Enabling new-age learning.
Nurturing India's potential.

Annual Report 2021-22

FY 2021-22 Highlights

200 Mn+
YouTube views

163
Countries served

70%
Course completion

Contents

At Veranda, we believe that we are in pole position to provide a hybrid learning model—a combination of offline and online blended learning with affordability, to deliver quality outcomes.

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Enabling new-age learning. Nurturing India's potential.

India is a significant player in the global education industry. India has one of the world's most extensive networks of higher education institutions. However, there is still a lot of room for growth and improvement in the education system.

India is the world's second most populous country, with a literacy rate of around 74%. Veranda Learning Solutions Limited (Veranda) believes that world-class education and learning should be affordable and available to everyone, irrespective of location or socio-economic status.

We employ our expertise in the education industry, the power of technology, and a unique 360° coaching method to help students prosper in their chosen career paths and achieve their aspirations.

Our result-oriented teaching approach helps students succeed in the relevant courses. We have an in-house as well as outsourced team of mentors who supervise progress, identify areas that need attention, and provide the necessary assistance to help our students. With the support of our mentors and student advisors, we continuously monitor progress and conduct reviews that encourage self-improvement.

The successful integration of online and offline modes to deliver high-quality educational content across all channels has benefited from a digital framework that prioritises outcomes while being cost effective for the 'real India.'

Who We Are

Veranda is a diversified and integrated learning solutions company engaged in online, offline hybrid and offline blended formats to students, aspirants, and graduates professionals, as well as employees.

Veranda provides comprehensive long-term and short-term preparatory courses in a simple and articulate manner for students preparing for their UPSC exams, State Public Service Commission, Staff Selection Commission, Banking, Insurance, Railways and Chartered Accountancy exams. We also provide customised short-term and long-term skilling courses, and various corporate courses that focus on the B2B sector.

Veranda's learning platform combines technology, procedures, and methodologies to offer students in-depth, individualised learning that is of the highest calibre. We follow a multi-modal delivery approach supported by structured learning framework with the goal of producing excellent academic results.

Key facts

1 Mn+
Number of learners

4 Mn+
Monthly website traffic

3 Mn+
YouTube subscribers

168
B2B partnerships

60,000+
Webinar audience

9.3/10
Average instructor rating

Core values

1 Affordable to the real India

2 High-quality education

3 Outcome-oriented approach

Group structure

Veranda

100% subsidiary	100% subsidiary	100% subsidiary	100% subsidiary	100% subsidiary
Veranda | RACE	Veranda | CA	Veranda | IAS	edureka!	
Veranda RACE Learning Solutions Pvt Ltd.	Veranda XL Learning Solutions Pvt Ltd.	Veranda IAS Learning Solutions Pvt Ltd.	Brain4ce Education Solutions Pvt Ltd.	Veranda Learning Solutions North America, INC.
December 2020	July 2021	August 2021	September 2021	May 2022

Presence

80+ centres

Diversified footprint across India

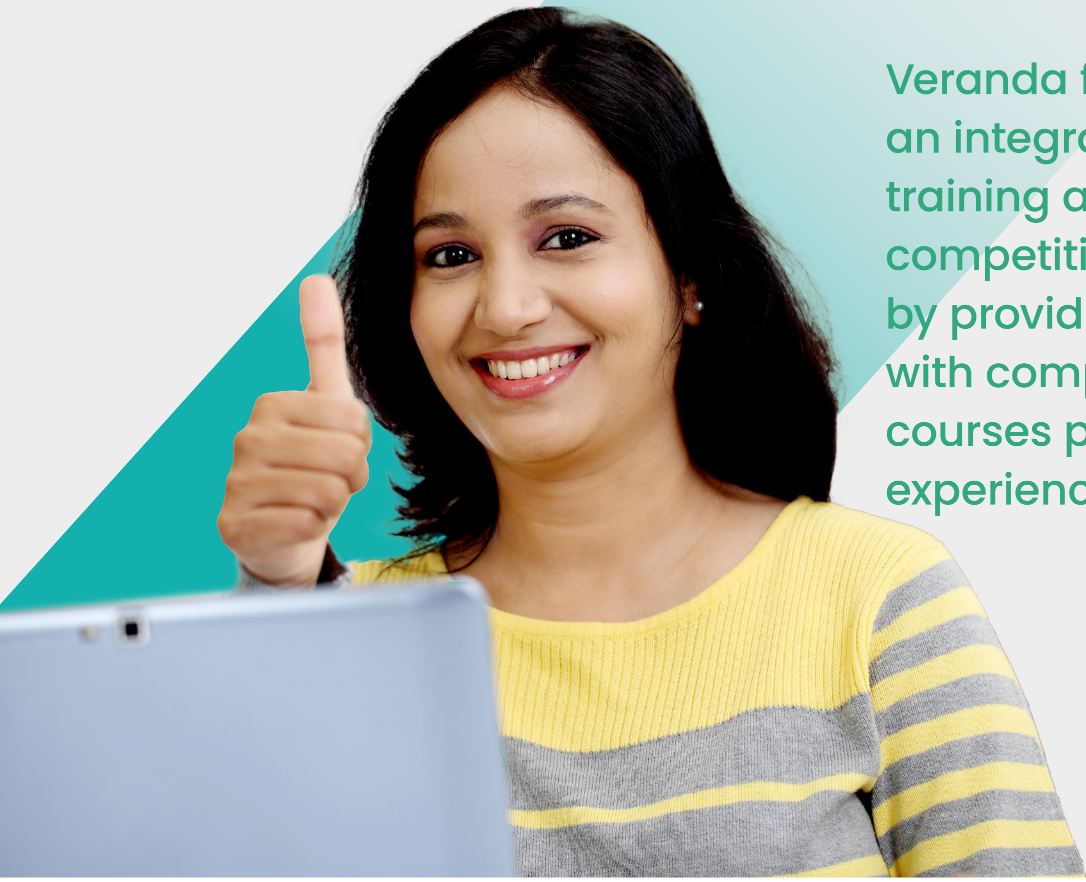
Expansion plan

Constant evaluation to enter into new territories

Strong hold in South India

Established strong presence in Tamil Nadu and Kerala

Courses Offered



Veranda follows an integrated 360° training approach for competitive exams, by providing students with comprehensive courses prepared by our experienced content team.

