



THINK EDUCATION. THINK ZEE LEARN.

SCRIPTING A GROWTH STORY.
BY WRITING NEW CHAPTERS
FOR INDIAN EDUCATION.



ANNUAL REPORT 2015-16



About
Zee Learn Ltd.

02

CONTENTS

Board of Directors &
Senior Management

04

CEO's Message

06

Our Brands &
Key Initiatives

08

Management
Discussion
& Analysis

52

Corporate
Information

63

Notice

64

69

Directors'
Report

88

Secretarial
Audit Report

91

Report on
Corporate Governance

101

Shareholders'
Information

109

Certification on
Financial Statements

110

Stand-alone
Financial Statement

140

Consolidated
Financial Statements

Attendance Slip & Proxy Form



THINK EDUCATION. THINK ZEE LEARN.

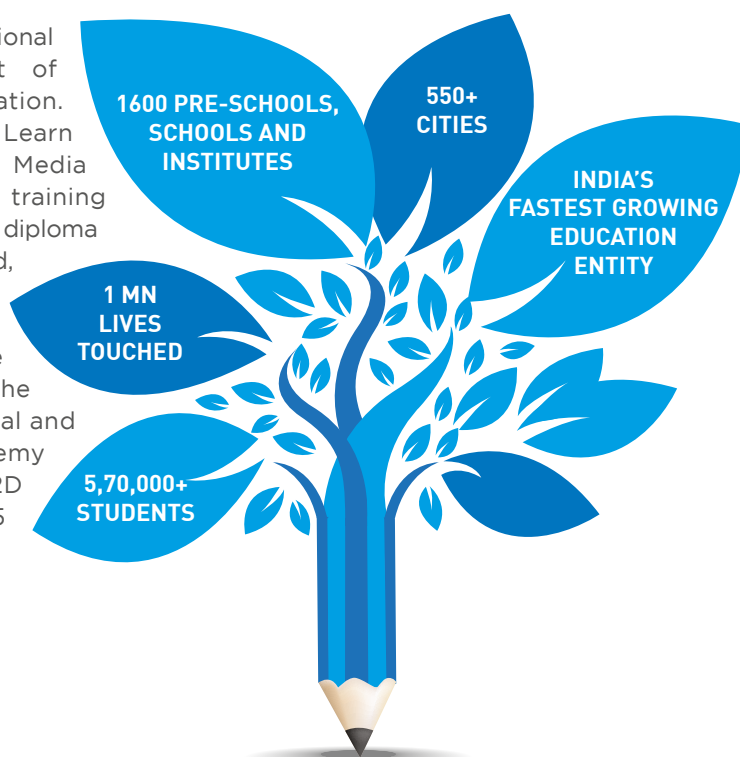
Zee Learn is India's leading company in education segment with the fastest growing chain of K-12 schools and Asia's No. 1 chain of pre-schools in its portfolio.

Zee Learn acts as a consultant to local entrepreneurs who wish to setup K-12 schools, under its brand name Mount Litera Zee Schools and provides end to end education management and advisory services. Mount Litera Zee School is now the second largest chain of schools in the private-unaided category with over 103 schools in 98 cities and is also the fastest growing chain in India.

Zee Learn also runs Asia's No. 1 chain of pre-schools, Kidzee with more than 1500+ pre-schools in 550 + cities. Kidzee is a pioneer in organized and standardized pre-schooling in the country. Kidzee has touched the lives of more than 400,000 children since its inception in 2003.

In the wake of the recent increase in disposable incomes in the country and rising awareness of global standards of education amongst parents, there is a demand for international standard pre-schools.

Today's youth is looking for vocational education outside the ambit of traditional higher education. Acknowledging this fact, Zee Learn has developed Zee Institute of Media Arts (ZIMA), a TV and Film training institute in Mumbai that offers diploma courses in Direction, Acting, Sound, Editing, Production and Cinematography. Another offering from the company, Zee Institute of Creative Art (ZICA) is the nation's first full-fledged Classical and Digital Animation Training Academy that trains youth in classical 2D and modern 3D animation in 15 cities across the country.



**NOT JUST ACCOLADES,
BUT REASON OF OUR PRIDE.**



BOARD OF DIRECTORS

AJEY KUMAR,
Executive Director

HIMANSHU MODY,
Non-Executive
Director

SURJIT BANGA,
Independent Director

DR. SANGEETA PANDIT,
Independent Director

DR. MANISH AGARWAL,
Independent Director

SENIOR MANAGEMENT

**DEBSHANKAR
MUKHOPADHYAY**
Chief Executive
Officer
(w.e.f. July 1, 2016)

UMESH PRADHAN
Manager & Chief
Financial Officer

HEMANGI PATIL
Company Secretary

ABHINAV UPADHYAY
Head - Marketing
and Innovation

DEEPA GEORGE
Head - Legal

VIKASH KAR
Head -
Human Resources

**SUKHVINDER
SINGH BINDRA**
Business Head -
Kidzee

NITISH MENON
Business Head -
MLZS Partner Schools

MAYANK JAIN
Business Head -
Managed Schools

BRIJESH JADIA
Head - Supply Chain
&
Commercials

SANTOSH GUPTA
Head - Information
Technology

KRISHNAN IYER
Head - Vocational
Business
(w.e.f. August 22,
2016)

HAYYUR SHAIKH
Head -
Infrastructure

CEO's MESSAGE



21st century is the century of knowledge and the world has always looked at India whenever knowledge finds prominence. Emergence of knowledge society is no more a slogan but has become a reality. Knowledge will be the fountainhead of all the activities that happen in human development.

