	-	7,000	10,000	17,000
2.	Other Non-Executive Directors				
	• Fee for attending board / committee meetings	9,000	-	-	9,000
	• Commission	-	-	-	-
	• Others, please specify	-	-	-	-
	Total (2)	9,000	-	-	9,000
	Total (B) = (1+2)	9,000	7,000	10,000	24,000
	Total Managerial Remuneration	-	-	-	25,91,353
	Ceiling as per the Act (@ 1% of profits calculated under Section 198 of the Companies Act, 2013)	-	-	-	-

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		Dharmesh Parekh (CS)	Samkeet Patel\$ (CFO)	Preeta D'Souza# (CEO)	Dhara Shah* (CFO)
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	14,65,850	1,71,956	5,39,350	1,92,500
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission				
	- As % of profit	-	-	-	-
	- Others, specify	-	-	-	-
5.	Others – Reimbursement of Expenses	15,000	-	1,82,697	-
	Total	14,80,850	1,71,956	7,22,047	1,92,500

\$Samkeet Patel resigned as a Chief Financial Officer w.e.f. July 24, 2017

#Ms. Preeta D'Souza appointed as a Chief Executive Officer w.e.f. December 14, 2017

*Ms. Dhara Shah appointed as a Chief Financial Officer w.e.f. December 14, 2017

D. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD/NCLT /COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
A. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Annexure – D

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the financial year ended on 31st March, 2018

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

To

The Members

Greycells Education LimitedForum Bldg, 1st Floor, 11/12

Raghuvanshi Mills Compound

Senapati Bapat Marg, Lower Parel (West)

Mumbai – 400013

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Greycells Education Limited** (CIN: L65910MH1983PLC030838) (hereinafter called "the Company"). 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 our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not Applicable to the Company during the Audit Period**);
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not Applicable to the Company during the Audit Period**);

- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not Applicable to the Company during the Audit Period**);
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (**Not Applicable to the Company during the financial year under review**);
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not Applicable to the Company during the Audit Period**);
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not Applicable to the Company during the Audit Period**); and
 - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (vi) The management has confirmed that there is/ are no sector specific laws applicable to the Company during the Audit Period.

We have also examined compliance with the applicable Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. subject to observation **that the Company does not have optimum combination of the Executive and Non-Executive Directors as per Regulation 17(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors except the above observations. There was change in the composition of the Board of Directors of the Company during the period under the review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the meetings of the Board of Directors were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.

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

We further report that during the audit period, there were no specific events/actions having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

**For A. K. Jain & Co.
Company Secretaries**

**Ashish Kumar Jain
Proprietor**

**Place: Mumbai
Date: 13th August, 2018**

FCS: 6058 CP: 6124

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

ANNEXURE "A"

To

The Members

Greycells Education Limited

Forum Bldg, 1st Floor, 11/12

Raghuvanshi Mills Compound,

Senapati Bapat Marg, Lower Parel (West)

Mumbai – 400013

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For A. K. Jain & Co.
Company Secretaries**

**Ashish Kumar Jain
Proprietor
FCS: 6058 CP: 6124**

Place: Mumbai

Date: 13th August, 2018

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

A brief statement on Company's Philosophy on Code of Governance

Your Company's philosophy on Corporate Governance is aimed at optimizing the balance between stakeholders' interest and corporate goals through the efficient conduct of its business and meeting their obligation in a manner that is guided by trusteeship, transparency, accountability and integrity. It provides the fundamental systems, processes and principles that promote objective decision making, performance based management and a corporate culture that is characterized integrity and fairness in all dealings.

Your Company practices the highest standards of corporate behavior towards its stakeholders, people and our business partners and society at large. Greycells endeavors its best to constantly comply with these aspects in letter and spirit, in addition to the statutory compliances as required under SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (SEBI LODR Regulations).

COMPLIANCE WITH SEBI CODE OF CORPORATE GOVERNANCE

1. Board of Directors

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company and its subsidiaries. Six meetings of the Board of Directors were held during the year ended March 31, 2018 on 15.05.2017, 17.08.2017, 13.09.2017, 14.12.2017, 15.01.2018 and 12.02.2018 respectively. The interval between two meetings was well within the maximum period mentioned under Section 173 of the Companies Act, 2013 and Regulation 17(2) of the SEBI LODR Regulations.

Attendance of Directors at the Board Meetings & Annual General Meeting are as under:

Sr. No.	Names of Director	Number of Meetings held whilst a Board Member	Number of Board meetings attended	Whether attended last AGM held on 29.09.2017
1	Bela Desai	6	6	Yes
2	Abbas Patel	6	6	Yes
3	Anil Naik	6	4	Yes
4	Nowshir Engineer@	3	1	No

@Mr. Nowshir Engineer has resigned as a Director w.e.f. 31st October, 2017

The Directors of the Company possess highest personal and professional ethics, integrity and values, and are committed to representing the long term interest of the stakeholders. As on 31st March, 2018, the Company's Board comprises 3 (Three) Directors with considerable experience in their respective fields and all Directors are Non-Executive Directors including one woman director and two Independent Directors. The Chairman of the Board is an Independent Non-Executive Director. The Board has appointed Chief Executive Officer and Chief Financial Officer in its Board Meeting held on 14th December, 2017. The Board is in a process of identifying and appointing a suitable person for the post of Whole-time Director / Executive Director in term of Regulation 17(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Details of Composition, Category of Directors, their other Directorships, Committee memberships:

Composition and Category of Directors						
Sr. No	Name	Designation	Category	Directorship in other companies (excluding the Company)	Board Committees on which member (including the Company)	Board Committees on which chairperson (including the Company)
1	Abbas Patel	Chairman & Director	Independent, Non-Executive Director	1	1	2
2	Bela Desai	Director	Promoter, Non-Executive Director	1	2	1
3	Anil Naik	Director	Independent, Non-Executive Director	5	6	2
4	Nowshir Engineer@	Managing Director	Non-independent, Executive Director	1	1	-

@Mr. Nowshir Engineer has resigned as a Director w.e.f. 31st October, 2017

No Director is related to any other Director on the Board in terms of the definition of relative given under the Companies Act, 2013.

A brief profile of the Director offering herself for re-appointment at the Annual General Meeting is provided in the annexure annexed to the notice convening the Annual General Meeting for the year 2018.

None of the Directors is a member of more than ten (10) Board-level committees or Chairman of more than five (5) such committees as required under Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further none of the Non-Executive and Independent Directors are Independent Director in more than seven listed entities as required under Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Information placed before the Board

The Company provides the information as set out in Regulation 17(7) read with Part A of Schedule II of SEBI LODR Regulations to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the meeting.

Independent Directors Meeting

Pursuant to the provisions of the Companies Act, 2013 and Regulation 25 of the SEBI LODR Regulations, the Board has carried out the annual performance evaluation of its own performance. During the year under review, the Independent Directors met on May 30, 2018, inter alia:

- to review the performance of Non Independent Directors and the Board of Directors as a whole;
- to review the performance of the Chairperson of the Board, taking into account the views of the Executive and Non-Executive Directors;
- access the quality, quantity and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties;

The Directors expressed their satisfaction with the evaluation process.

Familiarization programme for Independent Directors

The Company has familiarized its Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. Further, on an ongoing basis as a part of Agenda of Board/Committee Meetings, presentations are regularly made to the Independent Directors on various matters inter-alia covering the company's and its subsidiaries/joint venture businesses and operations, industry and regulatory updates, strategy, finance, risk management framework, roles, rights, responsibilities of the Independent Directors under various and other relevant matters. The details of familiarization programme and terms and conditions for appointment of Independent Directors are available on website of the Company www.greycellsltd.com

Details of Shareholdings held by Non-Executive Directors are as follows:

Name of Director	Equity Shares held
Abbas Patel	40,000
Bela Desai	8,84,100
Anil Naik	Nil

2. Audit Committee

The Company has a qualified and independent Audit Committee with all its members being Non-Executive Directors, to oversee the accounting and financial governance of the Company. The Committee acts as a link between the management, statutory auditors and the Board of Directors. The Audit Committee met 5 (five) times during the year 2017-2018 on 15.05.2017, 17.08.2017, 13.09.2017, 14.12.2017 and 12.02.2018 respectively. Details of Committee meetings held during the year ended 31st March, 2018 and attendance of members are as under:

Sr. No.	Name	Designation	Category	Number of meetings	
				Held	Attended
1	Abbas Patel	Chairman & Member	Independent, Non-Executive Director	5	5
2	Bela Desai	Member	Promoter, Non-Executive Director	5	3
3	Anil Naik	Member	Independent, Non-Executive Director	5	5

Mr. Dharmesh Parekh is a Secretary of the Audit Committee.

The role and terms of reference of the Audit Committee covers the areas mentioned in Part C of Schedule II read with Regulation 18 of the SEBI LODR Regulations and Section 177 of the Companies Act, 2013 as amended from time to time, which inter alia includes:

- the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- review and monitor the auditor's independence and performance, and effectiveness of audit process;
- examination of the financial statement and the auditors' report thereon;
- approval or any subsequent modification of transactions of the company with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the company, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- monitoring the end use of funds raised through public offers and related matters.

3. Nomination and Remuneration Committee

The Company has constituted Nomination and Remuneration Committee at the Board level with the powers and roles that are in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI LODR Regulations. During the year under review, the Committee met one time on 14.12.2017. Details of attendance by the Committee members are as under:

Sr. No.	Name	Designation	Category	Number of meetings	
				Held	Attended
1	Abbas Patel	Chairman & Member	Independent, Non-Executive Director	1	1
2	Bela Desai	Member	Promoter, Non-Executive Director	1	-
3	Anil Naik	Member	Independent, Non-Executive Director	1	1

The terms of reference of the Committee:

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

Performance Evaluation of Independent Directors

The Performance Evaluation of Independent Directors was done by the entire Board of Directors excluding the director being evaluated. The evaluation questionnaire form in respect of each independent director was filled up by the directors. The independent directors were evaluated on the basis of criteria such as skills, knowledge, discharge of duties, level of participation in the meetings etc.

Nomination & Remuneration Policy

The Company has a credible and transparent policy in determining and accounting for the remuneration of Directors. The remuneration policy is aimed at attracting and retaining high caliber talent. Executive Director is entitled for the remuneration by way of salary and commission not to exceed limits prescribed under the Companies Act, 2013 read with Schedule V of the said Act.

The Managing Director was appointed for a period of 3 years w.e.f. 1st July, 2014. The tenure of Mr. Nowshir Engineer as a Managing Director of the Company has expired on closure of business hours on June 30, 2017, however he has continued as a Director of the Company. Mr. Nowshir Engineer has resigned as a Director of the Company with effect from 31st October, 2017. The details of remuneration paid to Managing Director during the year ended 31st March, 2018, have been provided under Notes on Accounts.

Remuneration to Directors as given in Schedule V of Part C

Apart from drawing remuneration by the Whole Time Director, none of the Directors except Ms. Bela Desai, Proprietor in M/s. La Consultants which renders consultancy services to the Company, have any other materially significant related party transactions, pecuniary relationship or transaction with the Company

No compensation is paid to Non-Executive Directors except sitting fees.

4. Stakeholders Relationship Committee

In accordance with Section 178 of Companies Act, 2013 and Regulation 20 of the SEBI LODR Regulations, the Company has constituted Stakeholders Relationship Committee to consider transfer of shares and resolve the grievances of security holders of the company including complaints related to transfer of shares, non-receipt of dividends, interest, non-receipt of balance sheet etc.

During the year under review, the Committee met four times, details of attendance by the Committee members are as under:

Sr. No.	Name	Designation	Category	Number of meetings	
				Held	Attended
1	Bela Desai	Chairman & Member	Promoter, Non-Executive Director	4	4
2	Abbas Patel	Member	Independent, Non-Executive Director	4	4
3	Nowshir Engineer	Member	Non-Independent, Executive Director	2	1

@Mr. Nowshir Engineer has resigned as a Director w.e.f. 31st October, 2017

Mr. Dharmesh Parekh – Company Secretary is the Compliance Officer of the Company.

During the year ended March 31, 2018 the Company has not received any complaint from investors.

Status of Investor complaints received during the year under review is as follows:

Particulars	Pending as on 1st April, 2017	Received during the year	Disposed during the year	Pending as on 31st March, 2018
No. of Complaints	Nil	Nil	Nil	Nil

5. Risk Management Committee

Pursuant to Regulation 21(5) of the SEBI LODR Regulations, it is not mandatory for the Company to constitute Risk Management Committee. The Company has formulated and adopted Risk Management Policy to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. The Risk Management Policy is available on the website of the Company www.greycellsltd.com

6. Subsidiary Company

During the year under review, the Company has one unlisted subsidiary company namely EMDI (Overseas) FZ LLC, a wholly owned subsidiary company. The Audit Committee reviews the financial statement of the subsidiary company. The statements of all significant transactions of the unlisted subsidiary company are placed regularly before the Board of Directors for their review.

The Company is one of the partner in EMDI Wedding Academy LLP (50% share). The Audit Committee also reviews the financial statement of the LLP. The statements of all significant transactions of the LLP are placed regularly before the Board of Directors for their review. The policy on determining material subsidiaries is available on website of the Company www.greycellsltd.com

7. Loans and advances in the nature of loan to subsidiaries

Information pursuant to Part A of Schedule V of the SEBI LODR Regulations

(₹ in Lakhs)

Name of the Company	Balance as at 31 st March, 2018	Maximum Outstanding during the year
EMDI (Overseas) FZ LLC	4.43	4.40

8. Disclosures

The Board reviews the risk assessment and minimization procedure from time to time. The risk management issues are discussed in detail in the report of Management Discussion and Analysis.

The Management Discussion and Analysis Report is prepared in accordance with the requirements laid out in Schedule V of the SEBI LODR Regulations.

9. Electronic Service of Documents to Members at the Registered Email Address

As a responsible corporate citizen, your Company has been continuously supporting the "Green Initiatives" taken by the Ministry of Corporate Affairs, Government of India (MCA) and Securities and Exchange Board of India (SEBI).

Accordingly, in respect of members who have registered their email addresses, the Company have been dispatching all documents vide electronic form.

In accordance with Rule 18 of the Companies (Management and Administration) Rules, 2014 notified under the Companies Act, 2013, the Companies may give Notice of the General Meetings through electronic mode. Further, the said Rules provides that advance opportunity should be given at least once in a financial year to the members for registering their email address and changes therein, as may be applicable.

Further Rule 11 of the Companies (Accounts) Rules, 2014 notified under the Companies Act, 2013 provides that in case of listed companies, financial statements may be sent by electronic mode to such members whose shareholding is in dematerialized form and whose email Ids are registered with the Depository for communication purposes. As regards members whose shareholding is held in physical form, the financial statements may be sent in electronic mode to those members who have positively consented in writing for receiving by electronic mode.

In view of the above, the Company shall send all documents to members like General Meeting Notices (including AGM), Annual Reports comprising Audited Financial Statements, Directors' Report, Auditors' Report and any other future communication (hereinafter referred as "documents") in electronic form, in lieu of physical form, to all those members, whose email address is registered with Depository Participant (DP)/Registrars & Share Transfer Agents (RTA) (hereinafter "registered email address") and made available to us, which has been deemed to be the member's registered email address for serving the aforesaid documents.

To enable the servicing of documents electronically to the registered email address, we request the members to keep their email addresses validated/updated from time to time. We wish to reiterate that members holding shares in electronic form are requested to please inform any changes in their registered e-mail address to their DP from time to time and members holding shares in physical form have to write to our RTA, M/s Bigshare Services Private Limited at their specified address, so as to update their registered email address from time to time.

Please note that the Annual Report of the Company will also be available on the Company's website www.greycellsltd.com for viewing/downloading. However, in case you do desire to receive the Annual Report in physical form, you are requested to inform us by sending an email to companysecretary@greycellsltd.com indicating your decision. You will be entitled to receive a copy of the annual report at free of cost. Physical copies of the Annual Report will also be available at our Registered Office in Mumbai for inspection during office hours. Physical copies will be sent to those shareholders who do not have valid e-mail address.

10. Chief Executive Officer and CFO Certification

Certificate on Financial Statements from Ms. Preeta D'Souza, Chief Executive Officer and Ms. Dhara Shah, Chief Financial Officer of the Company in terms of Regulation 17(8) of the SEBI LODR Regulations was placed before the Board of Directors of the Company at their meeting held on 30th May, 2018.

11. Company Secretary's Certificate on Corporate Governance

Certificate from M/s. A. K. Jain & Co., Company Secretaries in terms of Part E of Schedule V of the SEBI LODR Regulations is attached and forms part of this report.

12. Other Disclosures

Materially significant related party transactions

All transactions entered with related parties for the year under review were on arm's length basis and in the ordinary course of business and that the provisions of Section 188 of the Companies Act, 2013 are not attracted. A comprehensive list of related party transactions as required by Indian Accounting Standard (Ind AS) 24 issued by the Institute of Chartered Accountants of India, forms part of Note no. 31 of Notes to Financial Statements in the Annual Report.

There were no materially significant related party transactions i.e. transactions of the Company of material nature, with its Promoters, Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large. There are no material pecuniary transactions with any Non-Executive as well as Independent Directors of the Company that requires a separate disclosure.

Pursuant to Regulation 23 of the SEBI LODR Regulations the Company has formulated policy on Materiality of Related Party Transactions and the same is available on website of the Company www.greycellsltd.com.

Details of Non-compliance

The Company has complied with the requirements of the SEBI LODR Regulations as well as the regulations/guidelines prescribed by the Securities and Exchange Board of India. There has been no instance of non-compliance by the Company or no penalties were imposed on the Company by the BSE Limited or SEBI or any other statutory authority on any matter related to capital market during the last three years.

Whistle Blower Policy/Vigil Mechanism

Your Company's Whistle Blower Policy is in line with the provisions of the sub-section 9 and 10 of Section 177 of the Companies Act and Regulation 22 of the SEBI LODR Regulations. The Company has adopted a Whistle Blower Policy to provide appropriate avenues to the employees to bring to the attention of the management any issue which is perceived to be in violation of illegal, unethical behavior or in conflict with the fundamental business principles of the Company. The employees are encouraged to raise any of their concerns by way of whistle blowing and none of the employees have been denied access to the Audit Committee. All cases registered under the Code of Business Principles and the Whistle Blower Policy of the Company, are reported to the members of Audit Committee for their review. The Whistle Blower Policy is available on the website of the Company www.greycellsltd.com

Disclosures with respect to Demat Suspense Account / Unclaimed Suspense Account

The Company does not have any shares lying in its Demat Suspense Account / Unclaimed Suspense Account.

All mandatory requirements as per Chapter IV of the Listing Regulations have been complied with by the Company.

13. General Body Meetings

Location and time of last three AGMs held

Year ended 31 st March	Date of AGM	Time of AGM	Venue
2017	September 29, 2017	3.00 P.M.	Forum Building, 1 st Floor, 11/12, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013
2016	September 30, 2016	4.00 P.M.	Forum Building, 1 st Floor, 11/12, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013
2015	September 30, 2015	9.30 A.M.	Forum Building, 1 st Floor, 11/12, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013

Special Resolution(s) passed in the last three Annual General Meetings:

- Approval of Related Party Transaction with M/s. Value Line Advisors Pvt Ltd - Annual General Meeting held on 30th September, 2015.
- Adoption of new set of Articles of Association of the Company - Annual General Meeting held on 29th September, 2017.

During the year under review, no special resolution(s) were passed by the Company's shareholders through postal ballot.

14. Means of communications

Quarterly/annual results are published in Free Press Journal & Nav Shakti. All vital information relating to the Company viz. financial results, annual reports, shareholding patterns, press releases, information on new developments and business opportunities are available on the Company's website www.greycellsltd.com and the copies of the same are also sent to BSE Ltd. Shareholders information forms part of the Annual Report.

GENERAL SHAREHOLDER INFORMATION

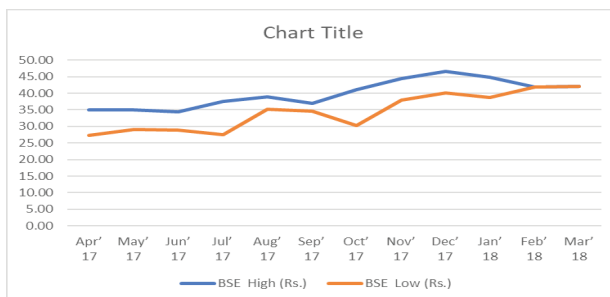
AGM: Date, Time and Venue	Friday, September 28 2018 at 3.00 p.m. at Forum Building, 1st Floor, 11/12, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai - 400013.
Financial Year 1 st April - 31 st March	
- Financial reporting for the quarter ending June 30, 2018	On or before August 14, 2018
- Financial reporting for the quarter ending September 30, 2018	On or before November 14, 2018
- Financial reporting for the quarter ending December 31, 2018	On or before February 14, 2019
- Financial reporting for the year ending March 31, 2019	On or before May 30, 2019
Date of Book Closure	24 th September, 2018 to 28 th September, 2018 (both days inclusive)
Dividend Payment Date	N.A.
Listing on Stock Exchanges and Address	BSE Limited PJ Towers, Dalal Street, Mumbai 400 001

Stock Code	Code – 508918
Listing Fees	The Listing fees paid to the BSE for the financial year 2018-19
Market price data	The Company's shares are non-frequently traded
Registrar and Share Transfer Agents	Bigshare Services Private Limited 1 st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400059 Tel : 022 62638200 Fax : 022 62638299 Email: investor@bigshareonline.com
Share Transfer System	Shares transfers in physical form are registered and returned within 15 days of lodgment, if documents are clear in all respects and demat request are normally confirmed within prescribed time from date of the receipt. During the year, the Company has not received any transfer of shares in physical form.
SEBI Complaints Redress System (SCORES)	The investors' complaints are also being processed through the centralized web base complaint redressal system. The salient features of SCORES are availability of centralized data base of the complaints, uploading online action taken reports by the Company. Through SCORES the investors can view online, the actions taken and current status of the complaints.
Dematerialization of shares and liquidity	The Company's equity shares have been admitted in electronic/dematerialized mode by both Central Depository Services (India) Limited and National Securities Depository Limited under the International Securities Identification Number (ISIN) INE791H01011. This number is required to be mentioned in each correspondence relating to the dematerialization of shares of the Company. As on 31st March, 2018, 78,91,006 equity shares representing 99.79% of the company's total number of shares have been dematerialized.
E-Voting facility to members	In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
Plant Locations	N.A.
Registered Office and Address for correspondence	GREYCELLS EDUCATION LTD. Forum Building, 1st Floor, 11/12, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013.

Stock Market Data

The Monthly High and Low quotation of equity shares traded on BSE are as under :

Month	BSE	
	High (₹)	Low (₹)
April' 17	35.00	27.35
May' 17	35.00	29.10
June' 17	34.30	28.95
July' 17	37.50	27.55
August' 17	39.00	35.20
September' 17	37.00	34.65
October' 17	41.00	30.30
November' 17	44.50	38.00
December' 17	46.70	40.10
January' 18	44.75	38.65
February' 18	41.80	41.80
March' 18	42.00	42.00



• **Distribution of Shareholding as on March 31, 2018**

Distribution – As on March 31, 2018				
Range	Shareholders		Shares	
	No. of Shares	Numbers	Numbers	% to Total
1 – 500	588	74.05	72,876	0.92
501 – 1000	47	5.92	39,149	0.49
1001 – 2000	42	5.29	66,444	0.84
2001 – 3000	17	2.14	44,407	0.56
3001 – 4000	11	1.39	39,543	0.50
4001 – 5000	10	1.26	46,288	0.59
5001 – 10000	25	3.15	1,95,811	2.48
10001 and above	99	6.80	74,03,197	93.62
Total	794	100.00	79,07,715	100.00

• **Shareholding Pattern as on March 31, 2017**

Category	No. of shares held	Percentage of shareholding
Promoter's holding		
- Indian Promoters	39,44,591	49.88%
- Foreign Promoters	--	--
Non-Promoters Holding		
Foreign Portfolio Investors	3,97,064	5.02%
Foreign Institutional Investors	1,60,679	2.03%
Bodies Corporate	10,16,572	12.86%
Indian Public	12,32,718	15.59%
NBFCs registered with RBI	81	0.00%
Clearing Member	14,949	0.19%
Non-Resident Indians	11,41,061	14.43%
Total	79,07,715	100.00%

The Company has complied with the corporate governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of the Regulation 46(2) of SEBI (Listing Obligations and Disclosure Requirements), 2015 except that ***the Company does not have optimum combination of the Executive and Non Executive Directors as per Regulation 17(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.***

The Board has appointed Chief Executive Officer and Chief Financial Officer in its Board Meeting held on 14th December, 2017.