Career-defining competitive exams

Professional courses

Hybrid courses

- TNPSC Group 2
- TNPSC Group 4
- TN TET
- Banking
- SSC
- Railways
- Kerala PSC
- CA Foundation

Exam-oriented courses

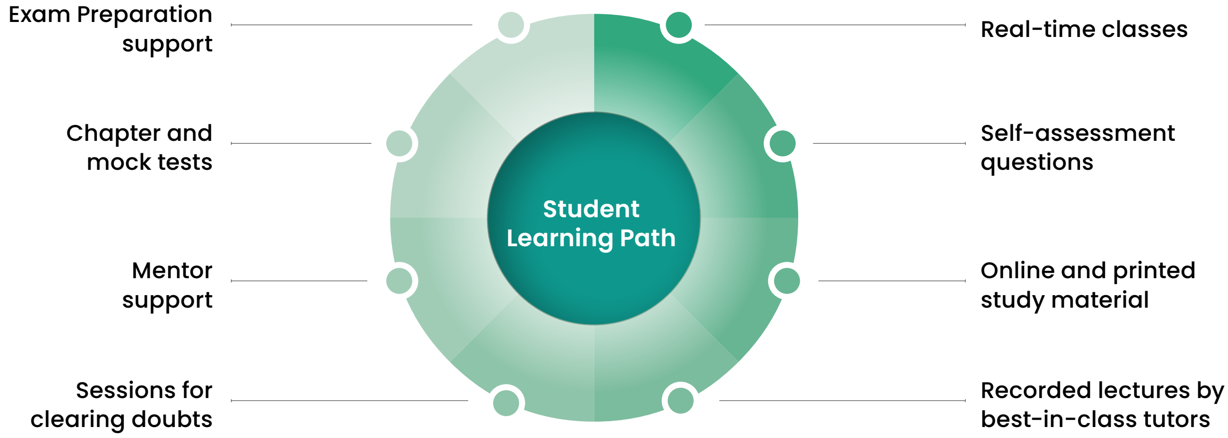
Upskilling and reskilling courses

Online courses

TNPSC Exam Coaching	TNPSC Exam Coaching	Banking & SSC Exams
Group 2 & 2A	TNPSC	Tamil
Group 4	Banking Test Batch	English
	CA (All levels)	Malayalam
		Telugu
		Kannada

CA Exam Coaching	UPSC Exam	Kerala PSC Exam Coaching
CA Foundation	Integrated Learning Programme	TNUSRB SI
CA Intermediate	Prelims Learning Programme	
CA Final		

Our Methodology



Unique 360° approach

- Weekly lecture by subject matter expert with Q&A
- Mentors assigned to every student to track and ensure progress
- The right blend of online and offline materials to support the learning outcomes
- Textbooks for all courses for in-depth structure and methodical learning
- Chapter and paper level mock test for practice
- Multi-level practice programmes

Mentor support

- Provide guidance and support to each batch
- Schedule live sessions and quizzes
- Track students daily performance
- Guide them with tips and tricks to progress
- Conduct sessions for resolving queries and doubts

Comprehensive e-learning

- Step-by-step approach for conceptual understanding
- Result-oriented approach
- Calendar-driven schedule to clear the exams
- Videos to explain all the topics including live lectures
- Easy-to-difficult level of assessments to help crack the exams
- Interface of the real exam environment

Learning Models

At Veranda, learning is imparted via online, offline, and blended modes supported by the comprehensive use of technology that ensures teaching and learning happen in the most effective and efficient manner.

Online model

Our tech-infused online learning model allows students to engage in a self-paced, inclusive and individualised learning experience, without the need to be present in a classroom.

Online live instructor-led service model

Online courses are conducted through proprietary learning platforms developed by an integrated in-house technology team.

Offline hybrid model

For specific courses, we follow the traditional way of classroom learning with online assessments to aid recall.

Offline blended model

A mix of online content and offline delivery, wherein the centre delivers LMS study materials with a traditional classroom experience. A dedicated mentor is assigned to each classroom for assistance to students.

Campus-in-campus model

We collaborate with educational institutions to provide coaching services to teachers in the classroom of the institution. There is also a training module for teachers to prepare them for in-class support.

Key Strengths

In our organisation, we identify our strengths and leverage them to deliver quality education as well as long-term sustainable value to our customers and stakeholders.

Proven track record of promoters

We benefit from the vision, strategic guidance and experience of our promoters. The company's promoters began their entrepreneurial journey in 1991 with SSI Limited (presently PVP Ventures Limited). SSI was engaged in providing software education and IT training in emerging software technologies and went on to become a leading player in India.

Under the leadership of the company's promoters, SSI achieved various milestones such as becoming a public listed company, entering into a joint-venture with NASDAQ, acquiring Albion Orion Company LLC, and also acquiring a controlling stake in Aptech Limited, a publicly listed entity. The promoters have a collective experience of over 40 years in the education sector and also possess vast experience in other industries such as finance, IT, and entertainment.

Result-oriented method of teaching

We emphasise on a comprehensive approach to teaching that helps our students thrive in the courses relevant to them.

In addition to our team of mentors who guide and review the work of students, we also have an in-house content development team comprising members with domain and subject expertise, and have engaged as independent content providers on a non-exclusive or part-time basis under contracts of varying terms.

Diversified course offerings and delivery channels

We offer a wide range of learning solutions to students and professionals including competitive exam courses, professional courses, and short-term upskilling and reskilling courses.

To promote flexibility, we roll out the courses in the form of online, offline hybrid, offline blended, campus in campus, and online live instructor-led learning models in various languages. As a result, we have a competitive advantage over other players who are more course specific.

Strong brand presence

Through our competitive, exam-oriented courses, particularly in Banking, SPSC, Insurance, RRB and SSC, we have established a strong presence. With the acquisition of Edureka, we made our foray into the market to provide instructor-led learning in niche IT-related courses.