- Hon. Prime Minister, Shri Narendra Modi

I have joined this esteemed organization from 1st July, 2016. The above words of Shri Narendra Modi, honorable Prime Minister of India, sum up the reality of today's world. The world is truly becoming a knowledge led economy and India is uniquely positioned to be a key global knowledge powerhouse. I take immense pride in the fact that Zee Learn Ltd. through its varied forays including Early Childhood Care and Education (ECCE), K-12 School Education, Youth and Vocational education. Zee Learn Ltd. is playing a strong and well recognized role in transforming the education system in India and in helping the nation leverage its potential to be a knowledge powerhouse while also creating educational entrepreneurs across the length and breadth of this country.

We are a nation where education is seen in terms of not only degrees and certificates, but as the avenue for economic, cultural and social growth. Over the past few years, the Indian education system has undergone noticeable changes. The changes could be attributed to the government's relentless focus on reforms related to education, business and entrepreneurship. In the recent past, we have seen vigorous initiatives being taken in crucial sectors like skill building, technical education, digital learning and education as a whole. In such a positive atmosphere in the country and with the support from all our

stakeholders, Zee Learn has achieved a net profit for FY16, up by 57% over FY15. On March 31, 2016, the net profit stood at Rs. 150.69 mn, up against net profit of Rs. 96.23 mn for the corresponding year ending March 31, 2015. It is an honor to be a part of this growth journey.

2016 has been a very promising year for Zee Learn, with consolidated revenue from operations for the year ending March 31, 2016 at Rs. 1513.28 mn, up against Rs. 1277.83 mn for the corresponding year ending March 31, 2015. Consolidated operating EBITDA for the year ending March 31, 2016 stood at Rs. 432.66 mn, up against Rs. 306.08 mn for the corresponding year ending March 31, 2015, showing a 41% growth over last year. These numbers tell a story of a vigorous brand that is rapidly growing in the Indian education system.

Over the last year, we have grown significantly in numbers, reaching the milestone of over 1500 Kidzee (pre-school chain) centers and 103 Mount Litera Zee School (K-12 school chain) centers by the end of FY 2015. To ensure that the best Early Childhood Care and Education (ECCE) and K-12 education reaches to more children in India, Zee Learn is rapidly expanding in tier-2 and tier-3 cities. It is a matter of pride for Zee Learn to grow at this rate. On an average, we are adding 300-400 Kidzee and 10-15 Mount Litera Zee

School every year to our portfolio. This growth rate is unprecedented for any education company in the country.

Our population is dominated by youth; 65% of our population is under 35 years and this opens up a window of huge possibilities. Another significant feature of our social economy is the importance given to education, with spending on education accounting for the second highest share of wallet for middle-class households. These two factors support Zee Learn and are important vehicles for our growth. Our vision to improve human capital through quality education and development resonates with the government's effort in 'Skill India' and 'Make in India'. These synergies show that we are moving ahead in the right direction towards greater heights as an organisation.

India has 158.7 mn children in the age group of six years and below category as per the Census 2011, and addressing the early childhood care and education needs of these children is a question of child rights. Zee Learn is broadening offerings in this segment to serve as many age groups and requirements as possible. To that end, we launched an innovative offering, Kidzee Learning Tablet, in 2016. We have taken the amalgamation of learning and technology a notch higher and have created a learning tablet with content curated by academicians and child development experts. The learning platform and the apps on the tablet are suitable for age-appropriate easy learning and assessment.

Zee Learn has been empowering aspiring entrepreneurs by enabling them with the required tools through the franchising business model. We are delighted to inform that nationwide nearly all of the Kidzee centers are run by women entrepreneurs and 100% of teaching and non teaching staffs are women. Zee Learn as a brand believes in developing the community to grow itself. Flexible timings, mid-size investment, advanced academics, training, technological and logistical backing along with operational autonomy are key reasons for women to start a Kidzee center and be self-reliant by actively contributing towards nation building.

With Asia's largest pre-school chain, Kidzee, and the second largest network of K-12 schools in the private-unaided category, Mount Litera Zee School, the way forward for Zee Learn is stable and exciting. Zee Learn has been a pioneer in terms of pedagogy, use of technology, offering engagement platforms for parents and teachers, seminars and workshops to create awareness on child related issues etc. In the skill development sector, Zee Institute of Creative Arts (ZICA) and Zee Institute of Media Arts (ZIMA) are known to offer best media and arts related vocational courses in the industry. A good number of our alumni are working on prestigious projects with the best people in the media industry.

2015-2016 has been an exceptional year in terms of accolades as well. Zee Learn Ltd. is India's 'Most Trusted Organization in Diversified Education' according to Trust Research Advisory (TRA); this is the second time we are conferred with this recognition. TRA rated Kidzee as the 'Most Trusted pre-school Brand' and 'Most Attractive Brand' in the pre-school category. India Education Congress awarded Mount Litera Zee School chain as the 'K-12 School Chain of the Year'. In the franchising world, Kidzee was ranked among India's Top 100 Business Opportunities by Franchise India in 2015.

Going forward, we would be venturing into new growth areas to consolidate our core strengths and offer innovative educational services to stay ahead of the curve. Geographical expansion into smaller and bigger markets alike would be firmly on the agenda. We are investing in research to better our current offerings and identifying new products and services.

I believe that we have the potential to accomplish much more than what we have today. Together we can be the market leader and biggest education provider out there. We are growing by the day, and are incessantly working towards an inclusive growth by collaborating with the society. I look forward to your continued support to create an organisation that would be the benchmark in the Indian education sector for the years to come.

Best Regards,

Mr. Debshankar Mukopadhyay
CEO, Zee Learn Ltd.

OUR BRANDS & KEY INITIATIVES