The Board is in a process of identifying and appointing a suitable person for the post of Whole-time Director / Executive Director in term of *Regulation 17(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*

Discretionary Disclosures

The Company is in compliance with all mandatory requirements of Listing Regulations except those mentioned in the above point. In addition, the Company has also adopted the following non-mandatory requirements to the extent mentioned below:

- a. Shareholders' Rights: As the quarterly and half yearly financial results are published in the newspaper and are also posted on the Company's website, the same are not being separately to the shareholders.
- b. Audit Qualifications: The notes on accounts referred to in the Auditors' Report are self-explanatory and do not require further clarifications by the Board.
- c. Reporting of Internal Auditor: The Internal Auditors of the Company directly report to the Audit Committee.

Declaration

I, Preeta D'Souza, Chief Executive Officer of Greycells Education Limited hereby declare that all the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct, applicable to them as laid down by the Board of Directors in terms of Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended 31st March, 2018.

For Greycells Education Limited

Place: Mumbai
Date: May 30, 2018

Preeta D'Souza
Chief Executive Officer

Certificate of Compliance of Conditions on Corporate Governance

To
The Members of
Greycells Education Limited
Forum Building, 1st Floor,
11/12, Raghuvanshi Mills Compound,
Senapati Bapat Marg, Lower Parel (West),
Mumbai – 400013

We have examined the compliance of conditions of corporate governance by **Greycells Education Limited** ('the Company') for the year ended March 31, 2018, as prescribed in Regulations 17 to 27, 46 (2)(b) to (i) and para C, D and E of Schedule V of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR). We state that the compliance of conditions of Corporate Governance is the responsibility of the management, and our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us and the representation made by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Regulations 17 to 27, 46 (2)(b) to (i) and para C, D & E of Schedule V of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (LODR) ***except that the Company does not have optimum combination of the Executive and Non-Executive Directors as per Regulation 17(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.***

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and may not be suitable for any other purpose.

For A. K. Jain & Co.
Company Secretaries

Ashish Kumar Jain
Proprietor
FCS:6058 COP: 6124

Place: Mumbai
Date: 13th August, 2018

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Education Industry

India holds an important place in the global education industry. India has one of the largest networks of higher education institutions in the world with 850 universities (as of April 2018) and 42,026 colleges. However, there is still a lot of potential for further development in the education system. Moreover, the aim of the government to raise its current gross enrolment ratio to 30 per cent by 2020 will also boost the growth of the distance education in India.

The education sector in India is poised to witness major growth in the years to come as India will have world's largest tertiary-age population and second largest graduate talent pipeline globally by the end of 2020. The education sector in India is estimated at US\$ 91.7 billion in FY18 and is expected to reach US\$ 101.1 billion in FY19E. Higher education system in India has undergone rapid expansion. Currently, India's higher education system is the largest in the world enrolling over 70 million students while in less than two decades, India has managed to create additional capacity for over 40 million students. By 2025, the segment is expected to reach US\$ 35.03 billion.

The Education sector in India is presently at a point of inflection. There are rapid and defining changes occurring across the various educational segments, whether K-12, Higher Education, or Vocational Training. Demographic Advantage Over 50% of India's population is under the age of 25, leading to an increased demand for quality higher education and a skilled workforce.

The Central Government plans to disburse US\$ 1 billion to states for introducing skill development initiatives. In November 2016, Ministry of Skill Development and Entrepreneurship launched Pradhan Mantri YUVA Yojana, at a cost of US\$ 74.68 million for providing entrepreneurship education and training to students in the country. As of July 2018, there were 14,287 Industrial Training Institutes in the India. In October 2017, in order to boost the Skill India mission, two new schemes, SANKALP and STRIVE were launched with an outlay of Rs 6,655 crore (US\$ 1.02 billion). Revitalising Infrastructure and Systems in Education (RISE) by 2022 was announced in union budget 2018-19 with an outlay of Rs 1 lakh crore (US\$ 15.44 billion) for four years.

Education has emerged as one of the strongest service sector in the country. The key positive for the sector is the government's 12th Five Year Plan to increase the gross enrolment rate across levels, establish new entities, liberalise the sector (allowing FDI etc.) and take other measures including access enhancement. The Government of India has allowed 100 per cent Foreign Direct Investment (FDI) in the education sector through the automatic route since 2002. The sector has received cumulative FDI worth US\$ 1.70 billion up to March 2018. Indian education sector witnessed 18 merger and acquisition deals worth US\$ 49 million in 2017 Source: Report of India Brand Equity Fund.

India's higher education segment is the largest in the world, and is expected to increase to US\$ 37.8 billion by 2020. During the last couple of decades the young talent are increasing but they are not able to judge their future because of many opportunities in front of them. This is making them go wherever they feel like but not in a correct direction. The large part of the employable and willing population is likely to be engaged in skill-intensive areas. However, it will require a breakthrough-like involvement by the government, as well as the private sector, to ensure that these masses are adequately skilled to meet the requirements of the employing sectors.

The Indian education sector is at a crucial stage in its growth phase. The country's demographic advantage of a large young population coupled with low gross enrolment ratios (GERs) presents a huge opportunity to players in the education sector. Source: Report of PWC

In 2018, the Indian education industry must turn its focus to skills and competencies - the ability to do things well. There is an urgent need to prepare the next generation with the skills they'll need to thrive in the workforce both in and outside of India. The students can not only adapt to new situations but can see themselves graduating to new levels of expertise in the core subjects. This entails easily scalable skills and employability in corporate-industrial domain.

India is expected to be the fastest growing economy by touching a GDP of USD 10 trillion by 2030 and one of the youngest nations in the world with a median age of 27.6 years. Projections show that our country would require a gross incremental workforce of 250 million by 2030. The greying developed world is expected to face a skilled talent shortage of approximately 56 million by 2030 and India alone would provide 47 million skilled talent. Given its large workforce and projected labour surplus, India is well-positioned to cater to the changes in labour market requirements. India is a potential market for global players with 144 million young population in age bracket of 18-23 years

Union Finance Minister Arun Jaitley announced various benefits for students and education sector in India in his Budget 2018 speech. Budgetary expenditure on health, education and social protection for 2018-19 has been set at Rs.1.38 lakh crore against estimated expenditure of Rs.1.22 lakh crore in 2017-18. The Union Budget 2018 also mentioned that the Higher Education Financing Agency (HEFA) would be suitably structured for funding the RISE initiative.

The Indian school education system is one of the largest and most complex in the world. Over the last few decades India has made tremendous strides to ensure education for all. The Indian Government has placed great importance on education and has supported this sector with various initiatives to increase enrolment, reduce drop-out rates and ensure that children regardless of their location within the country can take advantage of the education system, be that run by the government or the private sector.

India holds a paramount place in the global education industry and the Indian education system is cited as one of the reasons why India has seen such economic development over the last few years. The diverse background of India and increasing literacy rates has provided ample opportunities to develop India as an educational leader on the world map. Education plays an important part in the growth and prosperity of a nation. Education plays a vital role in shaping young minds that will eventually make up the Indian workforce and is thus instrumental in the sustained growth of the country. Education sector drives the Indian economy in an inclusive and equitable manner. It is the 'sector of the current millennium', in terms of generating employment, skill development, bringing in FDI, enhancing trade and boosting strategic partnerships.

FICCI - EY Report on Higher Education in India: Vision 2030 states that by 2030 Indian higher education system will emerge as a role model for high quality affordable educational system in the world. Higher education in India would not only address the socio-economic challenges by 2030, but will also be a leader in quality and excellence.

Industry relevant skill training is the need of the hour. This has been at the heart of the Skill India and Make in India initiatives that require the mainstreaming of vocational education, practical knowledge, hands-on projects and courses oriented towards meeting the needs of industry and employment.

Vocational Training in India

The report titled "India Vocational Training Industry Outlook to 2018 – Driven by Rising Demand For Skilled Manpower" presents a comprehensive analysis of the industry covering market size and market segmentation by types of courses in revenue terms and number of students enrolled by different courses, by gender, by states/region and by age group. The report

also entails a detailed description on the recent trends and developments in the market and competitive scenario of major players in the industry along with future projections of the Vocational Training Market in India. Private equity players have become bullish on the fast growing education sector including vocational and supplementary training.

Vocational training provides the trade specific skills that are imparted at different levels, such as- secondary level, senior secondary level and the higher education level (post school). The main objective of vocational training is to fill in the gap between the demand for skilled manpower and the actual number of skilled manpower in the country. The vocational training market in India has been rapidly growing in the past few years driven by the Government initiatives with respect to skill development and the increase in the public as well as private investments in education.

FICCI recognizes that Skills Development is an important imperative for achieving India's ambitious Growth targets. It is committed to working with the stakeholders, especially the industry, government and academia to create sustainable and scalable skills propositions which will benefit the youth of the country from all sections of the society.

This growth is in line with the future goal of the government to up skill nearly 500 million people by 2022. The projections have been made on the basis of the total revenue and total number of students enrolled in the vocational courses.

Economic growth is a reflection of jobs created and skills and knowledge are evident requirements for any job. Both developed and developing countries are focusing on skilling people and India is no different. Our aim is to become the future skill capital of the world and government is not leaving a single stone unturned.

India's much touted demographic dividend can well prove to be a curse if the nation's millions do not become skilled and employable. With roughly 600 million of India's population below the age of 25 years, there is a definite need for large scale employment generation. While social biases and systemic issues are a dampener, the heartening news is that there are concerted efforts from the government as well as the industry towards making a large-scale impact in society through vocational education. Needless to say, vocational education is one of the most important areas in India today. This Outlook makes a case for large, scalable, and sustainable vocational education business models.

Historically, the training for vocational streams has been through apprenticeships or on-the-job training, wherein the learner also earns a stipend. Therefore, the learner is generally averse to the idea of paying for training which might only fetch him similar employment opportunities. Under the Prime Minister's National Skill Development Mission, the government has launched an initiative to train 500 million people by the year 2022. Further, the National Skill Development Corporation (NSDC) was created in order to streamline the identification and mapping of skills requirements, facilitate private participation through grants, gap funding, etc.

India today is grappling with twin challenge of skilling millions of youth and employment generation for engaging them in gainful employment. As per projections, over 109 million incremental people will be required in India alone, across 24 key sectors by the year 2022. The government recognizes this fact, and hence has created a separate ministry for skilling and entrepreneurship in order to usher in India in the new era but nothing short of revolution required in skilling and the vocational education space in India, which has assumed critical proposition and might well determine the future growth of this country.

There is a pressing need to develop seamless pathways for skill development through formal education, vocational education or both. Allowing the labour force to undertake relevant skill development (formal or vocational) measures and enter and exit the workforce seamlessly will be the key.

Our vision is to connect people with skills by facilitating interaction between the key stakeholders – industry, training partners, academia, trainees/ students and government. The website presents news, stories, events, skilling best practices, case studies, researched reports that bring out the challenges of engaging, enabling and empowering people through education and training.

The end result of vocational education is to enable an individual to attain self-employment. Every opportunity needs to be provided to young persons to get good quality education and acquire skills that lead to employment and entrepreneurship.

We are one of the very few companies providing integrated vocational training in media and entertainment space in India and Dubai. Our Company attempts to bridge the widening gap between academia and industry requirements by catering to the students base at vocational level and making them industry ready. The mission of the Company is to create a global conglomerate that sets new standards of excellence in Education, Entertainment and Media and grooms future leaders of the industry. After finishing the courses, students are often offered placements in jobs. Vocational trainings in a way give students some work related experiences that many employers look for.

Media and Entertainment (M&E) Industry and Developments

The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making high growth strides. 2017 has been an eventful year for the Indian media & entertainment industry. The macro economic mood of the nation remained bearish for most part of the year, reflected in the economic pressures faced by industries across and media being no exception. However, in an environment of volatility and dynamism, this industry has continued to grow at a rapid pace year-on-year. The sector today generates millions of jobs directly and indirectly, contributes to economic growth with a rate almost twice the GDP and provides an immeasurable ancillary contribution by serving a platform for the growth of several other industries. Favourable demographics, a rise in consumer income and a huge demand for knowledge, escapism, sport and news aided the growth of the M&E sector in the country.

The Indian Media & Entertainment industry has been hitting new milestones and has stepped into a matured phase at a growth rate of 12% CAGR. The FICCI Entertainment Division has been cheerleading the potential of this sector for the last ten years. It interfaces extensively with the entire gamut of the entertainment industry to work on issues which ought to be represented to the government as well as studies and explores the various commercial nuances of this growing and vibrant sector. The M&E sector continues to grow at a rate faster than the GDP growth rate, reflecting the growing disposable income led by stable economic growth and changing demographics.

The need is to promote India as an entertainment hub to the world, facilitate policy change for the betterment of the Indian M&E industry as well as create and encourage platform for Business-to-Business interface and dialogue.

Event Industry

The events segment has been growing at a 15% CAGR for the past five years, which is slightly faster than the growth of the Indian M&E industry. The segment is on track and reached to INR 77.3 billion on 2018. The expected growth rate of the segment will be around 18% over the next few years, which would take the size to INR 109.05 billion by 2020.

The Events and Activations industry has grown at 16% in FY2016-17 and is expected cross INR 10,000 crore by FY2020-21 according to EY – EEMA (Event and Entertainment Management Association) report titled 'Experience Next'. The key insights in the report, suggest that average number of events are increasing across all formats, Government spending

is expected to grow at 14% and sports is expected to grow at 18% over the next 5 years, wherein India attributes to 1% if the global sports market.

Ashish Pherwani, Partner and Media & Entertainment Advisory Leader, EY India says, "The Events & Activation industry is growing at a fast pace and is expected to further grow exponentially due to its ability to adapt and grow with innovative technology. With focus on newer avenues such as sports leagues, rural expansion, digital activations, increased Government marketing initiatives, personal events, product launches, etc., we see events industry surpassing overall growth rate of M&E industry."

Your Company is offering vocational training to under graduates and post graduates in Event Management, Advertising and PR through its brand "EMDI Institute of Media and Communication". Event Management has cropped up as one of the most profitable and best career opportunities. This gives rise to great employment and earning chances. Event management is catching up as a bright career option due to element of style, flamboyance, glamour and glitz associated with pertinent corporate and social events because of the increasing trend in marketing and retail sector. With a panel of experienced faculty and a rich exposure to the global industry through an internship abroad, EMDI provides industry relevant courses to suit the requirements of the industry.

Sports Industry

Over the years, sports has evolved as a noticeable sector for all economies, presenting myriad career as well as business opportunities. The scope of this sector varies globally. It includes various segments: sports infrastructure, sports events, training, goods manufacturing and retail. Moreover, the business of sports is not just limited to the mentioned avenues, it has far reaching implications on the global economy due to its close association with other sectors, including education, real estate, health care and tourism.

Over the past 10 years, Sports as an Industry especially in India has changed fundamentally. Today, Sports is not just an active platform for marketing and creating branding opportunities for corporates investing in Sports, but also creating value for fans across the country. Sporting leagues in India and across the world have invited valuable support and presence of corporate sector.

Realizing the impact of Sports on the entire economy, industry and entertainment in India, Confederation of Indian Industry (CII) Western Region is organizing the 1st Summit on Business of Sports and Entertainment. We have put together this programme to seek some pertinent answers and advice on how Government and Industry together can strengthen the sports ecosystem in India. Promotion of Sports across all spectrums of the society not only ensures inclusivity but also creates employment opportunities for its people. The introduction of entertainment and role of corporates has been increasing and evolving.

The sports sub-sector in India is slowly changing from being cricket-focused to supporting multiple professional sports leagues. On the back of the Indian Premier League (IPL), the country witnessed the emergence of over 10 leagues such as the Hockey India League (HIL), the Pro Kabaddi League (PKL), the Indian Super League (ISL) and the Premier Badminton League (BPL). Sports is inspiring, engaging, immersive, emotion evoking, and a rapidly growing industry worldwide.

The growing popularity of sports management in academic programs and the field of sports as a career goal have resulted in greater competition for jobs in the workforce. Ironwood Sports Management Global Academy is a leading institute in grooming young leaders for the Sports Management industry. With increasing interest in sports as a profession, especially in India over the last few years, the demand for sports management professionals has also increased by leaps and bounds. ISMGA aims to train candidates with the right talent that can help grow sports businesses. With a panel of experienced faculty and a rich exposure to the global sports

industry through an internship abroad, ISMGA offers job oriented course for candidates interested in sports management.

Company Overview

With an Advisory Panel comprising of Industry stalwarts like Mr. Ashok Advani, Mr. Ravi Shastri, Mr. Brian Tellis and Mr. Nagesh Alai amongst others your Company is well poised to deliver the best in vocational training to the youth of today.

Your Company's vision is to be 'A Leading Global Education Company'. Greycells has been a leading presence in the global education industry for over a decade. Greycells is a pioneer in facilitating education using breakthrough technologies with dedicated teams of business and academic experts. Greycells is an umbrella brand for various education verticals across India and Dubai. The Company is offering vocational training in the field of event management, advertising, public relations, wedding planning, and sports management.

Outlook

The Company plans to continue to expand its brand and product portfolios and its service and distribution networks in India and abroad in the near future, both organically and inorganically via strategic acquisitions and associations. The Company believes that growth is planned & focused and based on efficient use of available resources to grow the business and we plan to retain and strengthen our leadership position in the marketplace.

Opportunities and Threats

Opportunities

Being a largely under-penetrated field, the education industry in India holds enormous opportunities for growth. While the entry barriers are likely to stay high for new companies in the near future, those that have already established themselves are likely to see tremendous growth. In areas of services, expertise and knowledge, your Company with its team of professionals is expected to tap the potential opportunities for growth. The Company will look at presence both domestic and internationally as in locations, collaboration with leading universities/education institutions to deliver courses to their existing students and resource/research opportunities globally.

The Company by geographic coverage strengthening its presence in business with a clear focused approach which would help increase revenue growth, improve profitability as well as de-risk the company from economic slowdowns. The Company plans to continue to expand its brand, scalability and distribution networks through franchisee/business associates in India and abroad. The Company will continue to tap opportunity to grow its business both organically and inorganically via strategic acquisitions in India and abroad.

The growing acceptance of vocational institutes and the focus on the media and entertainment sector as a serious career option in the minds of parents, key decision makers, students alike – will ensure that courses presented by Greycells are readily accepted in the market.

Threats

While India has made significant progress in ensuring access to primary education, the proportion of students who remain in the education system until higher education is considerably less. Ensuring equitable access to higher education is also a challenge with disparities seen across gender, regions and socio-economic groups. There are various dimensions of quality in education, including content, mode of delivery, infrastructure and facilities, employability, etc. Ensuring quality in higher education is amongst the foremost challenges being faced in India today, with few institutes having achieved global recognition for excellence.

One of the related challenges is to attract talented people to work with the Company and also retaining the pool of this talent. The management continuously reviews its talent pool for upgradation. The Company is focused on ensuring and has implemented employee friendly policies to retain talent.

The education business has seen the entry of host of new players in almost all the sectors we have established our presence. Education as a business is one of high growth prospects with presence of a mix of various professional academies, private and public schools, international schools/academies, private tutors, government schools etc. The Company operates in a highly competitive environment that is subject to innovations, changes and varying levels of resources available to each players. This can be a matter of concern if the company does not adapt to the changing face of the Industry. The company has been keeping itself abreast with the latest changes in the industry to implement the same in its operation to keep itself ahead of competition.

As per the study, primary reasons for the disconnect between vocational education and the industry is the absence of rich academic content, inadequate funding and negative perception about these courses. Another key issue is the lack of awareness for these courses and scope for continued learning. Moreover, voc-edu courses today do not have a structure for defined outcomes and therefore, tend to be ineffective.

The key management is responsible for the day-to-day operations and they are indeed the key force in driving the business growth because of their experience and knowledge of industry. There is always a risk that we may lose our key management team. If key management unable or unwilling to continue with us, we may find it difficult to replace such people and our business may be adversely affected.

Our success is mainly attributable to our reach, experience and quality processes. We recognize that we can only grow and prosper if we can:

- a. acquire and retain top quality talent on a continual basis
- b. creating employability-oriented courses
- c. deliver relevant and innovative content to the students
- d. on the job training
- e. earn while you learn
- f. placement opportunities
- g. reorientation of vocational courses
- h. Establishing industry linkages at the central and zonal levels, for mass requirements •
- i. Connecting with alumni for better industry linkages as they move up the ranks

Another large challenge is managing expectation from students. Due to the previous achieved success in the field, especially when there was the first mover advantage - if the new courses or existing courses do not live upto expectations, it may lead to dissatisfaction. The Company is well aware of these risks and challenges and has put in place mechanisms to ensure that they are managed and mitigated with adequate timely actions.

Segment-wise Performance

The Company operates in one primary segment but through its subsidiary it operates in geographical segment they are India and International.

Subsidiaries

EMDI (Overseas) FZ LLC is a wholly owned subsidiary of the Company caters into vocation of education, including teaching graduates, undergraduate and working professionals in the field of Event Management & Innovative Marketing, Advertising & Design, Wedding Planning, Print Journalism, Broadcast Media, Public Relations & New Media in the form of class room training and workshops.

Risks

Risk is an integral part of corporate world today for any going concern and our endeavor has been to maximize stakeholder value by achieving an appropriate balance between risks and return. Since risk taking is intrinsic to business growth, all business entities face risks either from external environment or from internal operations.

The major key issues are challenges for foreign participation, excessive and multiple regulators and regulations, policies are inconsistent, limited choice of entity – Trust, Society or Section 25 company, lack of availability of trained faculty, course content not in line with the expectations of the industry leading to poor employability, high capital expenditure requirements for setting up Higher Education institution with quality infrastructure etc. (Source : Report of PWC on Education Sector)

Further any change in tax law in India, particularly income tax and GST might be to increase tax liability of the company thereby putting pressure on profitability.

To mitigate the same, the Company has constantly endeavored to broaden the charter of risk management to include opportunities as well as threats. It uses an integrated risk management approach, based on a number of techniques to cover the full range of risks in the framework.

Apart from the regular operational & business risks, the other major risks faced by the Company are:

a) Business Concentration

The Company's business today is largely concentrated in vocational training primarily in few verticals of media and entertainment.

The poor performance of our Business Associates leads to downfall in projected revenues, which is out of our control. Further low quality services rendered by Business Associates to students may also one of the risk areas for the Company. To mitigate this risk, our senior officers frequently visit the centers and ensure that courses shall be conducted according to the Operational Manual established by the Company. The Company can also take corrective measures to keep up the requisite academic standards.

To mitigate the risk arising from this concentration, the Company will strive towards expanding the Company's' business in additional areas of related service offerings.

b) Core Faculty

The faculty plays a pivotal role in the system of education. Further majority of our faculty members are visiting faculties from various industries and are in other occupation besides teaching at our centres. Any exodus by the visiting faculties can have adverse impact on business of the company. Failure to attract / retain qualified faculty members who have the necessary domain expertise to effectively deliver the course may affect the pace of our growth and teaching quality across all our learning centres in different locations.

To overcome, the Company taps professionals from relevant industry. All faculty members lecture on subjects of their expertise, resulting in experience sharing, interaction and networking of these professional with the students. The faculty members contribute to our overall performance by providing good quality training to the students and thus enable us to maintain our brand and reputation.

c) Entry of other players

The lack of an entry barrier with respect to a private setup offering similar certificate courses is a threat. Centres offering similar courses are the first level of competition, however competition which enters

the market, offers a poor product and then is forced to shut down later on is even worse as it spoils the education market and trust towards the other credible players.

d) Enrollment of students

The Company's ability to attract students to enroll for courses depend on several factors such as to offer new courses, enhancing existing courses in response to changing industry needs, student's demands, expanding our geographic reach, effectively marketing courses to a broader base of prospective students and responding to competitive pressures.

Social Responsibility

Your Company believes in being a responsible part of the community and contributing back to it in every possible manner. SWAT (Students Working Against Tobacco) is a youth initiative initiated by EMDI and its students against tobacco, operating at an awareness platform. The objective of SWAT is to urge India's youth to stay away from the ravages and dangers of smoking. The purpose is to persuade young people to never try smoking and to encourage those who are trying to get rid of the habit of smoking. The SWAT team has taken various initiatives in the form of events to spread this message over the years by organizing Smoke Free Bike Rally, College Festival Activities, Candle Walk, Loud and Proud Smoke Free Rock Concert etc.