Edureka's YouTube channel has over 3 million subscribers— the highest subscriber base in the world in the IT education sector. Edureka's customers are spread all over the world, with many from United States and United Kingdom. The acquisition of Edureka has given Veranda access to these international markets, allowing it to expand its global customer base.

Technology-driven, asset-light and scalable business model

Our business model relies heavily on the latest technology to deliver digital courses that encourages students to engage in self-paced learning. We have a large repository of digital content, study materials and test series—all of which we intend to scale up rapidly across India.

We are not bound by geographical constraints as our digital content is uploaded on cloud-based labs in entirety. In addition to this, our online and offline blended models allow us to expand our target market beyond our centres.

The courses, accessible at all times, can also be used for independent learning, delivering greater flexibility and convenience to students.

Key Milestones

Veranda's list of achievements and milestones only prove our Company's commitment to improvement and growth. The main aim is of making world-class education and career-defining courses accessible and affordable to students across the length and breadth of India.

Our result-oriented approach and high-quality education also aims to bridge the employability gap in India making young aspirants' job-ready.

2021

March

Engaged SAI IAS academy to provide content for our subsidiary Veranda IAS Learning Solutions Private Limited

2020

September

Company name changed from 'Andromeda Edutech Private Limited' to 'Veranda Learning Solutions Private Limited'

November

- Acquired content, brand and education materials from Chennai Race Coaching Institute Private Limited through WOS Veranda Race Learning Solutions Private Limited
- Launched a mobile app 'Veranda Learning' comprising integrated courses for students

2018

November

Incorporated as Andromeda Edutech Private Limited

2022

April

- Publicly listed on Bombay Stock Exchange and National Stock Exchange
- Entered into a Share Purchase Agreement (SPA) for the acquisition of T.I.ME. at a consideration of ₹ 287 crores foraying into MBA, NEET and JEE Test Prep and the pre-school segment

May

- Launched Veranda Acacia
- Incorporation of Veranda-North America

July

Engaged Trans Learning LLP to create and deliver digitalised CA content and Commercially launched Veranda CA

August

Commercial launch of the UPSC course offered by Veranda IAS

September

Acquired 100% equity in Brain4ce Education ('Edureka')

October

Converted into a public company. Name changed from 'Veranda Learning Solutions Private Limited' to 'Veranda Learning Solutions Limited'

December

Digitised and launched content acquired from Chennai Race Coaching Institute through Veranda Race

Offerings through Subsidiaries

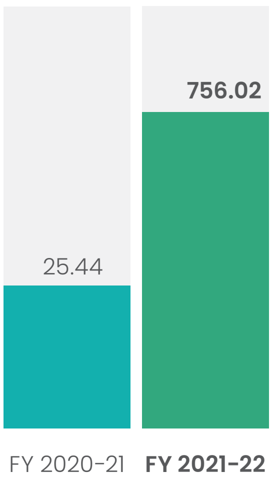
Our services are dispatched through four subsidiaries: Veranda Race, Veranda CA, Veranda IAS, and Edureka—the customer facing brand of Brain4ce Education Solutions.

	Veranda RACE	edureka!	Veranda CA	Veranda IAS
	In November 2020, Veranda Race acquired the content, brand and education materials from Chennai Race Coaching Institute	Incorporated in 2011 in Bengaluru, Edureka is one of the most recognised online education platform for technology professionals	Commercially launched in July 2021 Engaged Trans Learning LLP to create and deliver digitalised CA content	Commercially launched in August 2021 Engaged SAI IAS Academy to create and deliver digitalised IAS content
Courses offered	SSC State PSC Banking & Insurance RRB	Short-term courses Long term courses Corporate learning courses (B2B)	CA Foundation CA Intermediate CA Final	Integrated learning programme : Prelims, mains & personality tests State PSC Group I
Languages	Tamil, Kannada, Telugu, English, Malayalam, Hindi	English	English	English
Average duration	**3-12** months	**2-12** months	**6-24** months	**12** months
Modes of delivery	Online: Recorded & Live Offline blended model Offline hybrid model	Online live instructor-led platform	Online: Recorded & Live Offline blended Campus-in-Campus	Online Offline blended Campus-in-Campus

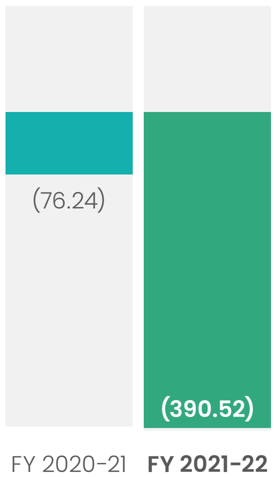
Key Performance Indicators

To further strengthen the balance sheet, the company used the IPO proceeds to repay debt. Furthermore, the IPO has given the company the ability to capitalise on future opportunities and participate in lucrative strategic acquisitions for value creation.

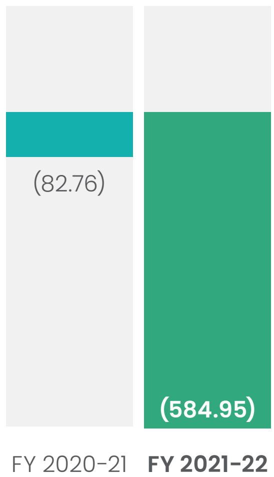
Revenue (₹ Mn)



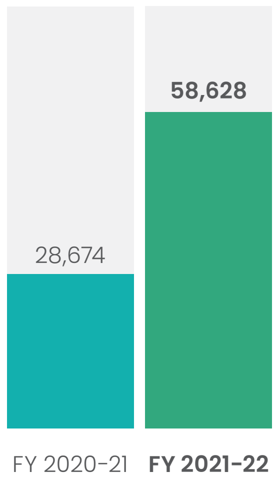
EBITDA (₹ Mn)



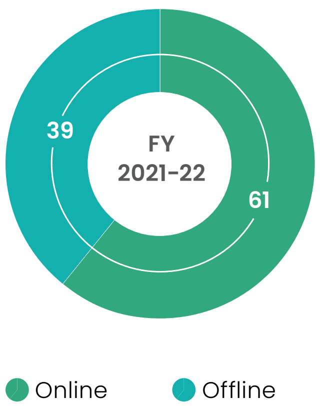
Loss after tax (₹ Mn)



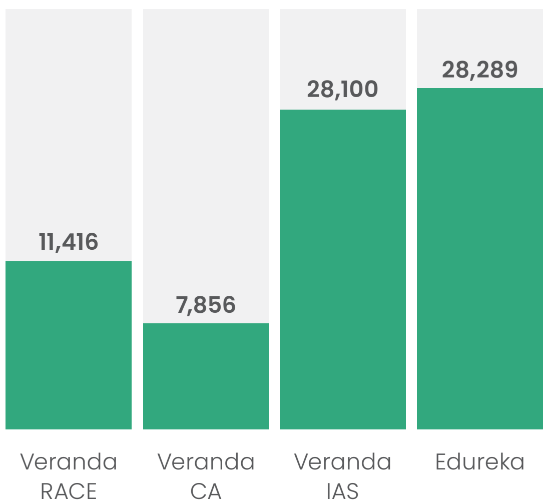
Enrolments (in No.)



Revenue breakdown (%)



ARPU (FY 2021-22)



Chairman's Message

Dear Shareholders,

I am pleased to present the Annual Report of your Company for FY 2021-22. The year assumes particular importance in our Company's history as we went public through an Initial Public Offer (IPO) listing on the Stock Exchanges. It gives me great pleasure to welcome all our new shareholders to the Veranda family. I express my sincere gratitude to all the investors who had faith and trust in our vision.

₹ 756.02 Million

FY 2021-22 Consolidated Revenue

58,628

FY 2021-22 Total enrolments

I'd like to take a moment to reflect on our journey thus far. Education has always been a passion of mine. Given India's vast geographical extent and social fabric, it remains difficult for millions of students, especially those in Tier 2 and Tier 3 cities, to find appropriate educational courses that balance quality and affordability. This was the seed that led to the Veranda Learning Solutions concept. We are engaged in the business of offering diversified and integrated learning solutions in online, offline hybrid and offline blended formats to students, aspirants, and graduates professionals and corporate employees enrolled with our courses through multitude of career-defining competitive exams, professional courses, exam-oriented courses, short term upskilling and reskilling courses. We are currently working to reinvent the traditional offline learning model by incorporating online and hybrid learning formats for students, professionals, and corporate employees.

Reshaping the Education Sector

The last two years have taught us all about evolving, adapting, transforming, and innovating. While the pandemic brought about the temporary shutdown of educational institutions, it also pushed the education sector to innovate and adapt to build better learning infrastructures, particularly for online modes of learning. Education technology, or EdTech, has progressed from supplementing traditional classroom instruction to becoming more interactive and user-friendly with structured e-learning curriculum, live classes, and grade-level online assessments.

On a global level, governments, schools, universities, students, and professionals have made significant investments in the EdTech sector. The sector is also a shining example of how to balance the dynamics of teaching and learning making a shift from traditional classrooms to virtual classrooms. While the emphasis in the pre-pandemic era was primarily on offline education, a combination of both online and offline, or hybrid education, is set to propel the sector in the future.

At Veranda, we believe that we are in pole position to provide a hybrid learning model—a combination of offline hybrid and online blended learning with the affordability to deliver quality outcomes.

Business Performance

During the fiscal, your Company witnessed growth in revenues as well as the healthy performance of online courses under the newly acquired brand 'Edureka', and a gradual pick-up in hybrid courses. During FY 2021-22, the consolidated revenue stood at ₹ 756.02 Million compared to ₹ 25.44 Million in FY 2020-21; the revenue from Veranda RACE clocked at ₹ 382.15 Million in current fiscal compared to ₹ 25.44 Million in FY 2020-21. From the date of acquisition (September 2021), Edureka reported a revenue of ₹ 359.17 Million in FY 2021-22. Total enrolments for FY 2021-22 were at 58,628.

Acquisition and Launches

During the fiscal year, your Company entered into a share purchase agreement for ₹ 287 Crores with Advanced Educational Activities Pvt Ltd, also known as T.I.M.E. With this acquisition, your Company will be able to expand the offerings in the test preparation segment.

In addition, your Company launched 'Veranda Acacia,' a comprehensive learning platform aimed at closing the IT skills gap in India. Acacia Phase-1 offers Full Stack Web Development, Cloud and DevOps, as well as Data Science, and is aligned to Competency Standards developed by SSC NASSCOM in collaboration with industry and approved by the Government of India. Acacia programmes are completely aligned with the current and emerging needs of the skilled workforce in IT industries, producing work-ready college graduates. This initiative aims to open 1,000+ franchisee-run classrooms across India to target graduates and prepare them for the workforce.

Strategies for Growth

Your Company is making investments to become a cutting-edge EdTech company. The acquisition of key brands like 'RACE', and 'Edureka', are decisive steps in this direction. Another important strategy for our growth is to expand our footprint across India in the offline hybrid format of education. We are also focused towards expanding our presence in existing and new markets by increasing the number of Preferred Delivery Centres (PDCs) through strategic arrangements with Preferred Delivery Partners.

Your Company is also evaluating strategic acquisitions of businesses that will significantly leverage technology to create an online and offline library. We are closely working with organisations like NASSCOM (The National Association of Software and Service Companies) to build future IT skills programmes and strives to work with them on joint certification for programmes in the future.

Looking Ahead

Your Company is looking for significant investment opportunities to build a comprehensive EdTech platform that is innovative and cost-effective for users. Our Edureka business will continue to grow in the face of high demand for upskilling and re-skilling across industries. We will continue to leverage technology to maximise our potential and build a sustainable hybrid business model that is pandemic-proof, quality-driven, and cost-effective.

The future of EdTech holds a lot of promise, and its growth will be determined by the sector's ability to adapt to the changing times and to build individualised solutions across multiple categories. The integration of the National Education Policy with EdTech is a welcome step towards inclusive, cohesive, and holistic education in India.

Gratitude

On behalf of the Board and the entire leadership team, I thank all our stakeholders, business partners as well as customers for their continued guidance and support. I wish to take a moment to thank our team and employees for fortifying Veranda Learning Solutions.