Internal Control Systems

The Company has appointed a firm of Chartered Accountants as Internal Auditors to review and report on internal controls system. The report of the Internal Auditors is reviewed by the Audit Committee. The Audit Committee formulates a detailed plan to the Internal Auditors for the year and the same is reviewed at the Audit Committee meetings. The Internal Auditors submit their recommendations to the Audit Committee and provides road map for future action.

The Company recognizes the importance of internal controls and has suitable internal control systems and processes in place for the smooth conduct of the business. Company's internal controls are commensurate with its size and nature of its business. The management continuously reviews the internal control systems and procedures to ensure orderly and efficient conduct of business. The management duly considers and takes appropriate action on the recommendations made by the statutory auditors and independent Audit Committee.

Discussion on Financial Performance with respect to Operational Performance

The financial performance of the year ending March 31, 2018 reflects the steps have been initiated to become a more focused company, moving into areas where we have huge opportunities and greater long term potential.

The authorized share capital of the Company is Rs. 117,000,000/- divided into 11,700,000 equity shares of Rs. 10/- each. The paid up share capital of the Company is Rs. 79,077,150/- divided into 7,907,715 equity shares of par value of Rs. 10/- each.

Highlights of the Company's standalone financial performance are as under:

(Rs. in thousand)

Particulars	2017-2018	2016-2017
Revenues	32372.78	35990.91
PBDIT	(13321.53)	(3105.74)
PBT and Exceptional Items	(13672.44)	(4433.01)
PBT	(13672.44)	(4433.01)
PAT	(14313.36)	(4270.21)
EPS :- Basic	(1.81)	(0.54)
Diluted	(1.81)	(0.54)

Human Resources

The Company firmly believes that its human resources are its true assets and constitute the most vital force in moving the organization forward. The key management is responsible for the day-to-day operations and they are indeed the key force in driving the business growth. The Company has strong management team with experience and expertise and focus in the areas of media and entertainment education. The management team effectively plans and oversees implementation of growth strategies. To reduce attrition levels, the Company has initiated a number of programs that include an empowered work environment, learning opportunities, employee friendly policies and competitive compensation packages.

FORWARD LOOKING STATEMENT

Forward-looking statement in this Annual Report should be read in conjunction with the following cautionary statements. Certain expectations and projections regarding future performance of the Company referenced in this Annual Report are forward – looking statements. These expectations and projections are based on currently available competitive, financial and economic data along with the Company's operating plans and are subject to certain future events and uncertainties, that could cause actual results to differ materially from those that may be indicated by such statements. The Company undertakes no obligations to publicly update or revise any forward-looking statements, whether as a new information, future events or otherwise.

INDEPENDENT AUDITOR'S REPORT

To,
The Members of GREYCELLS EDUCATION LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **GREYCELLS EDUCATION LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2018 the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the statement of changes in equity for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that gives a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting standards) Rules 2015 (as amended) 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 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its loss (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Emphasis of Matter

We draw attention to Note No 30 to standalone financial statements, which states that no impairment of cost of investment in the wholly owned subsidiary-EMDI (Overseas) FZ LLC, Dubai, has been provided in the statements for the reasons stated in the note.

Other Matter

The comparative financial information of the Company for the year ended 31st March, 2017 and the transition date opening balance sheet as at 1st April, 2016 included in these financial statements, are based on the previously issued statutory financial statements for the year ended 31st March, 2017 and 31st March, 2016 prepared in accordance with the Companies (Accounting Standards) Rules, 2006 (as amended) which were audited by other auditors, on which they expressed an qualified opinion dated 15th May 2017 and unmodified opinion dated 19th May 2016 respectively. The adjustments to those financial statements for the differences in accounting policies adopted by the Company on transition have been audited by us.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditors Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, we give in "**Annexure A**" a statement on the matters specified in paragraph 3 and 4 of the order.
2. As required by section 143(3) of the Act, we report, to the extent applicable, that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the statement of changes in equity dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 3 of the Companies (Indian Accounting Standard) Rules, 2015 (as amended);
- e) On the basis of the written representations received from the Directors of the company as on March 31, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our Report in "Annexure B".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The company has disclosed the impact of pending litigation on its financial position in its standalone financial statements.
 - ii. The Company did not have any long term contracts including derivatives 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.

For M/s. A.T. Jain & Co.
Chartered Accountants
(Registration No. 103886W)

(Sushil T Jain)
Partner
Membership No. 033809

Place : Mumbai.
Date :30th May, 2018

“Annexure A” to the Independent Auditors’ Report on the Standalone Financial Statement of GREYCELLS EDUCATION LIMITED.

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
- (c) The company has no immovable properties. Accordingly, the provisions of clause 3(1)(c) of the Order are not applicable.
- 2) The company did not hold any inventories during the year. Therefore the provisions of paragraph 3(ii) (a) and (b) of the Order are not applicable to the Company.
- 3) The Company has granted unsecured loan to a wholly owned subsidiary, covered in the register maintained under Section 189 of the Act.
- a) In our opinion and on the basis of explanation given to us, the terms and conditions on which the loans had been granted to the party were not prima facie prejudicial to the interest of the company.
- b) The loan is repayable on demand and there is no overdue.
- 4) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 in respect to the loans given and investment made.
- 5) According to the information and explanation given to us, the Company has not accepted any deposits from the public during the year. Therefore the provisions of paragraph 3(v) of the Order are not applicable to the Company.
- 6) According to the information and explanation given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013.
- 7) (a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employee’s State Insurance, Income Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues have been generally regularly deposited with the appropriate authorities.
- According to the information and explanations given to us no undisputed amounts payable in respect of aforesaid dues were outstanding as at March 31, 2018 for a period of more than six months from the date they became payable
- (b) Details of dues of income tax which has not been deposited as at March 31, 2018 on account of disputes are given below:

Name of the Statute to which the matter pertains	Nature of Dues	Forum where dispute is pending	Amount (Rs)	Financial Year
Income Tax Act, 1961	Income Tax	Commissioner of Income Tax – (Appeals)- 16	51,300/-	2008-09

- 8) In our opinion and according to the information and explanations given to us the Company does not have any loans or borrowings from banks, financial institutions or government and has not issued any debentures.

- 9) The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- 10) According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- 11) According to the information and explanation given to us and based on the examination of the records of the company, the Company has not paid any managerial remuneration.
- 12) In our opinion and according to the information and explanation given to us, the Company is not a Nidhi Company. Accordingly the provision of Clause 3(xii) of the Order is not applicable.
- 13) According to the information and explanation given to us and based on our examination of records of the company, transactions with related parties are in compliance with Section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- 14) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order is not applicable to the Company.
- 15) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order is not applicable to the Company.
- 16) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For A.T Jain & Co
Chartered Accountants
(Registration no.103886W)

Place : MUMBAI
Date : 30th May, 2018

Sushil T Jain
(Partner)
Membership No: 033809

Annexure-B to the Independent Auditors' Report on the Standalone Financial Statements of Greycells Education Limited
Report on the Internal Financial Controls over Financial Reporting under clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **GREYCELLS EDUCATION LIMITED** ("the Company") as of 31 March, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended as on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("the Guidance Note") and the Standards on Auditing prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes accordance with in generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statement in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanation given to us, the Company has in all material respects, an adequate internal, financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For M/s. A.T. Jain & Co.
Chartered Accountants
(Registration No. 103886W)

(Sushil T Jain)
Partner
Membership No. 033809

Place : Mumbai
Date : 30th May, 2018

Balance Sheet as at 31 March 2018

CIN No: L65910MH1983PLC030838

(Amount in ₹)

Particulars	Notes	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
I ASSETS				
(1) Non-current assets				
(a) Property, Plant and Equipment	2	1,89,175	2,83,565	10,58,556
(b) Intangible assets	2	1,39,669	3,78,145	4,76,000
(c) Non-current financial assets				
(i) Investments	3	17,11,02,810	21,15,02,810	21,15,02,810
(ii) Long-term loans	4	3,16,08,249	3,14,36,358	3,17,98,150
(d) Deferred tax Assets (Net)	5	23,49,095	28,84,705	27,44,053
(e) Other non-current tax assets	6	12,56,885	17,21,292	7,81,517
(f) Other non-current assets	7	1,75,959	3,67,913	-
		<u>20,68,21,842</u>	<u>24,85,74,788</u>	<u>24,83,61,086</u>
(2) Current assets				
(a) Financial Assets				
(i) Investments	8	37,29,749	1,87,49,713	34,03,772
(ii) Trade receivables	9	26,281	18,23,812	1,60,550
(iii) Cash and cash equivalents	10	7,48,728	50,28,058	2,12,58,343
(iv) Short-term loans and advances	11	4,46,058	4,56,545	13,97,698
(v) Other current financial assets	12	24,55,798	-	62,289
(b) Other current assets	13	50,65,750	23,42,727	14,96,266
		<u>1,24,72,364</u>	<u>2,84,00,855</u>	<u>2,77,78,918</u>
Total Assets		<u>21,92,94,206</u>	<u>27,69,75,643</u>	<u>27,61,40,004</u>
II EQUITY AND LIABILITIES				
Equity				
(a) Equity Share capital	14	7,90,81,025	7,90,81,025	7,90,81,025
(b) Other Equity	15	12,99,62,426	18,46,01,557	18,89,65,588
		<u>20,90,43,451</u>	<u>26,36,82,582</u>	<u>26,80,46,613</u>
LIABILITIES				
(1) Non-current liabilities				
(a) Long-term provisions	16	8,34,294	6,54,686	4,82,518
(b) Other Non-current liabilities	17	9,75,000	17,75,000	7,00,000
		<u>18,09,294</u>	<u>24,29,686</u>	<u>11,82,518</u>
(2) Current liabilities				
(a) Financial Liabilities				
(i) Trade payables	18	20,14,225	17,22,430	2,25,125
(ii) Other current financial liabilities	19	56,01,682	83,22,146	63,20,675
(b) Short-term provisions	20	25,554	18,799	15,073
(c) Other current liabilities	21	8,00,000	8,00,000	3,50,000
		<u>84,41,461</u>	<u>1,08,63,375</u>	<u>69,10,873</u>
Total Equity and Liabilities		<u>21,92,94,206</u>	<u>27,69,75,643</u>	<u>27,61,40,004</u>

Notes 1 to 38 form an integral part of the financial statements

As per our report of even date

For and on behalf of the Board of Directors

For A.T.Jain & Co
 Chartered Accountants
 Firm's Registration No.: 103886W

Bela Desai
 Director
 (DIN:00917442)

Abbas Patel
 Director
 (DIN:00547281)

Sushil Jain
 Partner
 Membership No.: 033809

Dharmesh Parekh
 Company Secretary

Preeta D'Souza
 Chief Executive Officer

Place: Mumbai
 Date: 30th May, 2018

Place: Mumbai
 Date: 30th May, 2018

Dhara Shah
 Chief Financial Officer

Statement of Profit and Loss for the year ended 31 March 2018

CIN No: L65910MH1983PLC030838

(Amount in ₹)

Particulars	Notes	2017-18	2016-17
Revenue from operations	22	2,83,28,488	2,78,66,424
Other income	23	40,44,295	81,24,485
Total income		3,23,72,783	3,59,90,909
Expenses			
Cost of Services Rendered (direct)	24	96,37,070	87,39,431
Employee benefits expense	25	97,51,213	65,92,595
Depreciation and amortisation expense	2	4,40,908	13,27,270
Other expenses	26	2,63,06,028	2,37,64,623
Total expenses		4,61,35,219	4,04,23,919
Profit / (Loss) before exceptional items and tax		(1,37,62,436)	(44,33,010)
Exceptional items		-	-
Profit / (Loss) before tax		(1,37,62,436)	(44,33,010)
Tax expense			
(1) Current tax		-	-
(2) Deferred tax asset / (liability)		(5,50,928)	1,62,799
Profit / (Loss) for the year		(1,43,13,364)	(42,70,211)
Other comprehensive income:			
Items that will not be reclassified to profit or loss			
Remeasurement of net defined benefit liability gain/(loss)		58,915	(71,673)
Changes in fair values of investment in equity carried at fair value through OCI (Note No. 29)		(4,04,00,000)	-
Income tax relating to items not reclassified		15,318	(22,147)
Total comprehensive income for the year - net of tax		(5,46,39,131)	(43,64,031)
Earnings per share			
Basic earnings (loss) per share		(1.81)	(0.54)
Diluted earnings (loss) per share		(1.81)	(0.54)
Notes 1 to 38 form an integral part of the financial statements			

As per our report of even date

For and on behalf of the Board of Directors

For A.T.Jain & Co
Chartered Accountants
Firm's Registration No.: 103886W

Bela Desai
Director
(DIN:00917442)

Abbas Patel
Director
(DIN:00547281)

Sushil Jain
Partner
Membership No.: 033809

Dharmesh Parekh
Company Secretary

Preeta D'Souza
Chief Executive Officer

Place: Mumbai
Date: 30th May, 2018

Place: Mumbai
Date: 30th May, 2018

Dhara Shah
Chief Financial Officer

Statement of Changes in Equity For the year ended 31 March 2018
A. Equity share capital

Particulars	Number of equity shares	Amount in ₹	Particulars	Number of equity shares	Amount in ₹
Equity shares of INR 10 each			Equity shares of INR 10 each		
As at 01 April 2017	79,07,715	7,90,77,150	As at 01 April 2016	79,07,715	7,90,77,150
Increase/(decrease) during the year	-	-	Increase/(decrease) during the year	-	-
As at 31 March 2018	79,07,715	7,90,77,150	As at 31 March 2017	79,07,715	7,90,77,150
Equity shares of INR 10 each ₹ 2.5 paidup (forfeited)			Equity shares of INR 10 each ₹ 2.5 paidup (forfeited)		
As at 01 April 2017	1,550	3,875	As at 01 April 2016	1,550	3,875
Increase/(decrease) during the year	-	-	Increase/(decrease) during the year	-	-
As at 31 March 2018	1,550	3,875	As at 31 March 2017	1,550	3,875
Total as at 31 March 2018	79,09,265	7,90,81,025	Total as at 31 March 2017	79,09,265	7,90,81,025

B. Other equity

Amount in ₹

Particulars	Reserves and surplus Capital Reserve	Share Premium	General Reserve	Retained Earnings	Profit and loss account	Other Comprehensive Income	Total equity
Balance as at 1 April 2017	2,62,75,000	28,55,79,100	8,80,566	(5,49,018)	(12,74,90,271)	(93,820)	18,46,01,557
Profit for the year	-	-	-	-	(1,43,13,364)	-	(1,43,13,364)
Other comprehensive income	-	-	-	-	-	(4,03,25,767)	(4,03,25,767)
Total comprehensive income for the year	-	-	-	-	(1,43,13,364)	(4,03,25,767)	(5,46,39,131)
Balance as at 31 March 2018	2,62,75,000	28,55,79,100	8,80,566	(5,49,018)	(14,18,03,635)	(4,04,19,587)	12,99,62,426
Balance as at 1 April 2016	2,62,75,000	28,55,79,100	8,80,566	(5,49,018)	(12,32,20,060)	-	18,89,65,588
Profit for the year	-	-	-	-	(42,70,211)	-	(42,70,211)
Other comprehensive income	-	-	-	-	-	(93,820)	(93,820)
Total comprehensive income for the year	-	-	-	-	(42,70,211)	(93,820)	(43,64,031)
Balance as at 31 March 2017	2,62,75,000	28,55,79,100	8,80,566	(5,49,018)	(12,74,90,271)	(93,820)	18,46,01,557

Notes 1 to 38 form an integral part of the financial statements

As per our report of even date
For A.T.Jain & Co
 Chartered Accountants
 Firm's Registration No.: 103886W

Sushil Jain
 Partner
 Membership No.: 033809

 Place: Mumbai
 Date: 30th May, 2018

For and on behalf of the Board of Directors
Bela Desai
 Director
 (DIN:00917442)

Dharmesh Parekh
 Company Secretary

 Place: Mumbai
 Date: 30th May, 2018

Abbas Patel
 Director
 (DIN:00547281)

Preeta D'Souza
 Chief Executive Officer

Dhara Shah
 Chief Financial Officer

Statement of Cash Flows for the year ended 31st March, 2018

CIN No: L65910MH1983PLC030838

(Amount in ₹)

Particulars	31st March 2018	31st March 2017
Cash flow from operating activities		
Net Profit/ (Loss) before Tax	(1,37,62,436)	(44,33,010)
Adjustments for:		
Depreciation, amortisation, impairment and obsolescence (net)	4,40,908	13,27,270
Interest income	(29,65,288)	(64,30,097)
Profit on sale of fixed assets	-	(3,600)
Profit on sale of investments (net) [including fair valuation]	(9,80,036)	(16,90,788)
Payables written back	(13,439)	-
Effect of exchange fluctuations (net)	(4,819)	23,854
Operating profit before working capital changes	(1,72,85,110)	(1,12,06,371)
Adjustments for:		
(Increase)/decrease in trade and other receivables	(8,88,429)	(25,28,844)
Increase/(decrease) in trade payables and customer advances	(29,65,133)	51,04,143
	(38,53,562)	25,75,299
Cash generated / (used in) operations	(2,11,38,672)	(86,31,072)
Direct taxes refund/(paid) [net]	4,64,407	(9,39,775)
Net Cash from Operating Activities (A)	(2,06,74,265)	(95,70,847)
Cash Flow from Investing Activities		
Purchase of Fixed Assets	(1,08,042)	(4,73,924)
Proceeds from sale/scrap of fixed assets	-	23,100
(Purchase)/sale of current investments (net)	1,60,00,000	(1,36,55,153)
Interest received	5,09,490	64,92,386
Deposits/loans (given) - subsidiaries, associates, joint ventures and third parties	(6,513)	9,54,153
Net Cash Generated in Investing Activities (B)	1,63,94,935	(66,59,438)
Cash Flow from Financing Activities		
Net Cash from Financing Activities (C)	-	-
Net (decrease)/increase in cash and cash equivalents (A + B + C)	(42,79,330)	(1,62,30,285)
Cash and cash equivalents at beginning of the year	50,28,058	2,12,58,343
Cash and cash equivalents at end of the year	7,48,728	50,28,058
Components of Cash and Cash Equivalents:		
Cash on Hand	2,46,406	23,720
Balance with bank	5,02,322	47,74,257
Other bank balances	-	2,30,081
	7,48,728	50,28,058

Notes:

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard (Ind AS) 7 - "Cash Flow Statement".
- Previous year figures have been re-grouped and rearranged wherever necessary.
Notes 1 to 38 form an integral part of the financial statements

As per our report of even date

For and on behalf of the Board of Directors

For **A.T.Jain & Co**
Chartered Accountants
Firm's Registration No.: 103886W

Bela Desai
Director
(DIN:00917442)

Abbas Patel
Director
(DIN:00547281)

Sushil Jain
Partner
Membership No.: 033809

Dharmesh Parekh
Company Secretary

Preeta D'Souza
Chief Executive Officer

Place: Mumbai
Date: 30th May, 2018

Place: Mumbai
Date: 30th May, 2018

Dhara Shah
Chief Financial Officer

Notes to Standalone Financial Statements for the year ended 31st March, 2018

COMPANY INFORMATION

Greycells Education Limited incorporated and domiciled in India. Its registered office at Forum Building, 1st Floor, 11/12, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai, Maharashtra - 400013, India. The Company's shares are listed on the Bombay Stock Exchange, Mumbai (BSE). The Company is engaged in Vocational education in Media, Entertainment and Sports Management.

BASIS OF PREPARATION

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

The financial statements for all period up to year ended March 31, 2017 were prepared in accordance with accounting standards notified under Companies (Accounting Standards) Rules, 2006, as amended and the relevant provisions of the Act (Previous GAAP).

These are the first Ind AS financial statements of the Company prepared in accordance with Ind AS. Ind AS 101, First-time Adoption of Indian Accounting Standards has been applied for the purpose of transition to Ind AS from previous GAAP. **Refer note 37** for an explanation of how the transition from Previous GAAP to Ind AS has effected the Company's financial position, financial performance and cash flows.

These financial statements have been prepared on a historical cost and accrual basis, except for certain financial assets and liabilities and defined benefit plan assets and liabilities, that are measured at fair value.

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in IND AS - I 'Presentation of Financial Statement' and Schedule III to the Companies Act, 2013. Based on the nature of Company's business and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current non-current classification of assets and liabilities. The Financial Statements are presented in India Rupee (INR) and all value are rounded to nearest rupee, except otherwise indicates.

1 SIGNIFICANT ACCOUNTING POLICIES:

a. Property, plant and equipment

Property, plant and equipment is recognised when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. Property, plant and equipment is stated at original cost net of tax/duty credits availed, if any, less accumulated depreciation and cumulative impairment, if any.

For transition to Ind AS, the Company has elected to adopt as deemed cost, the carrying value of property, plant and equipment measured as per I-GAAP less accumulated depreciation and cumulative impairment on the transition date of April 1, 2016.

Property, plant and equipment not ready for the intended use on the date of the Balance Sheet are disclosed as "capital work-in-progress".

Depreciation is provided on the assets on their original costs up to their net residual value estimated at 1% of the original cost, pro-rata to the period of use on the written down value method, over their estimated useful life as per Schedule II to the Companies Act, 2013. The estimated useful life and residual values are also reviewed at each financial year end and the effect of any change in the estimates of useful life/residual value is accounted on prospective basis.

Based on above, the estimated useful lives of assets for the period are as follows:

Assets	Useful lives (estimated by the management) (years)
Furniture And Fixtures	8 Years
Office Equipments	5 Years
Computer System	3 Years
Office Improvements (Initial Lease Period)	3 Years

b. Intangible assets

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortisation and cumulative impairment. Administrative and other general overhead expenses that are specifically attributable to acquisition of intangible assets are allocated and capitalised as a part of the cost of the intangible assets.

For transition to Ind AS, the Company has elected to adopt as deemed cost, the carrying value of Intangible assets measured as per I-GAAP less accumulated depreciation and cumulative impairment on the transition date of April 1, 2016.

A summary of amortisation policies applied to the Company's intangible assets to the extent of depreciable amount is, as follows:

- i) Goodwill over the period of five years.
- ii) Trade Mark over the period of ten years.
- iii) Website Development over the period of ten years.

c. Impairment of Assets

At each balance sheet date, the Company assesses whether there is any indication that any property, plant and equipment and intangible assets may be impaired. If any such impairment exists, the recoverable amount of an asset is estimated to determine the extent of impairment, if any. An asset's recoverable amount is the higher of the asset's or cash-generating unit's fair value less cost of disposal and its value in use. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

d. Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of discounts and taxes.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and specific criteria have been met for each of the Company's activities as described below. The Company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

- i) Revenue from Course fees is recognised in accordance with the Proportionate Completion Method and recognised proportionately over the period of courses.

Notes to Standalone Financial Statements for the year ended 31st March, 2018

- ii) Non-refundable premier relationship fees receivable under business association agreements are taken to income over the period of agreement.
- iii) Other operational revenue represents income earned from the activities incidental to the business and is recognised when the right to receive the income is established as per the terms of the contract.

Other income

- i) Dividend income is accounted in the period in which the right to receive the same is established.
- ii) Interest income is accrued on a time basis by reference to the principal outstanding and the effective interest rate.
- iii) Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

e. Financial instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

I) Financial assets - Initial recognition and measurement:

All financial assets are initially recognised at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortised cost

Financial assets - Subsequent measurement:

For the purpose of subsequent measurement of financial assets are classified in two broad categories:-

- i) Financial assets at fair value
- ii) Financial assets at amortised cost

Where assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss (i.e. fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

A financial asset that meets the following two conditions is measured at amortised cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

- i) **Business model test:** The objective of the Company's business model is to hold the financial asset to collect the contractual cash flow.
- ii) **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.

Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.

- i) **Business model test:** The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flow and selling financial assets.

- ii) **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.

All other financial asset is measured at fair value through profit or loss.

Financial assets - Equity Investment in subsidiaries, associates and joint venture:

The Company has accounted for its equity investment in subsidiaries, associates and joint venture at cost.

Other Investment in equity instruments:

Equity instruments which are held for trading are classified as at Fair value through profit or loss. All other equity instruments are classified as Fair value through other comprehensive income. Fair value changes on the instrument, excluding dividends, are recognised in the other comprehensive income.

Investment in debt instruments:

A debt instrument is measured at amortised cost or at Fair value through profit or loss. Any debt instrument, which does not meet the criteria for categorization as at amortised cost or as Fair value through other comprehensive income, is classified as at Fair value through profit or loss. Debt instruments included within the Fair value through profit or loss category are measured at fair value with all changes recognised in the Statement of profit and loss.