"Creating strong roots today will enable us to cherish better fruits tomorrow."

Warm Regards,

Mr. Kalpathi. S. Suresh
Executive Director Cum Chairman

T.I.M.E.

Veranda signed a definitive agreement to acquire T.I.M.E. (Advanced Educational Activities Private Limited) for a consideration of ₹ 287 Crores. T.I.M.E. is India's leading test-prep institute with a pan-India presence operating and is headquartered in Hyderabad. It has been recognised as India's leading institute for MBA test prep with around 37,000 unique test-takers for its flagship online CAT test series—AIMCAT.

Key differentiators

Market leader

22 Lakh+ students trained since inception, and **1.1 Lakh+** students trained every year

Leading choice

India's leading and preferred choice for **MBA** test prep

Flagship test series

AIMCAT, T.I.M.E.'s flagship online CAT test series, sees **~37,000** examinees every year

Acquisition

T.I.M.E. offers training programmes for national and state-level entrance exams like CAT, MAT, CMAT, CLAT, IIT Foundation, JEE mains and advanced, NEET, IPM, BBA, CUET, GATE, Bank PO, SSC, State-level admission exams, and international exams like GMAT, GRE, IELTS and TOEFL, as well as campus recruitment training. Amoha Education Private Limited, a subsidiary of T.I.M.E., has been offering training in spoken English since 1981. The training is now offered in both the physical classroom mode and the distance education mode. The Company also has a chain of pre-schools under the T.I.M.E. Kids brand, operating through 222 pre-schools in 56 cities.

The acquisition of T.I.M.E. allows us to expand our national footprint with an asset that is acclaimed for having sent about 50% of all students admitted, into the IIMs. T.I.M.E.—one of the pioneers of the online testing methodology in India—also gets to leverage Veranda's core engineering skills to make us have the best in hybrid offering with the inclusion of best-in-class products for each programme.

Through this acquisition, Veranda has made inroads into the pre-school and the language training space, which are two strong pillars of growth in the industry. With almost all competitive exams now being conducted online, the geographical penetration of T.I.M.E and the services offered by Veranda work in unison to achieve the highest standards in training and deliver the best possible outcome..

Proven success

>50% of students admitted into IIMs are from our institution

Pan-India presence

Operating through **188 centres,** including franchisees, across **98 cities** in India

Tests offered

CAT, MAT, CMAT, CLAT, IIT Foundation, JEE mains & advanced, NEET, IPM, BBA

A Leading Player in Evolving Technology Training

Key differentiators

Faculty-led
bended programme delivery

100%
practice-oriented curricula

World-class
LMS with integrated virtual labs

Online proctored
assessments

Courses

Cloud Computing	Software Testing	Operating Systems
DevOps	Project Management & Methodologies	Digital Marketing
BI Visualization	Architecture & Design Patterns	Robotic Process Automation
Data Science	Artificial Intelligence	Blockchain
Programming & Frameworks	Databases	Data Science
Frontend Development	Data Warehousing and ETL	
Mobile Development		

Veranda Acacia

Veranda Acacia, powered by Edureka, is a comprehensive learning platform with a mission to bridge the employability gap in India by democratising access to high-quality education but at an affordable price. With the signing of the first set of Delivery Centres across 25 locations, the platforms aims to increase the employability quotient of students.

The Acacia Phase 1 programmes are aligned with the Competency Standards developed in collaboration with the industry and approved by the Government of India. We propose to deliver high-quality, affordable, and experienced instructor-led courses across Tier 2 and Tier 3 towns through Acacia. Furthermore, we have tied up with several technology companies to provide them with a skilled workforce that will help them achieve their growth objectives. The programmes are based on an outcome-oriented approach through a curriculum that is 100% practice-oriented and industry-aligned, regimental pedagogy, and a strong placement support mechanism.

Partnership with NASSCOM–FutureSkills

We have entered into a strategic partnership with NASSCOM FutureSkills—a digital skilling initiative of the Indian IT BPM industry and the Electronics & IT Ministry—to provide a range of certified, future-ready courses on emerging technologies to students.

Edureka, a wholly owned subsidiary of Veranda, offers working professionals a variety of certified, emerging tech programmes in Full Stack Development, Cloud and DevOps, Data Science, and Web Technologies. Students who participate in these programmes will be eligible to take the SSC NASSCOM assessment, and, if successful, will be eligible for a Government of India subsidy.

Faculty-moderated

discussion forum

24x7

support for faculty

Strategic Priorities

At Veranda, we have charted out a clear roadmap to help us deliver attractive long-term returns to our shareholders. Our unwavering focus on our customers' needs, and with our swiftness in adopting new-age technologies will further drive profitability and create sustainable value.

1

Use opportunistic and strategic acquisitions to expand offerings and customer reach

To give our business the right push, we evaluate acquisition targets and look for opportunities to acquire brands and businesses that complement our service offerings, strengthen our presence in the targeted domestic and international market, and enhance our knowledge base, while providing synergy to existing businesses and operations. When suitable opportunities arise, we may acquire or partner with entities that will improve our business, revenues, and profitability. We could also make strategic acquisitions within or outside of a segment to expand our services.

2

Geographic expansion through Preferred Delivery Centres (PDCs)

We plan to expand our presence in existing markets and enter new ones by increasing the number of PDCs. This is primarily done by entering into revenue-sharing agreements with PDCs to conduct and operate the online blended and offline blended model of learning. The main aim of this is to capitalise on our market recognition and experience to meet the growing demand for courses. We intend to expand our customer base by ramping up our marketing efforts and exploring new avenues.

3

Addition of new courses and strategies

We intend to offer early-age, academic, tech-infused courses by collaborating with educational institutions such as K-12 schools and colleges to deliver high-quality digital content such as video lectures, books, mock tests, and focus on college-entrance exams. We also are working towards broadening our services to working professionals by launching new certificate programmes, including those affiliated with universities.

These new products will raise brand awareness and market share. Our goal is to make our services available across India, primarily through scalable business partnerships. We may also investigate future strategic expansion opportunities in this domain.