Financial assets - Derecognition

A financial assets (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's statement of financial position) when:

- i) The rights to receive cash flows from the asset have expired, or
- ii) The Company has transferred its rights to receive cash flow from the asset.

II) Financial liabilities - Initial recognition and measurement:

The financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Financial liabilities - Subsequent measurement:

Financial liabilities are subsequently carried at amortised cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Financial Liabilities - Financial guarantee contracts:

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined and the amount recognised less cumulative amortisation.

Notes to Standalone Financial Statements for the year ended 31st March, 2018
Financial Liabilities - Derecognition:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another, from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

f. Employee Benefits
Short-term obligations:

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

Post-employment obligations

Gratuity is a post employment defined benefit plan. The Company provides for gratuity benefits to its employees as per the provisions of The Payment of Gratuity Act, 1972. The gratuity benefit scheme is unfunded and the Company's liability is actuarially determined (using the projected unit credit method) at the end of each year.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

g. Foreign Currency Translation

The functional currency and presentation currency of the company is Indian Rupee (INR). Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the statement of profit and loss of the year.

Monetary assets and liabilities in foreign currency, which are outstanding as at the year end are translated at the year end at the closing exchange rate and resultant exchange difference are recognized in the statement of profit and loss.

Non monetary assets and non-monetary liabilities denomination in foreign currency are measured at historical cost and are translated at exchange rate prevailing at the date of transaction.

h. Provision for current & deferred tax

Income tax expense represents the sum of current tax, deferred tax and adjustments for tax provisions of previous years. It is recognised in Statement of Profit and Loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current income tax:

Current tax comprises of the expected tax payable on the taxable income for the year. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if, the Company has a legally enforceable right to set off the recognised amounts and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax:

Deferred tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date using the tax rates and laws that are enacted or substantively enacted as on reporting date. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses and credits can be utilised. Deferred tax relating to items recognised in other comprehensive income and directly in equity is recognised in correlation to the underlying transaction.

Deferred tax assets and liabilities are offset only if Entity has a legally enforceable right to set off current tax assets against current tax liabilities and deferred tax assets and the deferred tax liabilities relate to the income taxes levied by the same taxation authority.

i. Leases

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Finance leases are capitalised at the commencement of the lease at the inception date at fair value of the leased property or, if lower, at the present value of the minimum lease payments. The corresponding liability is included in the balance sheet as a finance lease liability. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as finance costs in the statement of profit and loss.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Assets acquired on leases where a significant portion of the risks and rewards of ownership are retained by lessor are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term except where another systematic basis is more representative of time pattern in which economic benefits from the leased assets are consumed.

j. Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash in hand, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value and bank overdraft.

k. Provisions and Contingent Liabilities

A provision is recognised if as a result of a past event the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow

Notes to Standalone Financial Statements for the year ended 31st March, 2018

of economic benefits will be required to settle the obligation. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are not recognised but disclosed in the Financial Statements when economic inflow is probable.

i. Use of judgements, estimates and assumptions

The preparation of these financial statements is in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect application of accounting policies and the reported amount of assets, liabilities, disclosure of contingent assets and liabilities at the date of financial statements and the reported amount of income and expenses for the periods presented.

Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Accounting estimates could change from period to period. Any revision to accounting estimates is recognised prospectively in the current and future periods, and if material, their effects are disclosed in the financial statements. Actual results could differ from the estimates. Any difference between the actual results and estimates are recognised in the period in which the results are known/materialize.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as below:

- Valuation of Financial instruments;
- Evaluation of recoverability of deferred tax assets.
- Useful lives of property, plant and equipment and intangible assets;
- Measurement of recoverable amounts of cash-generating units;
- Obligations relating to employee benefits;
- Provisions and Contingencies and;
- Provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

m. Earning per Share

Basic earnings per share are computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

Notes to Standalone Financial Statements for the year ended 31st March, 2018

2 Property Plant & Equipment

Amount in ₹									
Particulars	Gross block				Depreciation/ Amortisation				Net block
	As at 01/04/2017	Additions	Adjustments/ Deletions	As at 31/03/2018	As at 01/04/2017	Additions	Adjustments/ Deletions	As at 31/03/2018	W.D.V. as on 31/03/2018
i) Tangible assets									
Furniture And Fixtures	757,339	-	-	757,339	741,390	9,110	-	750,500	6,839
Office Equipments	2,113,817	61,553	-	2,175,370	1,992,614	80,107	-	2,072,721	102,649
Computer System	2,323,169	46,489	-	2,369,658	2,176,756	113,215	-	2,289,971	79,687
Office Improvements	788,336	-	-	788,336	788,336	-	-	788,336	-
Total (A)	5,982,661	108,042	-	6,090,703	5,699,096	202,432	-	5,901,528	189,175
ii) Intangible assets									
Goodwill	7,635,920	-	-	7,635,920	7,635,920	-	-	7,635,920	-
Trade Marks	2,082,760	-	-	2,082,760	1,807,734	208,276	-	2,016,010	66,750
Computer Software	350,000	-	-	350,000	350,000	-	-	350,000	-
Website Development	151,000	-	-	151,000	47,881	30,200	-	78,081	72,919
Total (B)	10,219,680	-	-	10,219,680	9,841,535	238,476	-	10,080,011	139,669
Total (A) + (B)	16,202,341	108,042	-	16,310,383	15,540,631	440,908	-	15,981,539	328,844

Amount in ₹									
Particulars	Gross block				Depreciation/ Amortisation				Net block
	As at 01/04/2016	Additions	Adjustments/ Deletions	As at 31/03/2017	As at 01/04/2016	Additions	Adjustments/ Deletions	As at 31/03/2017	W.D.V. as on 31/03/2017
i) Tangible assets									
Furniture And Fixtures	757,339	-	-	757,339	719,582	21,808	-	741,390	15,949
Office Equipments	2,093,820	19,997	-	2,113,817	1,898,026	94,588	-	1,992,614	121,203
Computer System	3,463,788	315,167	(1,455,786)	2,323,169	3,427,119	185,923	(1,436,286)	2,176,756	146,413
Office Improvements	2,365,008	-	-	2,365,008	1,576,672	788,336	-	2,365,008	-
Total (A)	8,679,955	335,164	(1,455,786)	7,559,333	7,621,399	1,090,655	(1,436,286)	7,275,768	283,565
ii) Intangible assets									
Goodwill	7,635,920	-	-	7,635,920	7,635,920	-	-	7,635,920	-
Trade Marks	2,000,000	82,760	-	2,082,760	1,600,000	207,734	-	1,807,734	275,026
Computer Software	350,000	-	-	350,000	350,000	-	-	350,000	-
Website Development	95,000	56,000	-	151,000	19,000	28,881	-	47,881	103,119
Total (B)	10,080,920	138,760	-	10,219,680	9,604,920	236,615	-	9,841,535	378,145
Total (A) + (B)	18,760,875	473,924	(1,455,786)	17,779,013	17,226,319	1,327,270	(1,436,286)	17,117,303	661,710

Amount in ₹

Particulars	Amount in ₹		
	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
3 Non current investments			
Investments carried at cost			
Subsidiary company:			
50 Equity shares of AED 1,000 each in EMDI (Overseas) FZ LLC	16,10,02,810	16,10,02,810	16,10,02,810
Limited Liability Partnership:			
EMDI Wedding Academy LLP - Partner's capital - (50% share in profit / (loss))	1,00,000	1,00,000	1,00,000
Investments carried at fair value through OCI			
Equity shares - Un quoted			
245,554 Equity shares of ₹ 10 each in AAT Academy India Ltd. (refer note no. 29)	1,00,00,000	5,04,00,000	5,04,00,000
50,000 Equity shares of ₹ 10 each in Vyom Events & Entertainment Pvt Ltd (erstwhile Minds Eye Production Pvt. Ltd)	-	-	-
Total	17,11,02,810	21,15,02,810	21,15,02,810

Notes to Standalone Financial Statements for the year ended 31st March, 2018

Amount in ₹

Particulars	Amount in ₹		
	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
4 Long term loans			
Inter corporate deposits	3,00,00,000	3,00,00,000	3,00,00,000
Deposits	16,08,249	14,36,358	17,98,150
Total	3,16,08,249	3,14,36,358	3,17,98,150
5 Deferred tax asset (net)			
Deferred tax assets (gross)			
On depreciation differential	17,49,490	22,52,252	22,61,700
On provision of gratuity	2,23,560	2,08,107	1,53,756
On provision for doubtful debts	4,73,980	5,63,307	5,63,307
	24,47,030	30,23,666	29,78,763
Deferred Tax Liability (gross)			
On depreciation differential	-	-	-
On FV of investments	(97,935)	(1,38,961)	(2,34,710)
	(97,935)	(1,38,961)	(2,34,710)
Total	23,49,095	28,84,705	27,44,053
6 Non-current tax assets (net)			
Advance income tax (net)	12,56,885	17,21,292	7,81,517
Total	12,56,885	17,21,292	7,81,517
7 Other non-current assets			
Deferred rent expense	1,75,959	3,67,913	-
Total	1,75,959	3,67,913	-
8 Investments			
Investments measured at Fair Value Through Profit & Loss In Mutual Fund- Quoted*			
IDFC dynamic bond fund- growth	Amount	-	34,03,772
	Units	-	1,85,378
Birla sun life cash plus growth plan	Amount	3,76,753	1,56,25,294
	Units	1,348.85	31,899.46
Birla sun life floating rate fund long term growth plan	Amount	33,52,996	31,24,419
	Units	15,571.70	15,571.70
Total		37,29,749	1,87,49,713
* original cost of the above investments		33,53,075	1,83,00,000
9 Trade receivable			
Considered good	26,281	18,23,812	1,60,550
Considered doubtful	18,23,000	18,23,000	18,23,000
	18,49,281	36,46,812	19,83,550
Less: Provision for doubtful debts	(18,23,000)	(18,23,000)	(18,23,000)
Total	26,281	18,23,812	1,60,550

Notes to Standalone Financial Statements for the year ended 31st March, 2018

Amount in ₹

Particulars	Amount in ₹		
	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
10 Cash and cash equivalents			
Balances with banks in:			
Balance with scheduled banks			
- Current accounts	5,02,322	47,74,257	63,46,823
- In fixed deposits having original maturity upto 3 months	-	-	33,88,545
Cash in hand	2,46,406	23,720	22,975
	<u>7,48,728</u>	<u>47,97,977</u>	<u>97,58,343</u>
Other bank balances			
Deposit with maturity of more than 3 months but less than 12 months from reporting date	-	2,30,081	1,15,00,000
	-	2,30,081	1,15,00,000
Total	<u>7,48,728</u>	<u>50,28,058</u>	<u>2,12,58,343</u>
11 Short term loans			
(Unsecured, Considered Good)			
Loan to subsidiaries:			
- EMDI (Overseas) FZ LLC	4,43,458	4,36,945	13,91,098
Loan to employees	2,000	19,000	6,000
Others	600	600	600
Total	<u>4,46,058</u>	<u>4,56,545</u>	<u>13,97,698</u>
12 Other Current financial assets			
Interest accrued on deposits and advances	24,30,000	-	62,289
Interest accrued on deposits and advances-related	25,798	-	-
Total	<u>24,55,798</u>	<u>-</u>	<u>62,289</u>
13 Other current assets			
Prepaid expenses	13,37,928	16,73,457	9,78,357
Balances with government authorities	13,35,868	4,77,316	3,41,946
Other advances	22,00,000	-	-
Current portion of deferred rent expense	1,91,954	1,91,954	1,75,963
Total	<u>50,65,750</u>	<u>23,42,727</u>	<u>14,96,266</u>
14 Equity share capital			
Authorised			
		Number of equity shares	Amount in ₹
Equity shares of ₹ 10 each			
As at 01 April 2017		1,17,00,000	11,70,00,000
Increase/(decrease) during the year		-	-
As at 31 March 2018		<u>1,17,00,000</u>	<u>11,70,00,000</u>
		Number of equity shares	Amount in ₹
Equity shares of ₹ 10 each			
As at 01 April 2016		1,17,00,000	11,70,00,000
Increase/(decrease) during the year		-	-
As at 31 March 2017		<u>1,17,00,000</u>	<u>11,70,00,000</u>

Notes to Standalone Financial Statements for the year ended 31st March, 2018

	Number of equity shares	Amount in ₹ Amount in ₹
Issued, Subscribed and fully paid up		
Equity shares of ₹ 10 each		
As at 01 April 2017	79,07,715	7,90,77,150
Increase/(decrease) during the year	-	-
As at 31 March 2018	79,07,715	7,90,77,150
Equity shares of ₹ 10 each		
As at 01 April 2016	79,07,715	7,90,77,150
Increase/(decrease) during the year	-	-
As at 31 March 2017	79,07,715	7,90,77,150
Forfeited Shares		
Equity shares of ₹ 10 each ₹ 2.5 paid up		
As at 01 April 2017	1,550	3,875
Increase/(decrease) during the year	-	-
As at 31 March 2018	1,550	3,875
Particulars		
Amount in ₹		
Equity shares of ₹ 10 each ₹ 2.5 paid up		
As at 01 April 2016	1,550	3,875
Increase/(decrease) during the year	-	-
As at 31 March 2017	1,550	3,875
a) Reconciliation of equity shares outstanding at the beginning and at the end of the reporting period		
Equity shares of ₹ 10 each		
As at 01 April 2017	79,07,715	7,90,77,150
Increase/(decrease) during the year	-	-
As at 31 March 2018	79,07,715	7,90,77,150
Equity shares of ₹ 10 each ₹ 2.5 paid up (forfeited)		
As at 01 April 2017	1,550	3,875
Increase/(decrease) during the year	-	-
As at 31 March 2018	1,550	3,875
Total as at 31 March 2018	79,09,265	7,90,81,025
Equity shares of ₹ 10 each		
As at 01 April 2016	79,07,715	7,90,77,150
Increase/(decrease) during the year	-	-
As at 31 March 2017	79,07,715	7,90,77,150
Equity shares of ₹ 10 each ₹ 2.5 paid up (forfeited)		
As at 01 April 2016	1,550	3,875
Increase/(decrease) during the year	-	-
As at 31 March 2017	1,550	3,875
Total as at 31 March 2017	79,09,265	7,90,81,025
b) Terms/rights attached to equity shares		
i) The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share.		
ii) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.		
iii) No shares have been issued for consideration other than cash. No bonus shares have been issued and no shares brought back in preceding 5 years from the date of financial statements.		
iv) The Company has issued 1,900,000 equity shares of ₹ 10 each on 13th May 2014 to Krisma Investments Private Limited (one of the member of the promoter and promoter group of the Company) on preferential allotment basis in accordance with the provisions of Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable laws.		

Notes to Standalone Financial Statements for the year ended 31st March, 2018

Amount in ₹

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
c) Shareholders holding more than 5% of the shares in the Company			
Bela Naishadh Desai			
No. of Shares	8,84,100	8,84,100	8,84,100
% holding	11.18%	11.18%	11.18%
Krisma Investments Pvt Ltd			
No. of Shares	26,13,341	26,13,341	26,13,341
% holding	33.05%	33.05%	33.05%
Koppara Sajeeve Thomas			
No. of Shares	7,84,390	7,84,390	7,84,390
% holding	9.92%	9.92%	9.92%
Nowshir Rusi Engineer			
No. of Shares	-	2,56,192	4,21,000
% holding	-	3.24%	5.32%
15 Other Equity			
Capital Reserve			
As per last Balance Sheet	2,62,75,000	2,62,75,000	2,62,75,000
Increase/(decrease) during the year	-	-	-
	<u>2,62,75,000</u>	<u>2,62,75,000</u>	<u>2,62,75,000</u>
Share Premium			
As per last Balance Sheet	28,55,79,100	28,55,79,100	28,55,79,100
Increase/(decrease) during the year	-	-	-
	<u>28,55,79,100</u>	<u>28,55,79,100</u>	<u>28,55,79,100</u>
General Reserve			
As per last Balance Sheet	8,80,566	8,80,566	8,80,566
Increase/(decrease) during the year	-	-	-
	<u>8,80,566</u>	<u>8,80,566</u>	<u>8,80,566</u>
Other Comprehensive Income (OCI)			
As per last Balance Sheet	(93,820)	-	-
Increase/(decrease) during the year	(4,03,25,767)	(93,820)	-
	<u>(4,04,19,587)</u>	<u>(93,820)</u>	<u>-</u>
Retained earnings			
As per last Balance Sheet	(5,49,018)	(5,49,018)	(5,49,018)
Increase/(decrease) during the year	-	-	-
	<u>(5,49,018)</u>	<u>(5,49,018)</u>	<u>(5,49,018)</u>
Profit and loss account			
As per last Balance Sheet	(12,74,90,271)	(12,32,20,060)	(12,33,07,931)
Increase/(decrease) during the year	(1,43,13,364)	(42,70,211)	87,871
	<u>(14,18,03,635)</u>	<u>(12,74,90,271)</u>	<u>(12,32,20,060)</u>
Total	<u>12,99,62,426</u>	<u>18,46,01,557</u>	<u>18,89,65,588</u>
16 Long-term provisions			
Long term employee benefits payable			
- Gratuity	8,34,294	6,54,686	4,82,518
Total	<u>8,34,294</u>	<u>6,54,686</u>	<u>4,82,518</u>
17 Other Non- current liabilities			
Deferred revenue	9,75,000	17,75,000	7,00,000
Total	<u>9,75,000</u>	<u>17,75,000</u>	<u>7,00,000</u>

Notes to Standalone Financial Statements for the year ended 31st March, 2018

Amount in ₹

Particulars	Amount in ₹		
	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
18 Trade payable			
Other than micro, small and medium enterprises	20,14,225	17,22,430	2,25,125
Total	20,14,225	17,22,430	2,25,125
19 Other current financial liabilities			
Advances fees received	49,21,152	65,59,400	47,45,699
Statutory dues	3,26,430	68,137	1,67,122
Deposits	3,54,100	4,04,000	3,84,600
Other financial liability	-	12,90,609	10,23,254
Total	56,01,682	83,22,146	63,20,675
20 Short-term provisions			
Provision for employee benefits			
Gratuity	25,554	18,799	15,073
Total	25,554	18,799	15,073
21 Other current liabilities			
Deferred premier relationship fees	8,00,000	8,00,000	3,50,000
Total	8,00,000	8,00,000	3,50,000

Amount in ₹

Particulars	Amount in ₹	
	2017-18	2016-17
22 Revenue from operations		
Course fees	2,64,64,033	2,59,12,909
Form and other fees	6,32,455	3,42,015
Other Operating Incomes		
Income from premier relationship fees	8,00,000	7,25,000
Business auxiliary income	4,32,000	8,86,500
Total	2,83,28,488	2,78,66,424
23 Other income		
Interest income:		
- on bank deposits	13,023	7,07,398
- loan to subsidiary	52,508	1,66,616
- on Intercorporate deposits	27,00,000	53,42,012
- on income tax refund	27,866	-
- on others	1,71,891	2,14,071
Gain from sale / fair valuation of current investments carried at fair value through profit or loss (net)	9,80,036	16,90,788
Exchange gain	4,819	-
Sundry balances written back	13,439	-
Miscellaneous income	80,713	3,600
Total	40,44,295	81,24,485

Notes to Standalone Financial Statements for the year ended 31st March, 2018

		Amount in ₹	
Particulars	2017-18	2016-17	
24 Cost of services rendered (direct)			
Faculty fees	18,54,662	10,44,764	
Business auxiliary services	62,72,419	69,44,177	
Certification fees-EEMA	3,76,207	1,90,983	
Student activity	11,33,782	5,59,507	
Total	96,37,070	87,39,431	
25 Employee benefit expenses			
Salaries, wages and bonus	92,46,358	62,07,741	
Contribution to gratuity (also, refer note no.32)	2,45,278	1,58,740	
Leave encashment	73,771	57,743	
Staff welfare expense	1,85,806	1,68,371	
Total	97,51,213	65,92,595	
26 Other expenses			
Electricity charges	3,18,679	2,46,436	
Rent	48,37,106	46,15,901	
Repairs and maintenance	7,37,163	4,59,000	
Rates and taxes	82,466	7,300	
Auditors remuneration			
Audit fees	1,50,000	1,50,000	
Limited review fees	36,000	87,000	
Others	64,790	3,550	
Legal and professional fees	1,18,06,754	1,03,85,063	
Advertisement and marketing expenses	47,34,082	40,61,927	
Directors sitting fees	26,000	16,500	
Postage and courier	8,563	7,232	
Printing and stationery	2,06,239	1,96,527	
Company law matter and listing fees	4,49,748	3,98,823	
Telephone expenses	2,83,921	2,44,880	
Travelling expenses	14,62,959	20,17,052	
Conveyance expenses	6,61,495	3,67,440	
Interest on statutory dues	24,668	2,723	
Exchange fluctuation (gain) / loss	-	23,854	
Sundry balance written off	6,435	1,527	
Other miscellaneous expenses	4,08,960	4,71,888	
Total	2,63,06,028	2,37,64,623	
27 Earnings per share			
i) Net Profit / (Loss) after Tax as per Statement of Profit and Loss attributable to Equity shareholders (₹)	(1,43,13,364)	(42,70,211)	
ii) Number of Equity shares used as denominator for calculating Basic EPS	79,07,715	79,07,715	
iii) Number of Equity shares used as denominator for calculating Diluted EPS	79,07,715	79,07,715	
iv) Basic Earnings per share (₹)	(1.81)	(0.54)	
v) Diluted Earnings per share (₹)	(1.81)	(0.54)	
vi) Face Value per Equity share (₹)	10	10	

Notes to Standalone Financial Statements for the year ended 31st March, 2018
28 Disclosure in respect of Leases pursuant to Indian Accounting Standard (Ind AS) 17 "Leases":

	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Company as a lessee:			
Operating lease:			
The Company has taken commercial premise on non-cancellable operating leases, the future minimum lease payments in respect of which are as follows:			
Payable not later than 1 year	48,77,415	46,45,155	40,38,452
Payable later than 1 year and not later than 5 years	46,75,000	95,52,415	-
Total	95,52,415	1,41,97,570	40,38,452

29 The Company made a strategic investment in equity shares of AAT Academy India Ltd, a Company headquartered in Chennai, which runs technology-based courses in Media and Entertainment, in 2008-09. AAT has a collaboration with world leaders such as SAE, Digidesign, Qantm and others to offer training programs in Sound Engineering, Games and Games Design, Digital Filmmaking and Media Management.

The investment was made in order to penetrate the southern market for courses run by the Company. However, the Company is not successful in the venture. The Board has decided to make a provision for diminution in the value of Investment in AAT Academy India Ltd amounting to ₹ 4,04,00,000 as per the Company's policy and Indian Accounting Standard (Ind AS) 109 Financial Instruments.

30 No impairment provision has been made in the financial statements with regard to the value of investment in EMDI (Overseas) FZ LLC, whollyowned subsidiary of the Company although the net worth of the subsidiary is eroded as the management is expecting the positive trends in the results of the subsidiary on going concern basis.

31 Related Party Disclosures:

a) List of Related Parties and list of related parties with whom transactions have taken place during the year / previous year:

Subsidiary

EMDI (Overseas) FZ LLC

Joint Venture

EMDI Wedding Academy LLP - (50% Share in Profit & Loss)

Key Managerial Personnel

- 1) Mr. Nowshir Engineer - Managing Director (No transaction during the year/previous year) upto 30.06.2017.
- 2) Ms. Preeta D'souza - Chief Operating Officer w.e.f.14.12.2017
- 3) Mr. Dharmesh Parekh - Company Secretary
- 4) Mr. Samkeet Patel - Chief Financial Officer upto 24.07.2017
- 5) Ms. Dhara Shah - Chief Financial Officer w.e.f. 14.12.2017

Relative of Key Managerial Personnel

Mrs. Asha Parekh - Consultant (wife of Dharmesh Parekh)

Mr. Ronak Shah - M.S. Academy (Husband of Ms. Dhara Shah)

Enterprise over which Director of the Company having significant influence

Value Line Advisors Pvt Ltd.

La Consultants-Sole Proprietary Concern of Ms. Bela desai - Promoter Non - Executive Director

Notes to Standalone Financial Statements for the year ended 31st March, 2018

b) Transactions with related parties:

Amount in ₹

Particulars	Transaction values and balances for the year ended	
	31st March, 2018	31st March, 2017
Salary and Allowances Paid		
Dharmesh Parekh	14,65,850	13,05,000
Samkeet Patel	1,71,956	7,97,250
Preeta D'souza	5,39,350	-
Dhara Shah	1,92,500	-
Reimbursement of expenses		
Preeta D'souza	1,82,697	-
Dharmesh Parekh	15,000	15,000
La Consultants	5,282	-
Professional Fees Paid		
Value Line Advisors Pvt Ltd.	60,00,000	48,25,000
La Consultants	22,35,000	21,00,000
Asha Parekh	6,00,000	6,00,000
Ronak Shah - M S Academy	1,00,000	-
Business Auxiliary Services Received		
EMDI Wedding Academy LLP	4,32,000	8,86,500
Interest Income		
EMDI (Overseas) FZ LLC	52,508	1,66,616
Board Sitting Fees to Directors (including Conveyance)		
Abbas Patel	10,000	6,000
Anil Naik	7,000	4,500
Bela Desai	9,000	6,000
Balances receivable		
EMDI (Overseas) FZ LLC	4,43,458	4,36,945

32 Disclosure pursuant to Ind AS 19 "Employee Benefits":

The Company operates an unfunded gratuity scheme for its employees. The disclosures in respect of the scheme as required in the Indian Accounting Standard 19 - "Employee Benefits", issued by the Institute of Chartered Accountants of India are given below :

Gratuity

A. Movement in net defined benefit (asset) liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components

Particulars	Amount in ₹	
	Mar 31, 2018	March 31, 2017
Opening balance	6,73,485	4,97,591
Included in profit or loss		
Current service cost	1,95,238	1,21,113
Interest cost	50,040	37,627
	9,18,763	6,56,331
Included in OCI		
Remeasurement loss or (gain):		
Actuarial loss or (gain) arising from:		
Demographic assumptions	(30,411)	55,967
Financial assumptions	(28,504)	15,706
	(58,915)	71,673

Notes to Standalone Financial Statements for the year ended 31st March, 2018

Particulars	Amount in ₹	
	Mar 31, 2018	March 31, 2017
Other		
Liability Taken Over of Employees		
Contributions paid by the employer		
Benefits paid	-	(54,519)
	-	(54,519)
Closing balance	8,59,848	6,73,485

B. Defined benefit obligations**i. Actuarial assumptions**

The following were the weighted average assumptions used to determine benefit obligations at the reporting date.

	Mar 31, 2018	March 31, 2017
	IALM (2006-08)	IALM (2006-08)
Mortality rate during employment		
Discount rate	7.67%	7.43%
Salary escalation rate	6.00%	6.00%
Employee turnover rate	2% for all ages	2% for all ages

ii. 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.

	01/04/2017 to 31/03/2018	
	+1% movement	-1% movement
Discount rate	7,46,524	9,95,964
Future salary growth	9,94,839	7,45,632

iii. Expected future contributions to defined benefit plan

	As at 31st March, 2018	As at 31st March, 2017
1st following year (next reporting period)	25,554	18,799
2nd following year	27,842	19,243
3rd following year	33,550	26,462
4th following year	40,697	35,046
5th following year	62,339	42,737
6 to 10 years	5,05,593	4,31,910

33 Other disclosure pursuant to Ind AS 107 "Financial Instruments: Disclosures":

A (a) Category-wise classification for applicable financial assets:

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Measured at fair value through Profit or Loss (FVTPL):			
(i) Investment in mutual funds	37,29,749	1,87,49,713	34,03,772
	37,29,749	1,87,49,713	34,03,772
Measured at amortised cost:			
(i) Long-term loans	3,16,08,249	3,14,36,358	3,17,98,150
(ii) Trade receivables	26,281	18,23,812	1,60,550
(iii) Cash and cash equivalents	7,48,728	50,28,058	2,12,58,343
(iv) Short-term loans and advances	4,46,058	4,56,545	13,97,698
(v) Other current financial assets	24,55,798	-	62,289
	3,52,85,114	3,87,44,773	5,46,77,030

Notes to Standalone Financial Statements for the year ended 31st March, 2018

Particulars	Amount in ₹		
	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Measured at fair value through other comprehensive income			
(i) Investment in un quoted equity instruments (other than in subsidiary)	1,01,00,000	5,05,00,000	5,05,00,000
	<u>1,01,00,000</u>	<u>5,05,00,000</u>	<u>5,05,00,000</u>
Total	<u>4,91,14,863</u>	<u>10,79,94,486</u>	<u>10,85,80,802</u>

(b) Category-wise classification for applicable financial liabilities:

Amount in ₹

	Amount in ₹		
	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Measured at amortised cost:			
(i) Trade payables	20,14,225	17,22,430	2,25,125
(ii) Other current financial liabilities	56,01,682	83,22,146	63,20,675
Total	<u>76,15,907</u>	<u>1,00,44,576</u>	<u>65,45,800</u>

(c) Fair value hierarchy of financial assets and liabilities measured at fair value:

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of following three levels:

Level 1 - Inputs are quoted prices in active markets for identical assets or liabilities.

Level 2 - Inputs are other than quoted prices included within level 1 that are observable for the assets or liability, either directly (i.e as prices) or indirectly (i.e. derived from prices)

Level 3 - Inputs are not based on observable (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on market data.

	Amount in ₹		
	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Investments measured at fair value through profit or loss (Level 1)	37,29,749	1,87,49,713	34,03,772
Investments measured at fair value through other comprehensive income (Level 3)	1,01,00,000	5,05,00,000	5,05,00,000
Total	<u>1,38,29,749</u>	<u>6,92,49,713</u>	<u>5,39,03,772</u>

B Financial risk management

(i) Risk management framework

The Company's board of directors have overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company has exposure to the following risks arising from financial instruments:

- Liquidity risk ;
- Credit risk ; and
- Market risk

Notes to Standalone Financial Statements for the year ended 31st March, 2018
(ii) Liquidity risk

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company has no outstanding borrowings and the Company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date:

Non-derivative financial liabilities			Amount in ₹
31st March 2018	1 year or less	1-2 years	Total
Trade payables	20,14,225	-	20,14,225
Other current financial liabilities	56,01,682	-	56,01,682
31st March 2017	1 year or less	1-2 years	Total
Trade payables	17,22,430	-	17,22,430
Other current financial liabilities	83,22,146	-	83,22,146

(iii) 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. Company's major earnings is from course fees from the students and the default payment terms is to make payments in advance.

The Company establishes an allowance for impairment that represents its estimate of expected losses in respect of trade and other receivables. There are no significant trade receivables in the financial statements. Hence, there is no significant concentration of credit risk.

Cash and cash equivalents, investments and other deposits accepted by the Company are neither past due nor impaired. Cash and cash equivalents include deposits with banks.

The credit risk from deposits with banks and mutual fund investments are managed by the Company in accordance with the limit and framework as per board approval. The maximum exposure for credit risk in deposits with banks and Mutual fund investments is the carrying amount which are as follows:

	As at 31st March, 2018	As at 31st March, 2017
Term deposits with banks including interest accrued thereon	-	2,30,081
Mutual fund investments	37,29,749	1,87,49,713

(iv) Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, which will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables.

Currency risk

The risk on the Company's foreign currency transactions relate to temporary loans to its subsidiary. Amount involved in the transactions are not significant, hence currency risk associated with it is not significant in nature.

34 Movement in deferred tax balances

	Amount in ₹		
31st March 2018	Opening balance	Recognised for the year	Deferred tax Assets/ (Liability)
Depreciation on Property, plant and equipment	22,52,252	(5,02,762)	17,49,490
Provision for employee benefits (recognised as profit or loss)	2,30,254	135	2,30,389
Provision for employee benefits (recognised as other comprehensive income)	(22,147)	15,318	(6,829)
Provision for doubtful debts	5,63,307	(89,327)	4,73,980
Others	(1,38,961)	41,026	(97,935)
Total	28,84,705	(5,35,610)	23,49,095

Notes to Standalone Financial Statements for the year ended 31st March, 2018

	Amount in ₹		
31st March 2017	Opening balance	Recognised for the year	Deferred tax Assets/ (Liability)
Depreciation on Property, plant and equipment	22,61,700	(9,448)	22,52,252
Provision for employee benefits (recognised as profit or loss)	1,53,756	76,498	2,30,254
Provision for employee benefits (recognised as other comprehensive income)	-	(22,147)	(22,147)
Provision for doubtful debts	5,63,307	-	5,63,307
Others	(2,34,710)	95,749	(1,38,961)
Total	27,44,053	1,40,652	28,84,705

35 Movement provision for doubtful debts		Amount in ₹	
	As at 31st March, 2018	As at 31st March, 2017	
Opening Balance	18,23,000	18,23,000	
Addition	-	-	
Used / reversed	-	-	
Closing Balance	18,23,000	18,23,000	

36 The Company deals in business of 'Vocational Education' which is the main activity. As such, there is one reportable segment as defined by Ind AS 108 - Segmental reporting

37 First Time Adoption of Ind AS

These are the Company's first financial statements prepared in accordance with Ind AS

For the purposes of reporting as set out in Note 1, we have transitioned our basis of accounting from Indian generally accepted accounting principles ("IGAAP") to Ind AS. The accounting policies set out in note 1 have been applied in preparing the comparative information presented in these financial statements for the year ended 31 March 2017 and in the preparation of an opening Ind AS balance sheet at 1 April 2016 (the "transition date").

Consequently, in preparing these Ind AS financial statements, the Company has availed certain exemptions and complied with the mandatory exceptions provided in Ind AS 101, as explained below. The resulting difference in the carrying values of the assets and liabilities as at the transition date between the Ind AS and Previous GAAP have been recognized directly in equity (retained earnings or another appropriate category of equity). Set out below are the Ind AS 101 optional exemptions availed as applicable and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

A. Optional Exemptions availed
(a) Deemed Cost

The Company has opted paragraph D7 AA and accordingly considered the carrying value of property, plant and equipments and intangible assets as deemed cost as at the transition date.

(b) The Company has opted for exemption given under para D13AA of Appendix D to Ind AS 101 – First time adoption of Indian Accounting Standards. In accordance with this exemption opted, the Group has continued the policy of adding to/ deleting from the cost of Property, Plant and Equipment, all foreign exchange fluctuations arising on translating of Long Term Foreign Currency Monetary items utilized for acquiring the said Property, Plant and Equipment.
B. Applicable Mandatory Exceptions
(a) Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies).

Ind AS estimates as at 1 April 2015 are consistent with the estimates as at the same date made in conformity with previous GAAP. The company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP :

- Impairment of financial assets based on expected credit loss model.

(b) Classification and measurement of financial assets

As required under Ind AS 101 the Company has assessed the classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

C. Transition to Ind AS - Reconciliations

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from previous GAAP to Ind AS as required under Ind AS 101:

I. Reconciliation of Balance sheet as at April 1, 2016 (Transition Date) and as at March 31, 2017

II. A. Reconciliation of Profit and Loss as at April 1, 2016 (Transition Date) and as at March 31, 2017

B. Reconciliation of Total Comprehensive Income for the year ended March 31, 2017

III. Reconciliation of Equity as at April 1, 2016 and as at March 31, 2017

In preparing our opening Ind AS balance sheet, we have adjusted amounts reported in financial statements prepared in accordance with IGAAP. An explanation of how the transition from IGAAP to Ind AS has affected the company's financial statements is set out in the following tables and the notes that accompany the tables. On transition, we did not revise estimates previously made under IGAAP except where required by Ind AS.

Notes to Standalone Financial Statements for the year ended 31st March, 2018

37 Disclosure pursuant to Ind AS 101 "First time adoption of Indian Accounting Standards"

I Reconciliation of Ind AS adoption on Balance Sheet:

Particulars	as at April 1, 2016		as at March 31, 2017		Amount in ₹
	IGAAP	Ind AS Adjustments	IGAAP	Ind AS Adjustments	
I ASSETS					
(1) Non-current assets					
(a) Property, Plant and Equipment	10,58,556	-	2,83,565	-	2,83,565
(b) Intangible assets	4,76,000	-	3,78,145	-	3,78,145
(c) Non-current financial assets	-	-	-	-	-
(i) Investments	21,15,02,810	-	21,15,02,810	-	21,15,02,810
(ii) Long-term loans	3,19,98,000	1,99,850	3,19,98,000	5,61,642	3,14,36,358
(d) Deferred tax assets (net)	29,78,763	2,34,710	30,23,666	1,38,961	28,84,705
(e) Other non-current tax assets	7,81,517	-	17,21,292	-	17,21,292
(f) Other non-current assets	3,41,946	3,41,946	4,77,316	1,09,403	3,67,913
	24,91,37,592	7,76,506	24,83,61,086	8,10,006	24,85,74,788
(2) Current assets					
(a) Financial Assets					
(i) Investments	26,44,193	(7,59,579)	1,83,00,000	(4,49,713)	1,87,49,713
(ii) Trade receivables	1,60,550	-	18,23,812	-	18,23,812
(iii) Cash and cash equivalents	2,12,58,343	-	50,28,058	-	50,28,058
(iv) Short-term loans and advances	13,97,698	-	4,56,545	-	4,56,545
(v) Other current financial assets	62,289	-	-	-	-
(b) Other current assets	9,78,357	(5,17,909)	16,73,457	(6,69,270)	23,42,727
	2,65,01,430	(12,77,488)	2,77,78,918	(11,18,983)	2,84,00,855
	27,56,39,022	(5,00,982)	27,61,40,004	(3,08,977)	27,69,75,643
Total Assets					
II EQUITY AND LIABILITIES					
Equity					
(a) Equity Share capital	7,90,81,025	-	7,90,81,025	-	7,90,81,025
(b) Other Equity	18,95,14,606	5,49,018	18,68,67,580	22,66,023	18,46,01,557
	26,85,95,631	5,49,018	26,80,46,613	22,66,023	26,36,82,582
LIABILITIES					
(1) Non-current liabilities					
(a) Long-term provisions	4,82,518	-	4,82,518	-	6,54,686
(b) Other Non-current liabilities	-	(7,00,000)	7,00,000	(17,75,000)	17,75,000
	4,82,518	(7,00,000)	11,82,518	(17,75,000)	24,29,686
(2) Current liabilities					
(a) Financial Liabilities					
(i) Trade payables	2,25,125	-	17,22,430	-	17,22,430
(ii) Other current financial liabilities	63,20,675	-	83,22,146	-	83,22,146
(b) Short-term provisions	15,073	-	15,073	-	18,799
(c) Other current liabilities	-	(3,50,000)	3,50,000	(8,00,000)	8,00,000
	65,60,873	(3,50,000)	69,10,873	(8,00,000)	1,08,63,375
	27,56,39,022	(5,00,982)	27,61,40,004	(3,08,977)	27,69,75,643
Total Equity and Liabilities					

Notes to Standalone Financial Statements for the year ended 31st March, 2018

II A. Reconciliation of Ind AS adoption on Profit and Loss:				Amount in ₹
Particulars	Note no.	2016-17	Ind AS Adjustments	Ind AS
Revenue from operations	1	2,93,91,424	15,25,000	2,78,66,424
Other income		82,20,280	95,795	81,24,485
Total income		3,76,11,704	16,20,795	3,59,90,909
Expenses				
Cost of Services Rendered (direct)		87,39,431	-	87,39,431
Employee benefits expense		66,64,268	71,673	65,92,595
Depreciation and amortisation expense		13,27,270	-	13,27,270
Other expenses		2,35,72,664	(1,91,959)	2,37,64,623
Total expenses		4,03,03,633	(1,20,286)	4,04,23,919
Profit / (Loss) before exceptional items and tax		(26,91,929)	17,41,081	(44,33,010)
Exceptional items		-	-	-
Profit / (Loss) before tax		(26,91,929)	17,41,081	(44,33,010)
Tax expense				
(1) Current tax		-	-	-
(2) Deferred tax asset / (liability)		44,903	(1,17,896)	1,62,799
Profit / (Loss) for the year		(26,47,026)	16,23,185	(42,70,211)
Other comprehensive income:				
Items that will not be reclassified to profit or loss				
Remeasurement of net defined benefit liability Gain/(Loss)		-	71,673	(71,673)
Income tax relating to items not reclassified		-	22,147	(22,147)
Total comprehensive income / (loss) for the year - net of tax		(26,47,026)	17,17,005	(43,64,031)

B. Comprehensive income reconciliation

	For the year ended 31st March, 2016
Profit / (Loss) before tax as per IGAAP	(26,47,026)
Ind AS adjustments	
-Operating lease rentals of lease hold premise	(1,91,959)
-Interest on security deposit for lease	2,14,071
-Reversal of premier relationship fees accounted on time proportion basis	(15,25,000)
-Fair valuation of investments (FVTPL)	(3,09,866)
-Remeasurement of net defined benefit liability Gain/(Loss)	93,820
-Deferred tax assets / (Deferred tax liability) on Ind AS adjustments	95,749
Total Ind AS Impact on profit / (Loss) for the year	(16,23,185)
Profit / (Loss) as per Ind AS	(42,70,211)
Other comprehensive income:	
Items that will not be reclassified to profit or loss	
Remeasurement of net defined benefit liability Gain/(Loss)	71,673
Income tax relating to items not reclassified	22,147
Total comprehensive income for the year - net of tax	(43,64,031)

II Reconciliation of Equity as at April 1, 2016 and as at March 31, 2017			Amount in ₹
Particulars	31st March, 2017	1st April, 2016	
Equity as per IGAAP	26,59,48,605	26,85,95,631	
Ind AS adjustments			
-Operating lease rentals of lease hold premise	(1,91,959)	(3,99,900)	
-Interest on security deposit for lease	2,14,071	3,76,013	
-Reversal of premier relationship fees accounted on time proportion basis	(15,25,000)	(10,50,000)	
-Fair valuation of investments through profit or loss	(3,09,866)	7,59,579	
-Deferred tax assets / (Deferred tax liability) on Ind AS adjustments	95,749	(2,34,710)	
-Impact of opening balance(1st April, 2016)	(5,49,018)	-	
Total Ind AS Impact	(22,66,023)	(5,49,018)	
Equity as per Ind AS	26,36,82,582	26,80,46,613	

Notes to Standalone Financial Statements for the year ended 31st March, 2018
2c. Transition to Ind AS:

For the purposes of reporting as set out in Note 1, we have transitioned our basis of accounting from Indian generally accepted accounting principles ("IGAAP") to Ind AS. The accounting policies set out in note 1 have been applied in preparing the comparative information presented in these financial statements for the year ended 31 March 2017 and in the preparation of an opening Ind AS balance sheet at 1 April 2016 (the "transition date").

Consequently, in preparing these Ind AS financial statements, the Company has availed certain exemptions and complied with the mandatory exceptions provided in Ind AS 101, as explained below. The resulting difference in the carrying values of the assets and liabilities as at the transition date between the Ind AS and Previous GAAP have been recognized directly in equity (retained earnings or another appropriate category of equity). Set out below are the Ind AS 101 optional exemptions availed as applicable and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

In preparing our opening Ind AS balance sheet, we have adjusted amounts reported in financial statements prepared in accordance with IGAAP. An explanation of how the transition from IGAAP to Ind AS has affected the company's financial statements is set out in the following tables and the notes that accompany the tables. On transition, we did not revise estimates previously made under IGAAP except where required by Ind AS.

Foot notes to the reconciliation of equity as at 1st April, 2016 and 31st March, 2017 and Statement of Profit and Loss for the year ended 31st March 2017
1 Revenue recognition:

Premier relationship fees receivable under business association agreements are taken to income over the period of agreement As per Ind As 18 Revenue.

2 Change in fair valuation of Investments:

Under previous GAAP, current investments were measured at lower of cost or fair value and long term investments were measured at cost less diminution in value which is other than temporary. Under Ind AS Financial assets other than amortized cost are subsequently measured at fair value. The Company has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of equity investments not held for trading. Investment in Mutual Funds, have been classified as fair value through statement of profit and loss and changes in fair value are recognised in statement of profit or loss.

3 Interest free security deposits

The company has given interest free security deposit for property taken on lease from third parties. These security deposit are measured at amortised cost as per Ind As 109-Financial Instruments. The interest income on security deposit is recognised in the statement of profit and loss as per the Effective Interest Rate method and prepaid rent expense recognised in the statement of profit and loss under straight line method

4 Employee benefits :

Both under Indian GAAP and Ind-AS, the company recognised costs related to its post-employment defined benefit plan on an actuarial basis. Under Indian GAAP, the entire cost, including actuarial gains and losses, are charged to profit or loss. Under Ind-AS, remeasurements comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through Other comprehensive income.

38. Previous year figures have been regrouped / reclassified wherever necessary.

As per our report of even date

For A.T.Jain & Co
 Chartered Accountants
 Firm's Registration No.: 103886W

Sushil Jain
 Partner
 Membership No.: 033809

Place: Mumbai
 Date: 30th May, 2018

For and on behalf of the Board of Directors

Bela Desai
 Director
 (DIN:00917442)

Dharmesh Parekh
 Company Secretary

Place: Mumbai
 Date: 30th May, 2018

Abbas Patel
 Director
 (DIN:00547281)

Preeta D'Souza
 Chief Executive Officer

Dhara Shah
 Chief Financial Officer

Form AOC -1

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A" : Subsidiaries

(₹ in lakhs)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	EMDI (Overseas) FZ LLC
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	1st April, 2017 to 31st March, 2018
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	AED = INR 17.65
4.	Share Capital	8.82
5.	Reserves & Surplus	-0.90
6.	Total Assets	186.59
7.	Total Liabilities	178.67
8.	Investments	-
9.	Turnover	451.27
10.	Profit before taxation	9.59
11.	Provision for taxation	-
12.	Profit after taxation	9.59
13.	Proposed dividend	-
14.	% of shareholding	100%

Notes :

- There is not subsidiary which is yet to commence operations.
- There are no subsidiary which have been liquidated or sold during the year.

Part "B" : Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

(₹ in lakhs)

Sl. No.	Names of Associates / Joint Ventures	EMDI Wedding Academy LLP
1.	Latest audited Balance Sheet Date	31 st March, 2018
2.	Shares of Associate/Joint Ventures held by the company on the year end	
	No.	-
	Amount of Investment in Associates/Joint Venture	1.00
	Extent of Holding %	50%
3.	Description of how there is significant influence	N.A.
4.	Reason why the associate/joint venture is not consolidated	N.A.
5.	Net worth attributable to shareholding as per latest audited Balance Sheet	3.24
6.	Profit / (loss) for the year	(0.04)
	i. Considered in consolidation	(0.02)
	ii. Not considered in consolidation	(0.02)

Notes :

- There are no associates or joint ventures which are yet to commence operations.
- There are no associates or joint ventures which have been liquidated or sold during the year.

As per our report of even date

For A.T.Jain & Co
Chartered Accountants
Firm's Registration No.: 103886W

Sushil Jain
Partner
Membership No.: 033809

Place: Mumbai
Date: 30th May, 2018

For and on behalf of the Board of Directors

Bela Desai
Director
(DIN:00917442)

Dharmesh Parekh
Company Secretary

Place: Mumbai
Date: 30th May, 2018

Abbas Patel
Director
(DIN:00547281)

Preeta D'Souza
Chief Executive Officer

Dhara Shah
Chief Financial Officer

INDEPENDENT AUDITOR'S REPORT

To,

The Members of GREYCELLS EDUCATION LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **GREYCELLS EDUCATION LIMITED** ("hereinafter referred to as the Holding Company") and its subsidiary and jointly controlled entity (the Holding Company, its subsidiary and its jointly controlled entity together referred to as "the Group"), comprising of consolidated Balance Sheet as at March 31, 2018, the consolidated Statement of Profit and Loss (including other comprehensive income), the consolidated Cash Flow Statement and the statement of changes in equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Standalone Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated cash flows and changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting standards) Rules 2015 (as amended) 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 the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone 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 preparation of the consolidated financial statements by the Directors of the Holding company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2018, and their consolidated loss (including other comprehensive income), their consolidated cash flows and the changes in equity for the year ended on that date.

Emphasis of Matter

We draw attention to Note No.30 to consolidated financial statements, which states although the wholly owned subsidiary- EMDI (Overseas) FZ LLC, Dubai has accumulated losses, the same has been consolidated on the going concern basis for the reasons stated in the said note.

Other Matter

The comparative financial information of the Group for the year ended 31st March, 2017 and the transition date opening balance sheet as at 1st April, 2016 included in these consolidated financial statements, are based on the previously issued statutory financial statements for the year ended 31st March, 2017 and 31st March, 2016 prepared in accordance with the Companies (Accounting Standards) Rules, 2006 (as amended) which were audited by other auditors, on which they expressed an qualified opinion dated 15th May 2017 and unmodified opinion dated 19th May 2016 respectively. The adjustments to those financial statements for the differences in accounting policies adopted by the Group on transition have been audited by us.