4

Comprehensive focus on B2C and B2B models

We are focused on making progress in the B2C and B2B spectrum of the education sector by offering online-offline hybrid, and offline blended formats to students, corporates, and educational institutions. Going forward, our plan is to expand this and gain momentum in this area.

5

Content expansion and publishing

We are an asset-light EdTech company, and our core strengths lie in content and the multiple delivery platforms we have created, developed, and acquired. These are the key drivers for our business in the future. Our study material is prepared and curated by highly experienced, in-house and third-party mentors/instructors. We are dynamic in our approach to developing content and will continue to update and acquire content to meet the demand of the courses we offer.

People

The success of our business depends on our people. It is their passion that helps our Company maintain its strong track record of delivery, while ensuring world-class customer experience.

At Veranda, we are committed to creating an inclusive work environment. We are a reflection of the societies and cultures we operate in, and we strive to strengthen our teams by providing opportunities to people from all walks of life.

Various forums such as Townhall meetings and Intranet knowledge sharing platforms are made available to employees to express their views, exchange ideas and provide feedback. This exercise builds team spirit, fosters mutual respect and encourages them to contribute in a holistic manner to attain common goals. Our team consists of employees with diverse cultures, perspectives, skills and expertise.

Training and development

We believe that developing and nurturing talent is a continuous process. We are committed to providing regular training to our workforce to cultivate a learning environment and encourage talent development.

It is our responsibility to train our employees to meet the requirements of their respective roles, handle managerial and leadership challenges, and to augment their capabilities to meet their future requirements. HRMS training sessions are also organised to familiarise employees with the HR systems in place.

To promote an inclusive and safe work environment, Veranda organised a POSH training programme that had 100+ employees, including the leadership team, in attendance. The training was conducted by Dr. Nirmala Baashyam, a POSH-certified trainer.

Employee engagement

We use a variety of leadership communication channels to engage employees in our business strategy. We invest deeply in the recruitment and interview process to ensure that a candidate's aspirations and talents are in line with our Company's goals and values.

Our internal programmes focus on nurturing a well-balanced workforce through a blend of digital tools, self-reflection, coaching, classroom sessions in a safe environment. We encourage our employees to explore new ways of thinking and working.

Workforce details	Veranda	
	Employee Count	Average Age as on 31 Mar 2022
Veranda Learning Solutions Limited	75	39
Veranda XL Learning Solutions Private Limited	14	29
Veranda IAS Learning Solutions Private Limited	9	38
Veranda RACE Learning Solutions Private Limited	36	31
Brain4ce Education Solutions Private Limited	360	27

Testimonials

Mr. Senthil Murugesh

CBI, Government of India

I was exhausted with the mundane private job and decided to give government exams a try. I was determined to crack the exam in the first attempt and I am glad that I chose Veranda RACE Institute to bolster my preparation. With the support of the erudite staff and excellent teaching methods, along with my perseverance and hard work, helped me crack the exam in the first attempt.

Anannya Girme

I always wanted to pursue a career in Accounting and Finance but was confused about the path to take. But with some help from my parents as well as teachers, I registered for a CA Foundation course. I had no plans to join any classes but I saw a detailed article about Veranda CA in the newspaper and realised this is what I need to help me clear my foundation.

My experience with Veranda CA was truly amazing as all the professionals taught concepts that simplified the learning process and removed any fear of the exam. They also had mock tests for each subject, which made it easier for me to understand where I stand and how much work I have to put in. Thank you so much Veranda CA for getting the best out of me.

Mr. Arun Jackson

Calicut

I got more support than I thought would be provided. Being young and dynamic, I am happy that I was considered for this partnership with Veranda RACE. I have access to the training team, my assigned support, and the corporate office's marketing team. There are no walls that stop me from asking for advice or expressing my thoughts. It is a great brand.

Praveen

Data Science with Python Certification Course

I liked the way the workshop was organised. The instructor explained several case studies and the performance metrics in detail with some calculations to give us a better understanding of the process and of what is being learned by the machine. Thank you once again and I appreciate the method of delivery.

Abhishek Kumar

Tableau

I made the right choice when I decided to do my course from Veranda. The content for the courses are planned in an easy way and are designed to make you ready for the real world. Thank you!

Board of Directors

Mr. Kalpathi S. Suresh
Executive Director cum Chairman

Mr. Kalpathi S. Suresh is an Executive Director Cum Chairman of Veranda Learning Solutions. Entrepreneurial by nature, Suresh is also an active venture capitalist, angel investor and businessman. He is an inspirational leader with a supportive, yet challenging management style that motivates his teams to seek success, beyond their standard responsibilities.

Today, Suresh helms the Kalpathi AGS Group's EdTech venture—Veranda Learning Solutions—that aims to bring together the academic rigour and discipline of offline education and the best of the online technology.

He began his entrepreneurial journey in 1991 when he founded SSI, a software education and IT training company, along with his two brothers. Suresh was instrumental in making SSI a global provider of education, consulting and software services. By the mid-1990s, under the leadership of Suresh and his brothers, SSI became a public listed company, entered a joint venture with NASDAQ and acquired Albion Orion Company LLC. By 2004, SSI had successfully bought out Aptech and merged SSI's education arm with Aptech and sold the technology arm to Cambridge Technologies. In just 10 years, SSI grew from a one-centre education provider to a strong 1,000-location organisation with a completely new offering in the marketplace. He then sold the company to an investor group based out of Mumbai.

Suresh had started his career in software as a part of the R&D team at HCL in 1987. He was one of the first software engineers for HCL in the US and spent about three years working at Sybase, Inc. in the Bay Area during that period.

He is often invited as a speaker at IIT Madras, in several societies and large corporations to talk on entrepreneurship. In addition to having been the IIT Alumni Club President in the past, Suresh is also a member of YPO (Young Presidents' Organisation) a global leadership community of chief executives.

Suresh holds a bachelor's degree in Electronics and Computer Engineering from the Indian Institute of Technology - Madras, and a master's from Clemson University, South Carolina.
He is a fitness enthusiast, a college-level basketball player and a marathoner who has completed the Berlin, Tokyo, Chicago, New York, London and Boston marathons.