We did not audit the financial information of the subsidiary - EMDI (Overseas) FZ LLC included in the consolidated financial results, whose financial information reflect total assets of Rs. 221.11 lakhs as at 31st March 2018, total revenues of Rs. 451.27 lakhs and total net profit of Rs.9.59 lakhs for the year ended on that date, as considered in the consolidated financial results. The financial statements of the subsidiary have been audited by other auditor whose report has 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 this subsidiary our report in terms of sub-section (3) of Section 143 of the Act, in so far it relates to the aforesaid subsidiary company is based solely on the reports of the other auditor.

The Financial Statement also includes the Group's share of net loss of Rs.0.02 lakhs for year ended 31st March, 2018, in respect of EMDI Wedding Academy LLP – Jointly Controlled Entity, whose financial statements have not been reviewed by us. These financial statements are not audited nor reviewed by any other person and have been furnished to us by the Management and our opinion, in so far as it relates to the amounts and disclosures included in respect of this jointly controlled entity is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated financial statements above, and our report on Other Legal and Regulatory Requirements below is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditor.

Report on other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and other auditor's report on separate financial statements and other financial information of the subsidiary company and Jointly Controlled Entity, referred in the other matters paragraph above, we report, to the extent applicable, that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books;
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement and the statement of changes in equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 3 of the Companies (Indian Accounting Standard) Rules, 2015 (as amended);
- e) On the basis of the written representations received from the Directors of the Holding company and its subsidiary company as on March 31, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our Report in "Annexure A" which is based on the auditor's report of the Holding company being the only company in the Group which is incorporated in India; and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. There were no pending litigation which would impact the consolidated financial position of the Group.
 - ii. The Group did not have any long term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary company.

For M/s. A.T. Jain & Co.
Chartered Accountants
(Registration No. 103886W)

(Sushil T Jain)
Partner
Membership No. 033809

Place : Mumbai.
Date : 30th May, 2018

Annexure-A to the Independent Auditors' Report on the consolidated Financial Statements of Greycells Education Limited
Report on the Internal Financial Controls over Financial Reporting under clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of 31 March, 2018 and for the year ended as on that date, we have audited the internal financial controls over financial reporting of **GREYCELLS EDUCATION LIMITED** ("herein after referred to as the Holding Company") being the only company in the Group which is incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Holding Company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("the Guidance Note") and the Standards on Auditing prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes accordance with in generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statement in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanation given to us, the Company has in all material respects, an adequate internal, financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For M/s. A.T. Jain & Co.
Chartered Accountants
(Registration No. 103886W)

(Sushil T Jain)
Partner
Membership No. 033809

Place : Mumbai.
Date : 30th May, 2018

Consolidated Balance Sheet as at 31 March 2018

CIN No: L65910MH1983PLC030838

(Amount in ₹)

Particulars	Notes	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
I ASSETS				
(1) Non-current assets				
(a) Property, Plant and Equipment	3	6,65,741	13,91,123	23,18,564
(b) Intangible assets	3	17,28,41,832	17,31,37,761	17,30,61,442
(c) Non-current financial assets				
(i) Investments	4	1,01,59,971	5,05,62,393	5,05,64,992
(ii) Long-term loans	5	3,20,79,939	3,19,07,778	3,22,80,370
(d) Deferred tax Assets (Net)	6	23,49,095	28,84,705	27,44,053
(e) Other non-current tax assets	7	12,56,885	17,21,292	7,81,517
(f) Other non-current assets	8	1,75,959	3,67,913	-
		21,95,29,422	26,19,72,965	26,17,50,938
(2) Current assets				
(a) Financial Assets				
(i) Investments	9	37,29,749	1,87,49,713	34,03,772
(ii) Trade receivables	10	57,71,448	52,28,163	32,69,672
(iii) Cash and cash equivalents	11	1,01,26,700	94,00,880	2,83,98,128
(iv) Short-term loans and advances	12	55,010	1,06,900	1,62,875
(v) Other current financial assets	13	24,41,529	2,881	62,289
(b) Other current assets	14	71,10,954	56,66,046	36,56,379
		2,92,35,390	3,91,54,583	3,89,53,115
Total Assets		24,87,64,812	30,11,27,548	30,07,04,053
II EQUITY AND LIABILITIES				
Equity				
(a) Equity Share capital	15	7,90,81,025	7,90,81,025	7,90,81,025
(b) Other Equity	16	14,18,62,171	19,66,97,384	20,38,63,406
		22,09,43,196	27,57,78,409	28,29,44,431
LIABILITIES				
(1) Non-current liabilities				
(a) Long-term provisions	17	44,89,208	29,54,906	25,74,212
(b) Other Non-current liabilities	18	23,88,001	17,75,000	7,00,000
		68,77,209	47,29,906	32,74,212
(2) Current liabilities				
(a) Financial Liabilities				
(i) Trade payables	19	30,65,569	17,22,430	2,25,125
(ii) Other current financial liabilities	20	1,70,53,284	1,80,78,004	1,38,95,212
(b) Short-term provisions	21	25,554	18,799	15,073
(c) Other current liabilities	22	8,00,000	8,00,000	3,50,000
		2,09,44,407	2,06,19,233	1,44,85,410
Total Equity and Liabilities		24,87,64,812	30,11,27,548	30,07,04,053

Notes 1 to 39 form an integral part of the financial statements

As per our report of even date

For A.T.Jain & Co
Chartered Accountants
Firm's Registration No.: 103886W

Sushil Jain
Partner
Membership No.: 033809

Place: Mumbai
Date: 30th May, 2018

For and on behalf of the Board of Directors

Bela Desai
Director
(DIN:00917442)

Dharmesh Parekh
Company Secretary

Place: Mumbai
Date: 30th May, 2018

Abbas Patel
Director
(DIN:00547281)

Preeta D'Souza
Chief Executive Officer

Dhara Shah
Chief Financial Officer

Consolidated Statement of Profit and Loss For the year ended 31 March 2018

CIN No: L65910MH1983PLC030838

(Amount in ₹)

Particulars	Notes	2017-18	2016-17
Revenue from operations	23	7,30,65,837	7,09,86,773
Other income	24	43,81,605	79,60,974
Total income		7,74,47,442	7,89,47,747
Expenses			
Cost of Services Rendered (direct)	25	1,49,47,020	1,38,72,529
Employee benefits expense	26	2,82,24,303	2,41,37,815
Depreciation and amortisation expense		18,29,344	16,06,034
Other expenses	27	4,64,69,919	4,72,01,921
Total expenses		9,14,70,586	8,68,18,299
Profit/(loss) before share of profit/(loss) of joint ventures, exceptional item and tax		(1,40,23,144)	(78,70,552)
Exceptional items		-	-
Profit/(Loss) before share of profit/loss of joint ventures and tax		(1,40,23,144)	(78,70,552)
Tax expense			
(1) Current tax		-	-
(2) Deferred tax asset / (liability)		(5,50,928)	1,62,799
Net Profit / (Loss) from ordinary activities after tax and before share of Profit (Loss) of joint ventures		(1,45,74,072)	(77,07,753)
Share of profit/(loss) of associates and joint ventures		(2,422)	(2,599)
Net Profit / (Loss) for the period		(1,45,76,494)	(77,10,352)
Other comprehensive income:			
A. Items that will not be reclassified to profit or loss			
Re-measurement of net defined benefit liability gain/(loss)		58,915	(71,673)
Changes in fair values of investment in equity carried at fair value through OCI		(4,04,00,000)	-
Income tax relating to items not reclassified		15,318	(22,147)
B. Items that will be reclassified to profit or loss			
Exchange differences on translation of foreign operations		(67,048)	(6,38,151)
Total comprehensive income for the year - net of tax		(5,49,69,309)	(84,42,323)
Earnings per share			
Basic earnings (loss) per share		(1.84)	(0.97)
Diluted earnings (loss) per share		(1.84)	(0.97)

Notes 1 to 39 form an integral part of the financial statements

As per our report of even date

For and on behalf of the Board of Directors

For A.T.Jain & Co
Chartered Accountants
Firm's Registration No.: 103886W

Bela Desai
Director
(DIN:00917442)

Abbas Patel
Director
(DIN:00547281)

Sushil Jain
Partner
Membership No.: 033809

Dharmesh Parekh
Company Secretary

Preeta D'Souza
Chief Executive Officer

Place: Mumbai
Date: 30th May, 2018

Place: Mumbai
Date: 30th May, 2018

Dhara Shah
Chief Financial Officer

Statement of Changes in Equity for the year ended 31st March, 2018

For the year ended 31 March 2018

A. Equity share capital

Particulars	Number of equity shares	Amount in ₹	Particulars	Number of equity shares	Amount in ₹
Equity shares of INR 10 each			Equity shares of INR 10 each		
As at 01 st April 2017	79,07,715	7,90,77,150	As at 01 April 2016	79,07,715	7,90,77,150
Increase/(decrease) during the year	-	-	Increase/(decrease) during the year	-	-
As at 31st March 2018	79,07,715	7,90,77,150	As at 31st March 2017	79,07,715	7,90,77,150
Equity shares of INR 10 each ₹ 2.5 paidup (forfeited)			Equity shares of INR 10 each ₹ 2.5 paidup (forfeited)		
As at 01 st April 2017	1,550	3,875	As at 1 st April 2016	1,550	3,875
Increase/(decrease) during the year	-	-	Increase/(decrease) during the year	-	-
As at 31st March 2018	1,550	3,875	As at 31st March 2017	1,550	3,875
Total as at 31st March 2018	79,09,265	7,90,81,025	Total as at 31st March 2017	79,09,265	7,90,81,025

Reserves and surplus

Particulars	Capital Reserve	Share Premium	General Reserve	Retained Earnings	Profit and loss account	Other Comprehensive Income	Total equity
Balance as at 1st April 2017	2,62,75,000	28,55,79,100	8,80,566	(5,49,018)	(11,51,68,805)	(93,820)	19,69,23,023
Profit / (Loss) for the year	-	-	-	-	(1,45,74,072)	-	(1,45,74,072)
Other comprehensive income	-	-	-	-	-	(4,03,25,767)	(4,03,25,767)
Total comprehensive income for the year	-	-	-	-	(1,45,74,072)	(4,03,25,767)	(5,48,99,839)
Balance as at 31st March 2018	2,62,75,000	28,55,79,100	8,80,566	(5,49,018)	(12,97,42,877)	(4,04,19,587)	14,20,23,184
Balance as at 1st April 2016	2,62,75,000	28,55,79,100	8,80,566	(5,49,018)	(10,74,61,051)	-	20,47,24,597
Profit / (Loss) for the year	-	-	-	-	(77,07,754)	-	(77,07,754)
Other comprehensive income	-	-	-	-	-	(93,820)	(93,820)
Total comprehensive income for the year	-	-	-	-	(77,07,754)	(93,820)	(78,01,574)
Balance as at 31st March 2017	2,62,75,000	28,55,79,100	8,80,566	(5,49,018)	(11,51,68,805)	(93,820)	19,69,23,023

As per our report of even date

For and on behalf of the Board of Directors

For **A.T.Jain & Co**
Chartered Accountants
Firm's Registration No.: 103886W

Bela Desai
Director
(DIN:00917442)

Abbas Patel
Director
(DIN:00547281)

Sushil Jain
Partner
Membership No.: 033809

Dharmesh Parekh
Company Secretary

Preeta D'Souza
Chief Executive Officer

Place: Mumbai
Date: 30th May, 2018

Place: Mumbai
Date: 30th May, 2018

Dhara Shah
Chief Financial Officer

Consolidated Statement of Cash Flows for the year ended 31st March, 2018

CIN No: L65910MH1983PLC030838

(Amount in ₹)

Particulars	31st March 2018	31st March 2017
Cash flow from operating activities		
Net Profit/ (Loss) before Tax	(1,40,23,144)	(78,70,552)
Adjustments for:		
Depreciation, amortisation, impairment and obsolescence (net)	18,29,344	16,06,034
Interest income	(29,21,517)	(62,63,481)
Profit on sale of fixed assets	-	(3,600)
Profit on sale of investments (net) [including fair valuation]	(9,80,036)	(16,90,788)
Provision for bad debts	-	14,26,059
Payables written back	(13,439)	-
Operating profit before working capital changes	(1,61,08,792)	(1,27,96,328)
Adjustments for:		
(Increase)/decrease in trade and other receivables	(19,51,402)	(39,76,484)
Increase/(decrease) in trade payables and customer advances	25,27,964	75,02,707
	5,76,562	35,26,223
Cash generated / (used in) operations	(1,55,32,230)	(92,70,104)
Direct taxes refund/(paid) [net]	4,64,407	(9,39,775)
Foreign currency translation reserve	(67,048)	(6,38,151)
Net Cash from Operating Activities	(1,51,34,871)	(1,08,48,030)
Cash Flow from Investing Activities		
Purchase of Fixed Assets	(6,22,178)	(8,40,054)
Proceeds from sale/scrap of fixed assets	-	23,100
(Purchase)/sale of current investments (net)	1,60,00,000	(1,36,55,153)
Interest received	4,82,869	63,22,889
Net Cash Used in Investing Activities	1,58,60,691	(81,49,218)
Cash Flow from Financing Activities		
Net Cash from Financing Activities	-	-
Net (decrease)/increase in cash and cash equivalents	(A + B + C)	7,25,820
Cash and cash equivalents at beginning of the year	94,00,880	2,83,98,128
Cash and cash equivalents at end of the year	1,01,26,700	94,00,880
Components of Cash and Cash Equivalents:		
Cash on Hand	2,48,083	23,720
Balance with bank	81,31,617	91,47,079
Other bank balances	17,47,000	2,30,081
	1,01,26,700	94,00,880

Notes:

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard (Ind AS) 7 - "Cash Flow Statement".
- Previous year figures have been re-grouped and rearranged wherever necessary.
Notes 1 to 39 form an integral part of the financial statements

As per our report of even date

For A.T.Jain & Co
Chartered Accountants
Firm's Registration No.: 103886W

Sushil Jain
Partner
Membership No.: 033809

Place: Mumbai
Date: 30th May, 2018

For and on behalf of the Board of Directors

Bela Desai
Director
(DIN:00917442)

Dharmesh Parekh
Company Secretary

Place: Mumbai
Date: 30th May, 2018

Abbas Patel
Director
(DIN:00547281)

Preeta D'Souza
Chief Executive Officer

Dhara Shah
Chief Financial Officer

Notes to Consolidated Financial Statements for the year ended 31st March, 2018

Company information

Greycells Education Limited (the Holding Company) is a public limited Company incorporated and domiciled in India. Its registered office at Forum Building, 1st Floor, 11/12, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai, Maharashtra - 400013, India. The Holding Company and its subsidiary is engaged in Vocational education in Media, Entertainment and Sports Management. The Holding Company, its subsidiary and joint venture together referred as "the Company" or "the Group".

Basis of Preparation

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

The financial statements for all period up to year ended March 31, 2017 were prepared in accordance with accounting standards notified under Companies (Accounting Standards) Rules, 2006, as amended and the relevant provisions of the Act (Previous GAAP).

These are the first Ind AS financial statements of the Group prepared in accordance with Ind AS. Ind AS 101, First-time Adoption of Indian Accounting Standards has been applied for the purpose of transition to Ind AS from previous GAAP. Refer note 38 for an explanation of how the transition from Previous GAAP to Ind AS has effected the Group's financial position, financial performance and cash flows.

These financial statements have been prepared on a historical cost and accrual basis, except for certain financial assets and liabilities and defined benefit plan assets and liabilities, that are measured at fair value.

All assets and liabilities have been classified as current or non-current as per the Group's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of Group's business and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current non-current classification of assets and liabilities.

1 Basis of Consolidation:

- i) The financial statements of subsidiaries have been combined on line by line basis by adding together the book value of like items of assets, liabilities, income, expenditure after eliminating intra-group balances and intra-group transactions resulting in unrealized profits or losses as per **Indian Accounting Standard 101 (Ind AS) – "Consolidated Financial Statements"**.
- ii) The consolidated financial statements are prepared by adopting uniform accounting policies like transactions or other events in similar circumstances and are presented to the extent possible, in the same manner as the parent company's financial statements. Necessary adjustments have been made to the audited accounts of the subsidiary for adopting uniform accounting policies for the purpose of consolidation.
- iii) The functional currency of the Parent Company and its Joint Venture LLP is Indian Rupee, whereas the functional currency of its Dubai based subsidiary is its respective local currency.

All income and expenses items are translated at the average rate of exchange applicable for the period. All monetary and non-monetary assets and liabilities are translated at the closing rate as on balance sheet date. The equity share capital is stated at the exchange rate at the date of investment. Any gain / (Loss) on exchange difference arising on consolidation is recognised in the Foreign Currency Translation Reserve (FCTR) through OCI.

- iv) The difference between the Company's cost of investment in the subsidiary over its portion of equity at the time of acquisition of shares is recognized in the consolidated financial statements as Goodwill or Capital Reserve as the case may be.
- v) Interests in Joint Ventures and associates are incorporated in the consolidated financial statements using equity method of accounting after making necessary adjustments to achieve uniformity in application of accounting policies, wherever applicable. An investment in associate or joint venture is initially recognised at cost and adjusted thereafter to recognise the Company's share of profit or loss and other comprehensive income of the joint venture or associate
- vi) Consolidated financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on 31st March 2018. When the end of the reporting period of the parent is different from that of a subsidiary, if any, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the consolidated financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

2 SIGNIFICANT ACCOUNTING POLICIES:

a. Property, plant and equipment

Property, plant and equipment is recognised when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. Property, plant and equipment is stated at original cost net of tax/duty credits availed, if any, less accumulated depreciation and cumulative impairment, if any.

For transition to Ind AS, the company has elected to adopt as deemed cost, the carrying value of property, plant and equipment measured as per I-GAAP less accumulated depreciation and cumulative impairment on the transition date of April 1, 2016.

Property, plant and equipment not ready for the intended use on the date of the Balance Sheet are disclosed as "capital work-in-progress".

Depreciation is provided on the assets on their original costs up to their net residual value estimated at 1% of the original cost, pro-rata to the period of use on the written down value method, over their estimated useful life as per Schedule II to the Companies Act, 2013 except in respect of foreign subsidiary depreciation is calculated on straight line basis over the estimated useful lives of 3 years.

Based on above, the estimated useful lives of assets for the period are as follows:

Assets	Useful lives (estimated by the management) (Years)
Furniture And Fixtures	8 Years
Office Equipments	5 Years
Computer System	3 Years
Office Improvements (Initial Lease Period)	3 Years

b. Intangible assets

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortisation and cumulative impairment. Administrative and other general overhead expenses

Notes to Consolidated Financial Statements for the year ended 31st March, 2018

that are specifically attributable to acquisition of intangible assets are allocated and capitalised as a part of the cost of the intangible assets.

For transition to Ind AS, the Company has elected to adopt as deemed cost, the carrying value of Intangible assets measured as per I-GAAP less accumulated depreciation and cumulative impairment on the transition date of April 1, 2016.

A summary of amortisation policies applied to the Company's intangible assets to the extent of depreciable amount is, as follows:

- i) Goodwill over the period of five years.
- ii) Trade Mark over the period of ten years.
- iii) Website Development over the period of five years.

c. Impairment of Assets

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortisation and cumulative impairment. Administrative and other general overhead expenses that are specifically attributable to acquisition of intangible assets are allocated and capitalised as a part of the cost of the intangible assets.

e. Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of discounts and taxes.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and specific criteria have been met for each of the Company's activities as described below. The Company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

- i) Revenue from Course fees is recognised in accordance with the Proportionate Completion Method and recognised proportionately over the period of courses.
- ii) Non-refundable premier relationship fees receivable under business association agreements are taken to income over the period of agreement.
- iii) Other operational revenue represents income earned from the activities incidental to the business and is recognised when the right to receive the income is established as per the terms of the contract.

Other income

- i) Dividend income is accounted in the period in which the right to receive the same is established.
- ii) Interest income is accrued on a time basis by reference to the principal outstanding and the effective interest rate.
- iii) Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

f. Financial instruments:

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i) Financial assets - Initial recognition and measurement:

All financial assets are initially recognised at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortised cost

Financial assets - Subsequent measurement:

For the purpose of subsequent measurement of financial assets are classified in two broad categories:-

- i) Financial assets at fair value
- ii) Financial assets at amortised cost

Where assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss (i.e. fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

A financial asset that meets the following two conditions is measured at amortised cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

- i) **Business model test:** The objective of the Company's business model is to hold the financial asset to collect the contractual cash flow.
- ii) **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.

Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.

- i) **Business model test:** The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flow and selling financial assets.
- ii) **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.

All other financial asset is measured at fair value through profit or loss.

Other Investment in equity instruments:

Equity instruments which are held for trading are classified as at Fair value through profit or loss. All other equity instruments are classified as Fair value through other comprehensive income. Fair value changes on the instrument, excluding dividends, are recognised in the other comprehensive income.

Investment in debt instruments:

A debt instrument is measured at amortised cost or at Fair value through profit or loss. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as Fair value through other comprehensive income, is classified as at Fair value through profit or loss. Debt instruments included within the Fair value through profit or loss category are measured at fair value with all changes recognised in the Statement of profit and loss.

Notes to Consolidated Financial Statements for the year ended 31st March, 2018
Financial assets - Derecognition

A financial assets (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's statement of financial position) when:

- i) The rights to receive cash flows from the asset have expired, or
- ii) The Company has transferred its rights to receive cash flow from the asset.

II) Financial liabilities - Initial recognition and measurement:

The financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Financial liabilities - Subsequent measurement:

Financial liabilities are subsequently carried at amortised cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Financial Liabilities - Financial guarantee contracts:

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined and the amount recognised less cumulative amortisation.

Financial Liabilities - Derecognition:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another, from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

g. Employee Benefits
Short-term obligations:

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

Post-employment obligations

Gratuity is a post employment defined benefit plan. The Company provides for gratuity benefits to its employees as per the provisions of The Payment of Gratuity Act, 1972. The gratuity benefit scheme is unfunded and the Company's liability is actuarially determined (using the projected unit credit method) at the end of each year.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

h. Foreign Currency Translation

The functional currency and presentation currency of the company is Indian Rupee (INR). Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the statement of profit and loss of the year.

Monetary assets and liabilities in foreign currency, which are outstanding as at the year end are translated at the year end at the closing exchange rate and resultant exchange difference are recognized in the statement of profit and loss.

Non monetary assets and non-monetary liabilities denomination in foreign currency are measured at historical cost and are translated at exchange rate prevailing at the date of transaction.

i. Provision for current & deferred tax

Income tax expense represents the sum of current tax, deferred tax and adjustments for tax provisions of previous years. It is recognised in Statement of Profit and Loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current income tax:

Current tax comprises of the expected tax payable on the taxable income for the year. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current tax assets and liabilities are offset only if, the Company has a legally enforceable right to set off the recognised amounts and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax:

Deferred tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date using the tax rates and laws that are enacted or substantively enacted as on reporting date. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses and credits can be utilised. Deferred tax relating to items recognised in other comprehensive income and directly in equity is recognised in correlation to the underlying transaction.

Deferred tax assets and liabilities are offset only if Entity has a legally enforceable right to set off current tax assets against current tax liabilities and deferred tax assets and the deferred tax liabilities relate to the income taxes levied by the same taxation authority.

j. Leases

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Finance leases are capitalised at the commencement of the lease at the inception date at fair value of the leased property or, if lower, at the present value of the minimum lease payments. The corresponding liability is included in the balance sheet as a finance lease liability. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as finance costs in the statement of profit and loss.

Notes to Consolidated Financial Statements for the year ended 31st March, 2018

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Assets acquired on leases where a significant portion of the risks and rewards of ownership are retained by lessor are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term except where another systematic basis is more representative of time pattern in which economic benefits from the leased assets are consumed.

k. Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash in hand, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value and bank overdraft.

l. Provisions and Contingent Liabilities

A provision is recognised if as a result of a past event the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are not recognised but disclosed in the Financial Statements when economic inflow is probable.

m. Use of judgements, estimates and assumptions

The preparation of these financial statements is in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates, judgements and assumptions. These estimates, judgements and assumptions affect application of accounting policies and the reported amount of assets, liabilities, disclosure of contingent assets and liabilities at the date of financial statements and the reported amount of income and expenses for the periods presented.

Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Accounting estimates could change from period to period. Any revision to accounting estimates is recognised prospectively in the current and future periods, and if material, their effects are disclosed in the financial statements. Actual results could differ from the estimates. Any difference between the actual results and estimates are recognised in the period in which the results are known/materialize.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as below:

- Valuation of Financial instruments;
- Evaluation of recoverability of deferred tax assets.
- Useful lives of property, plant and equipment and intangible assets;
- Measurement of recoverable amounts of cash-generating units;
- Obligations relating to employee benefits;
- Provisions and Contingencies and;
- Provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

m. Earning per Share

Basic earnings per share are computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

Notes to Consolidated Financial Statements for the year ended 31st March, 2018

3 Property Plant & Equipment											
											Amount in ₹
Particulars	Gross block					Depreciation/ Amortisation					Net block
	As at 1 April 2017	Additions	Adjustments/ Deductions	Translation difference	As at 31 March 2018	As at 1 April 2017	For the year	Adjustments/ Deductions	Translation difference	As at 31 March 2018	As at 31 March 2018
i) Tangible assets											
Furniture And Fixtures	2,091,021	-	-	-73,659	2,017,363	1,758,989	325,976	-	-74,442	2,010,524	6,839
Office Equipments	4,507,566	109,648	-	43,972	4,661,185	3,687,448	762,771	-	-5,991	4,444,228	216,957
Computer System	2,554,863	146,400	-	133	2,701,396	2,368,065	157,218	-	-340	2,524,943	176,453
Office Improvements	2,365,008	-	-	-	2,365,008	2,365,008	-	-	-	2,365,008	-
Motar Car	934,110	366,130	934,110	-34,200	331,930	881,936	119,865	934,110	-1,252	66,438	265,492
Total (A)	12,452,568	622,178	934,110	-63,754	12,076,882	11,061,446	1,365,830	934,110	-82,026	11,411,141	665,741
Intangible assets											
Goodwill	7,635,920	-	-	-	7,635,920	7,635,920	-	-	-	7,635,920	-
Goodwill on consolidation	172,413,908	-	-	-	172,413,908	-	-	-	-	-	172,413,908
Trade Marks	2,658,940	-	-	330	2,659,270	2,038,206	433,314	-	-167,255	2,304,265	355,005
Computer Software	350,000	-	-	-	350,000	350,000	-	-	-	350,000	-
Website Development	151,000	-	-	-	151,000	47,881	30,200	-	-	78,081	72,919
Total (B)	183,209,768	-	-	330	183,210,098	10,072,007	463,514	-	-167,255	10,368,266	172,841,832
Grand Total (A+B)	195,662,336	622,178	934,110	-63,424	195,286,980	21,133,453	1,829,344	9,34,110	-249,280	21,779,407	173,507,573

Particulars	Gross block					Depreciation/ Amortisation					Net block
	1 April 2016	Additions	Adjustments/ Deductions	Translation difference	31 March 2017	1 April 2016	year	Adjustments/ Deductions	Translation difference	31 March 2017	31 March 2017
Tangible assets											
Furniture And Fixtures	1,716,544	-	-	374,477	2,091,021	1,480,979	89,361	-	188,649	1,758,989	332,032
Office Equipments	4,025,386	19,997	-	462,183	4,507,566	3,022,896	206,232	-	458,320	3,687,448	820,118
Computer System	3,673,976	315,167	-1,455,786	21,506	2,554,863	3,590,336	208,154	1,436,286	5,860	2,368,065	186,799
Office Improvements	2,365,008	-	-	-	2,365,008	1,576,672	788,336	-	-	2,365,008	-
Motar Car	475,410	-	-	458,700	934,110	266,877	16,816	-	598,243	881,936	52,174
Total (A)	12,256,324	335,164	-1,455,786	1,316,866	12,452,568	9,937,760	1,308,900	1,436,286	1,251,072	11,061,446	1,391,122
Intangible assets											
Goodwill	7,635,920	-	-	-	7,635,920	7,635,920	-	-	-	7,635,920	-
Goodwill on consolidation	172,413,908	-	-	-	172,413,908	-	-	-	-	-	172,413,908
Trade Marks	2,215,375	448,890	-	-5,325	2,658,940	1,643,841	268,253	-	126,112	2,038,206	620,734
Computer Software	350,000	-	-	-	350,000	350,000	-	-	-	350,000	-
Website Development	95,000	56,000	-	-	151,000	19,000	28,881	-	-	47,881	103,119
Total (B)	182,710,203	504,890	-	-5,325	183,209,768	9,648,761	297,134	-	126,112	10,072,007	173,137,761
Grand Total (A+B)	194,966,527	840,054	-1,455,786	1,311,541	195,662,336	19,586,521	1,606,034	1,436,286	1,377,184	21,133,453	174,528,883

Notes to Consolidated Financial Statements for the year ended 31st March, 2018

(Amount in Indian Rupees, except for share data, and if otherwise stated)

Amount in ₹

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
4 Non current investments			
Investments carried at cost			
Limited Liability Partnership:			
EMDI Wedding Academy LLP - Partner's capital - (50% share in profit / (loss))	1,00,000	1,00,000	1,00,000
Share of profit in Wedding LLP	59,971	62,393	64,992
Investments carried at fair value through OCI			
Equity shares - Un quoted			
245,554 Equity shares of ₹ 10 each in AAT Academy India Ltd. (refer note no. 30)	1,00,00,000	5,04,00,000	5,04,00,000
50,000 Equity shares of ₹ 10 each in Vyom Events & Entertainment Pvt Ltd (erstwhile Minds Eye Production Pvt. Ltd)	-	-	-
Total	1,01,59,971	5,05,62,393	5,05,64,992
5 Long term loans			
Inter corporate deposits	3,00,00,000	3,00,00,000	3,00,00,000
Deposits	20,79,939	19,07,778	22,80,370
Total	3,20,79,939	3,19,07,778	3,22,80,370
6 Deferred tax asset (net)			
Deferred tax assets (gross)			
On depreciation differential	17,49,490	22,52,252	22,61,700
On provision of gratuity	2,23,560	2,08,107	1,53,756
On provision for doubtful debts	4,73,980	5,63,307	5,63,307
	24,47,030	30,23,666	29,78,763
Deferred Tax Liability (gross)			
On depreciation differential	-	-	-
On FV of investments	(97,935)	(1,38,961)	(2,34,710)
	(97,935)	(1,38,961)	(2,34,710)
Total	23,49,095	28,84,705	27,44,053
7 Non-current tax assets (net)			
Advance income tax (net)	12,56,885	17,21,292	7,81,517
Total	12,56,885	17,21,292	7,81,517

Notes to Consolidated Financial Statements for the year ended 31st March, 2018

Amount in ₹

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
8 Other non-current assets			
Deferred rent expense	1,75,959	3,67,913	-
Total	1,75,959	3,67,913	-
9 Investments			
Investments measured at Fair Value through Profit & Loss			
In Mutual Fund- Quoted*			
IDFC dynamic bond fund- growth	Amount -	-	34,03,772
	Units -	-	1,85,378
Birla sun life cash plus growth plan	Amount 3,76,753	1,56,25,294	-
	Units 1,349	31,899	-
Birla sun life floating rate fund long term growth plan	Amount 33,52,996	31,24,419	-
	Units 15,572	15,572	-
Total	37,29,749	1,87,49,713	34,03,772
* original cost of the above investments	33,53,075	1,83,00,000	26,44,193
10 Trade receivable			
Considered good	57,71,448	52,28,163	32,69,672
Considered doubtful	24,81,619	31,80,079	20,04,279
	82,53,067	84,08,241	52,73,951
Less: Provision for doubtful debts	(24,81,619)	(31,80,079)	(20,04,279)
Total	57,71,448	52,28,163	32,69,672
11 Cash and cash equivalents			
Balances with banks in:			
Balance with scheduled banks			
- Current accounts	81,31,617	91,47,079	1,34,59,157
- In fixed deposits having original maturity upto 3 months	-	-	33,88,545
Cash in hand	2,48,083	23,720	50,426
	83,79,700	91,70,799	1,68,98,128
Other bank balances			
Deposit with maturity of more than 3 months but less than 12 months from reporting date	17,47,000	2,30,081	1,15,00,000
	17,47,000	2,30,081	1,15,00,000
Total	1,01,26,700	94,00,880	2,83,98,128

Notes to Consolidated Financial Statements for the year ended 31st March, 2018

Amount in ₹

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
12 Short term loans			
(Unsecured, Considered Good)			
Loan to employees	2,000	19,000	6,000
Others	53,010	87,900	1,56,875
Total	55,010	1,06,900	1,62,875
13 Other Current financial assets			
Interest accrued on deposits and advances	24,41,529	2,881	62,289
Interest accrued on deposits and advances-related	-	-	-
Total	24,41,529	2,881	62,289
14 Other current assets			
Prepaid expenses	33,83,132	49,96,776	31,38,470
Balances with government authorities	13,35,868	4,77,316	3,41,946
Other advances	22,00,000	-	-
Current portion of deferred rent expense	1,91,954	1,91,954	1,75,963
Total	71,10,954	56,66,046	36,56,379
15 Equity share capital		No of Equity Shares	Amount in ₹
Authorised			
Equity shares of ₹ 10 each			
As at 01 April 2017		1,17,00,000	11,70,00,000
Increase/(decrease) during the year		-	-
As at 31 March 2018		1,17,00,000	11,70,00,000
Equity shares of ₹ 10 each			
As at 01 April 2016		1,17,00,000	11,70,00,000
Increase/(decrease) during the year		-	-
As at 31 March 2017		1,17,00,000	11,70,00,000
Issued, Subscribed and fully paid up			
Equity shares of ₹ 10 each			
As at 01 April 2017		79,07,715	7,90,77,150
Increase/(decrease) during the year		-	-
As at 31 March 2018		79,07,715	7,90,77,150
Equity shares of ₹ 10 each			
As at 01 April 2016		79,07,715	7,90,77,150
Increase/(decrease) during the year		-	-
As at 31 March 2017		79,07,715	7,90,77,150
Forfeited Shares			
Equity shares of ₹ 10 each ₹ 2.5 paid up			
As at 01 April 2017		1,550	3,875
Increase/(decrease) during the year		-	-
As at 31 March 2018		1,550	3,875
Equity shares of ₹ 10 each ₹ 2.5 paid up			
As at 01 April 2016		1,550	3,875
Increase/(decrease) during the year		-	-
As at 31 March 2017		1,550	3,875

Notes to Consolidated Financial Statements for the year ended 31st March, 2018

Particulars	Number of equity shares	Amount in ₹
a) Reconciliation of equity shares outstanding at the beginning and at the end of the reporting period		
Equity shares of ₹ 10 each		
As at 01 April 2017	79,07,715	7,90,77,150
Increase/(decrease) during the year	-	-
As at 31 March 2018	79,07,715	7,90,77,150
Equity shares of ₹ 10 each ₹ 2.5 paid up (forfeited)		
As at 01 April 2017	1,550	3,875
Increase/(decrease) during the year	-	-
As at 31 March 2018	1,550	3,875
Total as at 31 March 2018	79,09,265	7,90,81,025
Equity shares of ₹ 10 each		
As at 01 April 2016	79,07,715	7,90,77,150
Increase/(decrease) during the year	-	-
As at 31 March 2017	79,07,715	7,90,77,150
Equity shares of ₹ 10 each ₹ 2.5 paid up (forfeited)		
As at 01 April 2016	1,550	3,875
Increase/(decrease) during the year	-	-
As at 31 March 2017	1,550	3,875
Total as at 31 March 2017	79,09,265	7,90,81,025

b) Terms/rights attached to equity shares

- The Company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share.
- In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.
- No shares have been issued for consideration other than cash. No bonus shares have been issued and no shares brought back in preceding 5 years from the date of financial statements.
- The Company has issued 1,900,000 equity shares of ₹10 each on 13th May 2014 to Krisma Investments Private Limited (one of the member of the promoter and promoter group of the Company) on preferential allotment basis in accordance with the provisions of Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable laws.

Particulars	As at 31st March, 2018	As at 31st March, 2017	Amount in ₹ As at 1st April, 2016
c) Shareholders holding more than 5% of the shares in the Company			
Bela Naishadh Desai			
No. of Shares	8,84,100	8,84,100	8,84,100
% holding	11.18%	11.18%	11.18%
Krisma Investments Pvt Ltd			
No. of Shares	26,13,341	26,13,341	26,13,341
% holding	33.05%	33.05%	33.05%
Koppara Sajeev Thomas			
No. of Shares	7,84,390	7,84,390	7,84,390
% holding	9.92%	9.92%	9.92%
Nowshir Rusi Engineer			
No. of Shares	-	2,56,192	4,21,000
% holding	-	3.24%	5.32%
16 Other Equity			
Capital Reserve			
As per last Balance Sheet	2,62,75,000	2,62,75,000	2,62,75,000
Increase/(decrease) during the year	-	-	-
	2,62,75,000	2,62,75,000	2,62,75,000
Share Premium			
As per last Balance Sheet	28,55,79,100	28,55,79,100	28,55,79,100
Increase/(decrease) during the year	-	-	-
	28,55,79,100	28,55,79,100	28,55,79,100

Notes to Consolidated Financial Statements for the year ended 31st March, 2018

Particulars	Amount in ₹		
	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
General Reserve			
As per last Balance Sheet	8,80,566	8,80,566	8,80,566
Increase/(decrease) during the year	-	-	-
	<u>8,80,566</u>	<u>8,80,566</u>	<u>8,80,566</u>
Other Comprehensive Income (OCI)			
As per last Balance Sheet	(93,820)	-	-
Increase/(decrease) during the year	(4,03,25,767)	(93,820)	-
	<u>(4,04,19,587)</u>	<u>(93,820)</u>	<u>-</u>
Retained earnings			
As per last Balance Sheet	(5,49,018)	(5,49,018)	(5,49,018)
Increase/(decrease) during the year	-	-	-
	<u>(5,49,018)</u>	<u>(5,49,018)</u>	<u>(5,49,018)</u>
Profit and loss account			
As per last Balance Sheet	(11,51,68,805)	(10,74,61,051)	(11,30,02,802)
Increase/(decrease) during the year	(1,45,74,072)	(77,07,754)	55,41,751
	<u>(12,97,42,877)</u>	<u>(11,51,68,805)</u>	<u>(10,74,61,051)</u>
Foreign currency translation reserve			
As per last Balance Sheet	(2,88,032)	(9,26,183)	(16,23,717)
Increase/(decrease) during the year	67,048	6,38,151	6,97,534
	<u>(2,20,984)</u>	<u>(2,88,032)</u>	<u>(9,26,183)</u>
Share of profit in LLP			
As per last Balance Sheet	62,393	64,992	20,242
Increase/(decrease) during the year	(2,422)	(2,599)	44,750
	<u>59,971</u>	<u>62,393</u>	<u>64,992</u>
Total	<u>14,18,62,171</u>	<u>19,66,97,384</u>	<u>20,38,63,406</u>
17 Long-term provisions			
Long term employee benefits payable			
- Gratuity	44,89,208	29,54,906	25,74,212
Total	<u>44,89,208</u>	<u>29,54,906</u>	<u>25,74,212</u>
18 Other Non- current liabilities			
Deferred revenue	23,88,001	17,75,000	7,00,000
Total	<u>23,88,001</u>	<u>17,75,000</u>	<u>7,00,000</u>
19 Trade payable			
Micro, Small and Medium Enterprises	-	-	-
Other than micro, small and medium enterprises	30,65,569	17,22,430	2,25,125
Total	<u>30,65,569</u>	<u>17,22,430</u>	<u>2,25,125</u>
20 Other current financial liabilities			
Advances fees received	1,27,37,616	1,47,03,786	1,19,55,564
Statutory dues	13,44,024	68,137	1,67,122
Deposits	3,54,100	4,04,000	3,84,600
Other financial liability	26,17,544	29,02,081	13,87,926
Total	<u>1,70,53,284</u>	<u>1,80,78,004</u>	<u>1,38,95,212</u>
21 Short-term provisions			
Provision for employee benefits			
Gratuity	25,554	18,799	15,073
Total	<u>25,554</u>	<u>18,799</u>	<u>15,073</u>
22 Other current liabilities			
Deferred premier relationship fees	8,00,000	8,00,000	3,50,000
Total	<u>8,00,000</u>	<u>8,00,000</u>	<u>3,50,000</u>

Notes to Consolidated Financial Statements for the year ended 31st March, 2018

Particulars	Amount in ₹	
	2017-18	2016-17
23 Revenue from operations		
Course fees	7,00,59,498	6,79,90,221
Form and other fees	17,74,339	12,92,528
Other Operating Incomes		
Income from premier relationship fees	8,00,000	7,25,000
Business auxiliary income	4,32,000	8,86,500
Event income	-	92,524
Total	7,30,65,837	7,09,86,773
24 Other income		
Interest income:		
- on bank deposits	21,760	7,07,398
- on Intercompany deposits	27,00,000	53,42,012
- on income tax refund	27,866	-
- on others	1,71,891	2,14,071
Gain from sale / fair valuation of current investments carried at fair value through profit or loss (net)	9,80,036	16,90,788
Exchange gain	4,819	-
Sundry balances written back	13,439	-
Miscellaneous income	4,61,794	6,705
Total	43,81,605	79,60,974
25 Cost of services rendered (direct)		
Faculty fees	71,64,612	43,68,670
Business auxiliary services	62,72,419	72,97,366
Certification fees-EEMA	3,76,207	6,82,402
Event expenses	-	6,72,858
Class room rent	-	2,91,725
Student activity	11,33,782	5,59,508
Total	1,49,47,020	1,38,72,529
26 Employee benefit expenses		
Salaries, wages and bonus	2,77,19,448	2,32,63,266
Contribution to gratuity (also, refer note no.32)	2,45,278	4,21,586
Leave encashment (also, refer note no.32)	73,771	57,744
Staff welfare expense	1,85,806	3,95,219
Total	2,82,24,303	2,41,37,815

Notes to Consolidated Financial Statements for the year ended 31st March, 2018

Particulars	Amount in ₹	
	2017-18	2016-17
27 Other expenses		
Electricity charges	3,18,679	2,46,436
Rent	1,12,61,971	1,12,72,888
Repairs and maintenance	7,37,163	6,50,695
Rates and taxes	82,466	2,87,411
Auditors remuneration		
Audit fees	1,50,000	2,87,606
Limited review fees	36,000	87,000
Others	64,790	3,550
Legal and professional fees	1,65,57,093	1,08,87,840
Advertisement and marketing expenses	87,88,764	1,53,19,604
Directors sitting fees	26,000	16,500
Postage and courier	8,563	39,157
Printing and stationery	2,06,239	3,72,278
Company law matter and listing fees	4,49,748	3,98,823
Telephone expenses	2,83,921	8,98,290
Travelling expenses	14,62,959	20,82,241
Conveyance expenses	6,61,495	7,33,601
Interest on statutory dues	24,668	2,724
Exchange fluctuation (gain) / loss	-	23,854
Sundry balance written off	6,435	1,527
Provision for doubtful debts	-	14,26,059
Bad-debts written off	8,60,632	7,16,286
less: provision on bad debts adjusted	-	-
Other miscellaneous expenses	44,82,333	14,47,553
Total	4,64,69,919	4,72,01,921
28 Earnings per share		
i) Net Profit / (Loss) after Tax as per Statement of Profit and Loss attributable to Equity shareholders (₹)	(1,45,74,071)	(77,07,753)
ii) Number of Equity shares used as denominator for calculating Basic EPS	79,07,715	79,07,715
iii) Number of Equity shares used as denominator for calculating Diluted EPS	79,07,715	79,07,715
iv) Basic Earnings per share (₹)	(1.84)	(0.97)
v) Diluted Earnings per share (₹)	(1.84)	(0.97)
vi) Face Value per Equity share (₹)	10	10

Notes to Consolidated Financial Statements for the year ended 31st March, 2018

Particulars	Amount in ₹		
	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
29 Disclosure in respect of Leases pursuant to Indian Accounting Standard (Ind AS) 17 "Leases":			
Company as a lessee:			
Operating lease:			
The Company has taken commercial premise on non-cancellable operating leases, the future minimum lease payments in respect of which are as follows:			
Payable not later than 1 year	48,77,415	46,45,155	40,38,452
Payable later than 1 year and not later than 5 years	46,75,000	95,52,415	-
Total	95,52,415	1,41,97,570	40,38,452

- 30** The Company had a made strategic investment in equity shares of AAT Academy India Ltd, a Company headquartered in Chennai, which runs technology-based courses in Media and Entertainment, in 2008-09. AAT has a collaboration with world leaders such as SAE, Digidesign, Qantm and others to offer training programs in Sound Engineering, Games and Games Design, Digital Filmmaking and Media Management.

The investment was made in order to penetrate the southern market for courses run by the Company. However, the Company is not successful in the venture. The Board has decided to make a provision for diminution in the value of Investment in AAT Academy India Ltd amounting to ₹ 4,04,00,000 as per the Company's policy and Indian Accounting Standard (Ind AS) 109 Financial Instruments.

No Provision for impairment has been considered in the financial statement for the Goodwill resulting on consolidation of a subsidiary EMDI (overseas) FZ LLC, wholly-owned subsidiary of the Company, where net worth has been eroded, as management is expecting the positive trend in result of the subsidiary on going concern basis.

- 31** Related Party Disclosures:

- a) List of Related Parties and list of related parties with whom transactions have taken place during the year / previous year:

Joint Venture

EMDI Wedding Academy LLP - (50% Share in Profit & Loss)

Key Managerial Personnel

- 1) Mr. Nowshir Engineer - Managing Director (No transaction during the year/previous year) upto 30.06.2017.
- 2) Ms. Preeta D'souza - Chief Operating Officer w.e.f.14.12.2017
- 3) Mr. Dharmesh Parekh - Company Secretary
- 4) Mr. Samkeet Patel - Chief Financial Officer upto 24.07.2017
- 5) Ms. Dhara Shah - Chief Financial Officer w.e.f. 14.12.2017

Relative of Key Managerial Personnel

Mrs. Asha Parekh - Consultant (wife of Dharmesh Parekh)

Mr. Ronak Shah - M.S. Academy (husband of Ms. Dhara Shah)

Enterprise over which Director of the Company having significant influence

Value Line Advisors Pvt Ltd.

La Consultants-Sole Proprietary Concern of Ms. Bela desai - Promoter Non - Executive Director

Notes to Consolidated Financial Statements for the year ended 31st March, 2018

 b) Transactions with related parties: Amount in ₹

	Transaction values and balances for the year ended	
	31st March, 2018	31st March, 2017
Salary and Allowances Paid		
Dharmesh Parekh	14,65,850	13,05,000
Samkeet Patel	1,71,956	7,97,250
Preeta D'souza	5,39,350	-
Dhara Shah	1,92,500	-
Reimbursement of expenses		
Preeta D'souza	1,82,697	-
Dharmesh Parekh	15,000	15,000
La Consultants	5,282	-
Professional Fees Paid		
Value Line Advisors Pvt Ltd.	60,00,000	48,25,000
La Consultants	51,98,594	21,00,000
Asha Parekh	6,00,000	6,00,000
Ronak Shah - M S Academy	1,00,000	1,00,000
Business Auxiliary Services Received		
EMDI Wedding Academy LLP	4,32,000	8,86,500
Board Sitting Fees to Directors (Including Conveyance)		
Abbas Patel	10,000	6,000
Anil Naik	7,000	4,500
Bela Desai	9,000	6,000

32 Disclosure pursuant to Ind AS 19 "Employee Benefits":

The Company operates an unfunded gratuity scheme for its employees. The disclosures in respect of the scheme as required in the Indian Accounting Standard 19 - "Employee Benefits", issued by the Institute of Chartered Accountants of India are given below :

Gratuity

A. Movement in net defined benefit (asset) liability

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset) liability and its components

Defined benefit obligation (INR)

Particulars	As at March 31, 2018	As at March 31, 2017
Opening balance	6,73,485	4,97,591
Included in profit or loss		
Current service cost	1,95,238	1,21,113
Interest cost	50,040	37,627
	<u>9,18,763</u>	<u>6,56,331</u>
Included in OCI		
Remeasurement loss or (gain):	-	-
Actuarial loss or (gain) arising from:	-	-
Demographic assumptions	(30,411)	55,967
Financial assumptions	(28,504)	15,706
	<u>(58,915)</u>	<u>71,673</u>
Other		
Liability Taken Over of Employees		
<u>Contributions paid by the employer</u>		
Benefits paid	-	(54,519)
	-	<u>(54,519)</u>
Closing balance	<u>8,59,848</u>	<u>6,73,485</u>

Notes to Consolidated Financial Statements for the year ended 31st March, 2018
B. Defined benefit obligations
i. Actuarial assumptions

The following were the weighted average assumptions used to determine benefit obligations at the reporting date.