Mr. Kalpathi S. Aghoram
Non-Executive Director cum Vice-Chairman

Mr. Kalpathi S. Aghoram is a Non-Executive Director Cum Vice-Chairman of Veranda Learning Solutions.

His entrepreneurial journey began in 1991, when he, along with his two brothers, started SSI. Under their leadership, by the mid-1990s, SSI became a public listed company, entered into a joint venture with NASDAQ, acquired Albion Orion Company LLC. By 2004, SSI had successfully bought out Aptech and merged SSI's education arm with Aptech and sold the technology arm to Cambridge Technologies. Subsequently SSI also sold Aptech (now merged with SSI Education) to an investor group based out of Mumbai.

Aghoram, along with his family founded Kalpathi Investments Private Limited, a NBFC in 2007, which invests in various ventures. The company has interests in the entertainment industry, film production and cinemas.

Aghoram possesses extensive experience across various segments such as finance, education, information technology, entertainment, and sports. He also served as the Vice-President of the Tamil Nadu Cricket Association from 2010–2019 and was a member of the Marketing Committee of the BCCI.

He holds a bachelor's degree in Commerce from the University of Madras.

Mr. Kalpathi S. Ganesh
Non-Executive Director

Mr. Kalpathi S. Ganesh is a Non-Executive Director of Veranda Learning Solutions.

Ganesh's entrepreneurial journey began in 1991, when he and his brothers founded SSI and helped it grow to a leading global provider of software education and IT training services. Under their leadership, by the mid-1990s, SSI became a public listed company, entered a joint venture with NASDAQ, acquired Albion Orion Company LLC. By 2004, SSI had successfully bought out Aptech and merged SSI's education arm with Aptech and sold the technology arm to Cambridge Technologies. Subsequently SSI also sold Aptech (now merged with SSI Education) to an investor group based out of Mumbai.

In 2007, Ganesh along with his brothers founded Kalpathi Investments Private Limited, a NBFC that invests in various ventures such as entertainment industry, film production and cinemas.

Ganesh possesses extensive experience across various segments such as finance, education, information technology, entertainment, and sports. He holds a bachelor's degree in Applied Sciences from the College of Engineering at Guindy, Master of Science in Software Systems Branch from the Birla Institute of Technology and Science, and AMIE from the Institution of Engineers (India).

Mrs. Kalpathi Aghoram Archana
Non-Executive Director

Mrs. Kalpathi Aghoram Archana is a Non-Executive Director of our Company.

She is a graduate in Computer Science from the College of Engineering, Guindy in Chennai. She holds Master's Degree from the State University of New York (USA) and has completed an extensive Wealth Management Programme from SMUSwiss Institute of Finance-Yale University (USA).

She is a Director of AGS Cinemas Private Limited, the feature film exhibition company, which commenced its operations in 2008 in Chennai.

She is also an executive producer for movies produced by AGS Entertainment Private Limited.

Mr. S. Lakshminarayanan
Non-Executive Independent Director

Mr. S. Lakshminarayanan is a Non-Executive Independent Director of our Company. He is a fellow member of the Institute of Chartered Accountants of India. He holds a bachelor's degree in Commerce from the University of Madras (Chennai, Tamil Nadu).

He is also a Registered Valuer in Securities or Financial Assets and has obtained a Certificate of Registration from the Insolvency and Bankruptcy Board of India and a Certificate of Practice from the IOV Registered Valuers Foundation. He also holds a Company Secretary membership from the Institute of Company Secretaries of India. Additionally, he has also obtained Certificates for courses on Business Responsibility and Sustainability Reporting and Forensic Accounting and Fraud Detection from the Institute of Chartered Accountants of India. He is also a graduate of the Institute of Cost and Works Accountants of India. Presently, he is the proprietor of S L N & Co, Chartered Accountants.

Board of Directors

Ms. Revathi S. Raghunathan
Non-Executive Independent Director

Ms. Revathi S. Raghunathan is a Non-Executive Independent Director of our Company. She is a fellow member of the Institute of Chartered Accountants of India. She is also an Insolvency Professional registered with the Insolvency and Bankruptcy Board of India. She has also obtained a Certificate for course on Forensic Accounting and Fraud Detection from the Institute of Chartered Accountants of India.

She is also a Certified Information Systems Auditor registered as a member of the Indian Science Congress Association. She is also a member of the Institute of Directors. Presently, she is a partner at A. Raghunathan and Company.

Mr. P.B. Srinivasan
Non-Executive Independent Director

Mr. P. B. Srinivasan is a Non-Executive Independent Director of our Company. He is a fellow member of the Institute of Chartered Accountants of India. He also served as an auditor for Board of Control for Cricket in India.

He holds a Bachelors' Degree in Commerce from A. M. Jain College, Chennai. Presently, he is a partner of the firm P. B. Vijayaraghavan & Co.

Mr. Kasaragod Ullas Kamath
Non-Executive Independent Director

Mr. Kasaragod Ullas Kamath is a Non-Executive Independent Director of our Company. He is a fellow member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India.

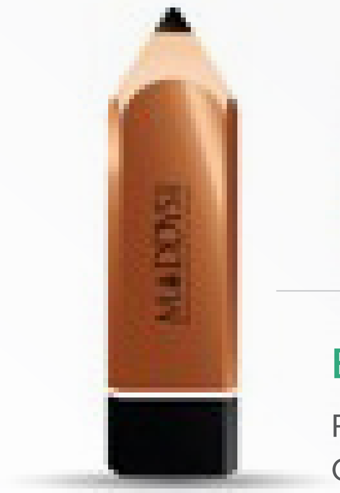
He also holds a Bachelor of Laws degree and has attended the Advanced Management Programme at Wharton Business School and Harvard Business School.

He has won the CA Business Achiever Award (SME category) at the ICAI Awards 2008 on January 25, 2009. He was serving as a Joint Managing Director of Jyothy Labs Limited until recently and has also joined the Board of Snapdeal Limited as a Director.