Particulars	Amount in ₹	
	Mar 31, 2018	March 31, 2017
Mortality rate during employment	IALM (2006-08)	IALM (2006-08)
Discount rate	7.67%	7.43%
Salary escalation rate	6.00%	6.00%
Employee turnover rate	2% for all ages	2% for all ages

ii. 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.

Particulars	Amount in ₹	
	01/04/2017 to 31/03/2018	
	+1% movement	-1% movement
Discount rate	7,46,524	9,95,964
Future salary growth	9,94,839	7,45,632

iii. Expected future contributions to defined benefit plan

Particulars	Amount in ₹	
	As at 31st March, 2018	As at 31st March, 2017
1st following year (next reporting period)	25,554	18,799
2nd following year	27,842	19,243
3rd following year	33,550	26,462
4th following year	40,697	35,046
5th following year	62,339	42,737
6 to 10 years	5,05,593	4,31,910

33. Other disclosure pursuant to Ind AS 107 "Financial Instruments: Disclosures":

(a) Category-wise classification for applicable financial assets:

Particulars	Amount in ₹		
	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Measured at fair value through Profit or Loss (FVTPL):			
(i) Investment in mutual funds	37,29,749	1,87,49,713	34,03,772
Measured at amortised cost:			
(i) Long-term loans	3,20,79,939	3,19,07,778	3,22,80,370
(ii) Trade receivables	57,71,448	52,28,163	32,69,672
(iii) Cash and cash equivalents	1,01,26,700	94,00,880	2,83,98,128
(iv) Short-term loans and advances	55,010	1,06,900	1,62,875
(v) Other current financial assets	24,41,529	2,881	62,289
	5,04,74,626	4,66,46,602	6,41,73,334
Measured at fair value through other comprehensive income			
(i) Investment in un quoted equity instruments (other than in subsidiary)	1,01,00,000	5,05,00,000	5,05,00,000
	1,01,00,000	5,05,00,000	5,05,00,000
Total	6,43,04,375	11,58,96,315	11,80,77,106

Notes to Consolidated Financial Statements for the year ended 31st March, 2018

(b) Category-wise classification for applicable financial liabilities:

Particulars	Amount in ₹		
	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Measured at amortised cost:			
(i) Trade payables	30,65,569	17,22,430	2,25,125
(ii) Other current financial liabilities	1,70,53,284	1,80,78,004	1,38,95,212
Total	2,01,18,853	1,98,00,434	1,41,20,337

(c) Fair value hierarchy of financial assets and liabilities measured at fair value:

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of following three levels:

Level 1 - Inputs are quoted prices in active markets for identical assets or liabilities.

Level 2 - Inputs are other than quoted prices included within level 1 that are observable for the assets or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level 3 - Inputs are not based on observable (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on market data.

	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Investments measured at fair value through profit or loss (Level 1)	37,29,749	1,87,49,713	34,03,772
Investments measured at fair value through other comprehensive income (Level 3)	1,01,00,000	5,05,00,000	5,05,00,000
Total	1,38,29,749	6,92,49,713	5,39,03,772

B Financial risk management

(i) Risk management framework

The Company's board of directors have overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company has exposure to the following risks arising from financial instruments:

- Liquidity risk ;
- Credit risk ; and
- Market risk

(ii) Liquidity risk

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company has no outstanding borrowings and the Company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date:

Non-derivative financial liabilities

31st March 2018	1 year or less	1-2 years	Total
Trade payables	30,65,569	-	30,65,569
Other current financial liabilities	1,70,53,284	-	1,70,53,284
31st March 2017	1 year or less	1-2 years	Total
Trade payables	17,22,430	-	17,22,430
Other current financial liabilities	1,80,78,004	-	1,80,78,004

(iii) 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. Company's major earnings is from course fees from the students and the default payment terms is to make payments in advance.

Notes to Consolidated Financial Statements for the year ended 31st March, 2018

The Company establishes an allowance for impairment that represents its estimate of expected losses in respect of trade and other receivables. There are no significant trade receivables in the financial statements. Hence, there is no significant concentration of credit risk.

Cash and cash equivalents, investments and other deposits accepted by the Company are neither past due nor impaired. Cash and cash equivalents include deposits with banks.

The credit risk from deposits with banks and mutual fund investments are managed by the Company in accordance with the limit and framework as per board approval. The maximum exposure for credit risk in deposits with banks and Mutual fund investments is the carrying amount which are as follows:

	As at 31st March, 2018	As at 31st March, 2017
Term deposits with banks including interest accrued thereon	17,47,000	2,30,081
Mutual fund investments	37,29,749	1,87,49,713

(iv) Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, which will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables.

Currency risk

The risk on the Company's foreign currency transactions relate to temporary loans to its subsidiary. Amount involved in the transactions are not significant, hence currency risk associated with it is not significant in nature.

34 Movement in deferred tax balances

31st March 2018	Opening balance	Recognised for the year	Deferred tax Assets/ (Liability)
Depreciation on Property, plant and equipment	22,52,252	(5,02,762)	17,49,490
Provision for employee benefits (recognised as profit or loss)	2,30,254	135	2,30,389
Provision for employee benefits (recognised as other comprehensive income)	(22,147)	15,318	(6,829)
Provision for doubtful debts	5,63,307	(89,327)	4,73,980
Others	(1,38,961)	41,026	(97,935)
Total	28,84,705	(5,35,610)	23,49,095

31st March 2017	Opening balance	Recognised for the year	Deferred tax Assets/ (Liability)
Depreciation on Property, plant and equipment	22,61,700	(9,448)	22,52,252
Provision for employee benefits (recognised as profit or loss)	1,53,756	76,498	2,30,254
Provision for employee benefits (recognised as other comprehensive income)	-	(22,147)	(22,147)
Provision for doubtful debts	5,63,307	-	5,63,307
Others	(2,34,710)	95,749	(1,38,961)
Total	27,44,053	1,40,652	28,84,705

35 Movement provision for doubtful debts

	As at 31st March, 2018	As at 31st March, 2017
Opening Balance	20,04,279	20,04,279
Addition	-	-
Used / reversed	-	-
Closing Balance	20,04,279	20,04,279

Notes to Consolidated Financial Statements for the year ended 31st March, 2018

- 36 The Company deals in business of 'Vocational Education' which is the main activity. As such, there is one reportable segment as defined by Ind AS 108 - Segmental reporting

Segment wise revenue, results, assets and liabilities:

Particulars	As at 31st March, 2018	As at 31st March, 2017
Segment Revenue		
a. India	2,83,28,488	2,78,66,424
b. International	4,47,37,349	4,31,20,349
Total	7,30,65,837	7,09,86,773
Less: Inter Segment Revenue	-	-
Revenue From Operations	7,30,65,837	7,09,86,773
Segment Result		
a. India	(1,78,06,731)	(1,25,57,495)
b. International	(5,98,018)	(32,74,031)
Total	(1,84,04,749)	(1,58,31,526)
Add: Other Income	43,81,605	79,60,974
Less: (i) Interest	-	-
(ii) other Un-allocable expenditure net off un-allocable income	-	-
Add: Exceptional Items	-	-
Total Profit/(Loss) before Tax	(1,40,23,144)	(78,70,552)
	As at 31st March, 2018	As at 31st March, 2017
Segment Assets		
a. India	1,16,43,296	1,34,01,470
b. International	1,84,68,793	1,31,15,359
c. Unallocated	-	-
Total	3,01,12,089	2,65,16,829
Segment Liabilities		
a. India	1,02,50,755	1,32,93,061
b. International	1,75,70,859	1,20,56,074
c. Unallocated	-	-
Total	2,78,21,614	2,53,49,135

- 37 **Additional Information, as required under Schedule III to the Companies Act, 2013 of enterprises Consolidated as Subsidiary/Associates/ Joint Ventures :-**

- a. The Holding Company, its subsidiaries (jointly referred to as 'Group' herein under) and its Joint Venture Considered in these Consolidated Financial Statements are:

Subsidiary:

Name of the Company	Country of Incorporation	% voting power held as at 31st March, 2018	% voting power held as at 31st March, 2017
EMDI (Overseas) FZ LLC	Dubai	100%	100%

Joint Venture:

Name of the Company	Country of Incorporation	% voting power held as at 31st March, 2018	% voting power held as at 31st March, 2017
EMDI Wedding Academy LLP	India	50%	50%

Notes to Consolidated Financial Statements for the year ended 31st March, 2018

b. Additional Information, as required under Schedule III to Companies Act, 2013 of enterprises consolidated as subsidiary and Joint Venture

Name of the Enterprise	Net Assets i.e. (Total Assets - Total Liabilities)		Share in Profit or Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	AS % of Consolidated net Assets	Amount in Rs.	As% of Consolidated profit or loss	Amount in Rs.	As% of Consolidated profit or loss	Amount in Rs.	As% of Consolidated profit or loss	Amount in Rs.
Parent Company:								
Greycells Education Limited	99.51	209,043,451	0.99	-14,365,872	100.00	-40,392,815	0.99	-54,758,687
Subsidiaries:								
Foreign								
EMDI (Overseas) FZ LLC	0.41	867,041	0.01	-208,200	0.00	-	0.01	-208,200
Joint Venture:								
Indian								
EMDI Wedding Academy LLP	0.08	159,971	0.00	-2,422	0.00	-	0.00	-2,422
Total	100	210,070,463						
Adjustment due to consolidation		10,872,733						
TOTAL		220,943,196		-14,576,494		-40,392,815		-54,969,309

38 For the purposes of reporting as set out in Note 1, we have transitioned our basis of accounting from Indian generally accepted accounting principles ("IGAAP") to Ind AS. The accounting policies set out in note 1 have been applied in preparing the comparative information presented in these financial statements for the year ended 31 March 2017 and in the preparation of an opening Ind AS balance sheet at 1 April 2016 (the "transition date").

Consequently, in preparing these Ind AS financial statements, the Company has availed certain exemptions and complied with the mandatory exceptions provided in Ind AS 101, as explained below. The resulting difference in the carrying values of the assets and liabilities as at the transition date between the Ind AS and Previous GAAP have been recognized directly in equity (retained earnings or another appropriate category of equity). Set out below are the Ind AS 101 optional exemptions availed as applicable and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

A. Optional Exemptions availed

(a) Deemed Cost

The Company has opted paragraph D7 AA and accordingly considered the carrying value of property, plant and equipments and intangible assets as deemed cost as at the transition date.

(b) The Company has opted for exemption given under para D13AA of Appendix D to Ind AS 101 – First time adoption of Indian Accounting Standards. In accordance with this exemption opted, the Group has continued the policy of adding to/ deleting from the cost of Property, Plant and Equipment, all foreign exchange fluctuations arising on translating of Long Term Foreign Currency Monetary items utilized for acquiring the said Property, Plant and Equipment.

B. Applicable Mandatory Exceptions

(a) Estimates

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies).

Ind AS estimates as at 1 April 2015 are consistent with the estimates as at the same date made in conformity with previous GAAP. The company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP :

-Impairment of financial assets based on expected credit loss model.

(b) Classification and measurement of financial assets

As required under Ind AS 101 the company has assessed the classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

Notes to Consolidated Financial Statements for the year ended 31st March, 2018**C. Transition to Ind AS - Reconciliations**

The following reconciliations provide a quantification of the effect of significant differences arising from the transition from previous GAAP to Ind AS as required under Ind AS 101:

- I. Reconciliation of Balance sheet as at April 1, 2016 (Transition Date) and as at March 31, 2017
- II. A. Reconciliation of Profit and Loss as at April 1, 2016 (Transition Date) and as at March 31, 2017
 - B. Reconciliation of Total Comprehensive Income for the year ended March 31, 2017
- III. Reconciliation of Equity as at April 1, 2016 and as at March 31, 2017

In preparing our opening Ind AS balance sheet, we have adjusted amounts reported in financial statements prepared in accordance with IGAAP. An explanation of how the transition from IGAAP to Ind AS has affected the company's financial statements is set out in the following tables and the notes that accompany the tables. On transition, we did not revise estimates previously made under IGAAP except where required by Ind AS.

Notes to Consolidated Financial Statements for the year ended 31st March, 2018
38 Disclosure pursuant to Ind AS 101 "First time adoption of Indian Accounting Standards"
I Reconciliation of Ind AS adoption on Balance Sheet:
Amount in ₹

Particulars	Foot Notes	as at April 1, 2016			as at March 31, 2017		
		IGAAP	Ind AS Adjustments	Ind AS	IGAAP	Ind AS Adjustments	Ind AS
I ASSETS							
(1) Non-current assets							
(a) Property, Plant and Equipment		23,18,552	(12)	23,18,564	13,91,123	-	13,91,123
(b) Intangible assets		17,30,61,442	-	17,30,61,442	17,31,37,761	-	17,31,37,761
(c) Non-current financial assets							
(i) Investments		5,05,64,992	-	5,05,64,992	5,05,62,393	-	5,05,62,393
(ii) Long-term loans	3	3,24,80,220	1,99,850	3,22,80,370	3,24,69,420	5,61,642	3,19,07,778
(d) Deferred tax assets (net)		29,78,763	2,34,710	27,44,053	30,23,666	1,38,961	28,84,705
(e) Other non-current tax assets		7,81,517	-	7,81,517	17,21,292	-	17,21,292
(f) Other non-current assets	3	-	-	-	-	(3,67,913)	3,67,913
		<u>26,21,85,487</u>	<u>4,34,549</u>	<u>26,17,50,938</u>	<u>26,23,05,655</u>	<u>3,32,690</u>	<u>26,19,72,965</u>
(2) Current assets							
(a) Financial Assets							
(i) Investments	2	26,44,193	(7,59,579)	34,03,772	1,83,00,000	(4,49,713)	1,87,49,713
(ii) Trade receivables		32,69,663	-	32,69,663	52,28,159	-	52,28,159
(iii) Cash and cash equivalents		2,83,98,128	-	2,83,98,128	94,00,880	-	94,00,880
(iv) Short-term loans and advances		1,62,875	-	1,62,875	1,06,900	-	1,06,900
(v) Other current financial assets		62,289	-	62,289	2,881	-	2,881
(b) Other current assets	3	34,80,426	(1,75,953)	36,56,379	54,74,094	(1,91,952)	56,66,046
		<u>3,80,17,575</u>	<u>(9,35,531)</u>	<u>3,89,53,106</u>	<u>3,85,12,914</u>	<u>(6,41,665)</u>	<u>3,91,54,579</u>
Total Assets		<u>30,02,03,062</u>	<u>(5,00,982)</u>	<u>30,07,04,044</u>	<u>30,08,18,569</u>	<u>(3,08,975)</u>	<u>30,11,27,544</u>
II EQUITY AND LIABILITIES							
Equity							
(a) Equity Share capital		7,90,81,025	-	7,90,81,025	7,90,81,025	-	7,90,81,025
(b) Other Equity		20,44,12,424	5,49,018	20,38,63,406	19,89,63,409	22,66,025	19,66,97,384
	2b.	<u>28,34,93,449</u>	<u>5,49,018</u>	<u>28,29,44,431</u>	<u>27,80,44,434</u>	<u>22,66,025</u>	<u>27,57,78,409</u>
LIABILITIES							
(1) Non-current liabilities							
(a) Long-term provisions		25,74,212	-	25,74,212	29,54,906	-	29,54,906
(b) Other Non-current liabilities	1	-	(7,00,000)	7,00,000	-	(17,75,000)	17,75,000
		<u>25,74,212</u>	<u>(7,00,000)</u>	<u>32,74,212</u>	<u>29,54,906</u>	<u>(17,75,000)</u>	<u>47,29,906</u>
(2) Current liabilities							
(a) Financial Liabilities							
(i) Trade payables		2,25,125	-	2,25,125	17,22,430	-	17,22,430
(ii) Other current financial liabilities		1,38,95,203	-	1,38,95,203	1,80,78,000	-	1,80,78,000
(b) Short-term provisions		15,073	-	15,073	18,799	-	18,799
(c) Other current liabilities	1	-	(3,50,000)	3,50,000	-	(8,00,000)	8,00,000
		<u>1,41,35,401</u>	<u>(3,50,000)</u>	<u>1,44,85,401</u>	<u>1,98,19,229</u>	<u>(8,00,000)</u>	<u>2,06,19,239</u>
Total Equity and Liabilities		<u>30,02,03,062</u>	<u>(5,00,982)</u>	<u>30,07,04,044</u>	<u>30,08,18,569</u>	<u>(3,08,975)</u>	<u>30,11,27,544</u>

Notes to Consolidated Financial Statements for the year ended 31st March, 2018
II A. Reconciliation of Ind AS adoption on Profit and Loss:

Particulars	2016-17	Ind AS Adjustments	Ind AS
Revenue from operations	7,25,11,773	15,25,000	7,09,86,773
Other income	80,56,769	95,795	79,60,974
Total income	8,05,68,542	16,20,795	7,89,47,747
Expenses			
Cost of Services Rendered (direct)	1,38,72,529	-	1,38,72,529
Employee benefits expense	2,42,09,487	71,672	2,41,37,815
Depreciation and amortisation expense	16,06,034	-	16,06,034
Other expenses	4,70,09,962	(1,91,959)	4,72,01,921
Total expenses	8,66,98,012	(1,20,287)	8,68,18,299
Profit/(Loss) before exceptional items and tax	(61,29,471)	17,41,082	(78,70,552)
Exceptional items	-	-	-
Profit/(Loss) before tax	(61,29,471)	17,41,082	(78,70,552)
Tax expense			
(1) Current tax	-	-	-
(2) Deferred tax asset/(liability)	44,903	(1,17,896)	1,62,799
Share of profit/(loss) of associates and joint ventures	(2,599)	-	(2,599)
Profit/(Loss) for the year	(60,87,167)	16,23,186	(77,10,352)
Other comprehensive income:			
Items that will not be reclassified to profit or loss			
Re-measurement of net defined benefit liability Gain/(Loss)	-	71,673	(71,673)
Income tax relating to items not reclassified	-	22,147	(22,147)
Exchange differences on translation of foreign operations	(6,38,151)	-	(6,38,151)
Total comprehensive income/(Loss) for the year - net of tax	(67,25,318)	17,17,006	(84,42,323)

III Notes on transition to Ind AS:

Particulars	31st March, 2017	1st April, 2016
Equity as per IGAAP	27,80,44,434	28,34,93,449
Ind AS adjustments		
-Operating lease rentals of lease hold premise	(1,91,959)	(3,99,900)
-Interest on security deposit for lease	2,14,071	3,76,013
-Reversal of premier relationship fees accounted on time proportion basis	(15,25,000)	(10,50,000)
-Fair valuation of investments through profit or loss	(3,09,866)	7,59,579
-Deferred tax assets / (Deferred tax liability) on Ind AS adjustments	95,749	(2,34,710)
-Impact of opening balance (1st April, 2016)	(5,49,020)	-
Total Ind AS Impact	(22,66,025)	(5,49,018)
Equity as per Ind AS	27,57,78,409	28,29,44,431

Notes to Consolidated Financial Statements for the year ended 31st March, 2018
2d. Comprehensive income reconciliation

Particulars	For the year ended 31st March, 2016
Profit before tax as per IGAAP	(60,84,568)
Ind AS adjustments	
-Operating lease rentals of lease hold premise	(1,91,959)
-Interest on security deposit for lease	2,14,071
-Reversal of premier relationship fees accounted on time proportion basis	(15,25,000)
-Fair valuation of investments (FVTPL)	(3,09,866)
-Remeasurement of net defined benefit liability Gain/(Loss)	93,820
-Deferred tax assets / (Deferred tax liability) on Ind AS adjustments	95,749
Total Ind AS Impact on profit for the year	(16,23,185)
Profit as per Ind AS	(77,07,753)
'Share of profit/(loss) of associates and joint ventures	(2,599)
Other comprehensive income:	(77,10,352)
Items that will not be reclassified to profit or loss	
Remeasurement of net defined benefit liability Gain/(Loss)	71,673
Income tax relating to items not reclassified	22,147
Exchange differences on translation of foreign operations	(6,38,151)
Total comprehensive income for the year - net of tax	(84,42,323)

Foot notes to the reconciliation of equity as at 1st April, 2016 and 31st March, 2017 and Statement of Profit and Loss for the year ended 31st March 2017
1 Revenue recognition:

Premier relationship fees receivable under business association agreements are taken to income over the period of agreement As per Ind As 18 Revenue.

2 Change in fair valuation of Investments:

Under previous GAAP, current investments were measured at lower of cost or fair value and long term investments were measured at cost less diminution in value which is other than temporary. Under Ind AS Financial assets other than amortized cost are subsequently measured at fair value. The Company has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of equity investments not held for trading. Investment in Mutual Funds, have been classified as fair value through statement of profit and loss and changes in fair value are recognised in statement of profit or loss.

3 Interest free security deposits

The Company has given interest free security deposit for property taken on lease from third parties. These security deposit are measured at amortised cost as per Ind As 109-Financial Instruments. The interest income on security deposit is recognised in the statement of profit and loss as per the Effective Interest Rate method and prepaid rent expense recognised in the statement of profit and loss under straight line method.

4 Employee benefits :

Both under Indian GAAP and Ind-AS, the Company recognised costs related to its post-employment defined benefit plan on an actuarial basis. Under Indian GAAP, the entire cost, including actuarial gains and losses, are charged to profit or loss. Under Ind-AS, remeasurements comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through Other comprehensive income.

39 Previous year figures have been regrouped / reclassified wherever necessary.
As per our report of even date

For A.T.Jain & Co
Chartered Accountants
Firm's Registration No.: 103886W

Sushil Jain
Partner
Membership No.: 033809

Place: Mumbai
Date: 30th May, 2018

For and on behalf of the Board of Directors

Bela Desai
Director
(DIN:00917442)

Dharmesh Parekh
Company Secretary

Place: Mumbai
Date: 30th May, 2018

Abbas Patel
Director
(DIN:00547281)

Preeta D'Souza
Chief Executive Officer

Dhara Shah
Chief Financial Officer

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ATTENDANCE SLIP

GREYCELLS EDUCATION LIMITED

CIN: L65910MH1983PLC030838

Forum Building, 1st Floor, 11/12, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013

(Please complete this Attendance Slip and hand it over at the entrance of the meeting hall)

I hereby record my presence at the 35th Annual General Meeting of the Shareholders of the Company being held on, Friday, September 28, 2018 at 3.00 p.m. at Forum Building, 1st Floor, 11/12, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013.

DP Id. : _____ Folio No.: _____

Client Id.: _____ No. of Shares held: _____

NAME OF THE SHAREHOLDER: _____
(1st name)

(Joint Holder)

Name of Proxy _____

(To be filled in case of the proxy attends instead of shareholder)

Signature of Shareholder/Proxy*



Tear Here



GREYCELLS EDUCATION LIMITED

CIN: L65910MH1983PLC030838

Forum Building, 1st Floor, 11/12, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management Administration) Rules, 2014)

Name of Member(s): _____

Registered address: _____

E-mail Id : _____

Folio No./ Client Id. : _____

DP ID : _____

I/We, being the member(s) of _____ Shares of Greycells Education Limited, hereby appoint

1. Name : _____ E-mail Id : _____

Address: _____

Signature : _____, or failing him

2. Name : _____ E-mail Id : _____

Address: _____

Signature : _____, or failing him

3. Name : _____ E-mail Id : _____

Address: _____

Signature : _____,

as my/our proxy to attend and vote (in a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the Company to be held on Friday, September 28, 2018 at 3.00 p.m. at Forum Building, 1st Floor, 11/12, Raghuvanshi Mills Compound, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013 and at any adjournment thereof in respect of such resolutions as are indicated below:



Tear Here





Tear Here



I wish my above proxy to vote in the manner as indicated in the box below:

Resolutions	For	Against
1. Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2018		
2. Re-appointment of Ms. Bela Desai as Director		
3. Increase in Authorised Share Capital		
4. Raising of funds by Issue of Securities		

Signed this _____ day of _____ 2018

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Affix a
₹ 1/-
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.

COURIER



If undelivered please return to:

GREYCELLS EDUCATION LIMITED
Forum Building, 1st Floor, 11/12,
Raghuvanshi Mills Compound,
Senapati Bapat Marg,
Lower Parel (West), Mumbai - 400013.