Awards

BRONZE

TV Service: Single Veranda
RACE Meenakshi Akka Ponnu



BRONZE

Print Service: Single Veranda
CA Smart Way to Crack CA

Board's Report to the Shareholders

Your Directors have pleasure in presenting the Fourth Annual Report of the Company together with Audited Accounts for the year ended 31st March 2022.

Financial Results

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

Particulars	Standalone		Consolidated	
	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021
Revenue from Operations	1,214.80	296.86	7,504.88	253.96
Earnings Before Interest, Taxes, Depreciation and Amortisation	(417.94)	(108.56)	(3,905.21)	(762.45)
Less : Finance Costs	814.97	0.01	833.15	2.57
Less : Depreciation and Amortisation Expense	36.69	17.06	1,382.45	63.40
Profit for the period before share of profit in associate	(1,269.60)	(125.63)	(6,120.81)	(828.42)
Share of profit of Associate	0	0	0	0
Loss before exceptional items & taxes	(1,269.60)	(125.63)	(6,120.81)	(828.42)
Exceptional Items	0	0	0	0
Loss before tax	(1,269.60)	(125.63)	(6,120.81)	(828.42)
Less : Tax Expense	(4.61)	(0.79)	(271.32)	(0.79)
Profit for the period from continuing operations	0	0	0	0
Profit before tax from discontinued operations	0	0	0	0
Tax expense of discontinued operations	0	0	0	0
Profit for the period from discontinued operations	0	0	0	0
Loss for the period	(1,264.99)	(124.84)	(5,849.49)	(827.63)
Attributable to:				
Shareholders of the company	(1,264.99)	(124.84)	(5,849.49)	(827.63)
Non-Controlling Interest	0	0	0	0
Other Comprehensive loss (net of tax)	(5.22)	0	(5.97)	-
Total Comprehensive loss	(1,270.21)	(124.84)	(5,855.46)	(827.63)
Attributable to:				
Shareholders of the company	(1,270.21)	(124.84)	(5,855.46)	(827.63)
Non-Controlling Interest	0	0	0	0
Opening balance in Retained Earnings	(154.26)	(29.42)	(857.05)	(29.42)
Amount available for Appropriation	0	0	0	0
Dividend	0	0	0	0
Tax on Dividend	0	0	0	0
Transfer to General Reserve	0	0	0	0
Transfer to other Reserve	0	0	0	0
Closing balance in Retained Earnings	(1,424.47)	(154.26)	(6,712.50)	(857.05)
EPS Basic	(3.67)	(1.10)	(16.96)	(7.29)
EPS diluted	(3.67)	(1.10)	(16.96)	(7.29)

Review of business operations and future prospects:

Company Overview

Veranda Learning Solutions Limited - An education company that utilises technology to the fullest

Founded in 2018 by the Kalpathi AGS Group, Veranda Learning Solutions Limited ("**Veranda**") is a public listed edtech company that offers a bouquet of training programs for competitive exam preparation, including State Public Service Commission, Banking, Insurance, Railways, IAS and CA, as well as a slew of professional skilling and upskilling programmes in trending technologies. Veranda aims to offer a robust learning platform riding on a network of strong mentors, educationists, and tech experts.

As a brand, Veranda is guided by three main principles: the first is to provide high-quality learning experiences to every learner, the second is to keep each program affordable for the "real India", and the third is to drive training in online outcomes. Veranda is a hybrid company, and offers online, offline, and blended forms, maximising the use of technology to improve teaching and learning efficiency. The successful combination of online and offline modes to deliver high-quality educational content across all channels have leveraged a digital framework that prioritises outcomes while remaining cost-effective for "real India."

The core engineering capabilities of Veranda Labs combines technology, processes, and methodologies to provide high-quality, in-depth, personalised learning opportunities and content to learners across the country. Dedicated to creating an impact on students and delivering successful academic outcomes, Veranda uses a multi-modal delivery system backed to offer a rigorous and disciplined learning framework.

The company provides services through four subsidiaries: Veranda Race Learning Solutions Private Limited, Veranda XL Learning Solutions Private Limited, , Veranda IAS Learning Solutions Private Limited, and Brain4ce Education Solutions Private Limited.

Edureka is the customer facing brand of Brain4ce Education Solutions Private Limited. The company expanded its presence in the global software education market with the acquisition of Edureka in September 2021, providing students with an integrated 360-degree training including skilling and upskilling courses and other corporate courses for employees through its B2B vertical. Veranda Race offers preparatory courses for the State Public Service Commission, the Staff Selection Commission, Banking, Insurance, and Railways. The CA preparatory courses and training for the Union Public Service Commission (prelims, main exam and personality tests) are offered under Veranda XL and Veranda IAS.

Delivery Models

Veranda provides customers with a wide range of delivery options that include online, offline hybrid and offline blended allowing learners to select the model with which they are most comfortable with. The offline hybrid learning model involves classroom teaching supported with online assessments and access to self-paced learning material to enhance recall and retention. The offline blended model involves a mix of Online content and Offline delivery, wherein the centre delivers LMS Study Materials together with traditional classroom experience of personal mentoring from Mentors, with a dedicated Mentor in each classroom available for assistance to a student. Veranda's offline hybrid and offline blended learning models offer traditional classroom experience of personal mentoring from experienced Mentors along with highly curated digital content and online assessments. Veranda's tech-infused online learning model allows learners to engage in a self-paced inclusive and individualised learning experience. Focusing Tier 2, Tier 3 and rural areas, Veranda has developed specific courses in regional languages to better reach out to the students in these regions.

Key Updates

Consolidated Financial Performance

During the fiscal FY22, the company reported a revenue growth of 2871.29% compared to same period previous year. The consolidated revenue stood at ₹ 756.02 million compared to ₹ 25.44 million in FY21; the revenue from Veranda RACE clocked at ₹ 382.15 million in current fiscal FY22 compared to ₹ 25.44 million in FY21. From the date of acquisition (Sep 2021), Brain4ce reported a revenue of ₹ 359.17 million in FY22. The total enrolments for FY22 were at 58,628. The enrolments for Veranda RACE and Brain4ce stood at 33,468 and 24,140 respectively.

Strengthening Balance Sheet

The company utilized the IPO proceeds towards debt repayment to further strengthen the balance sheet. The debt as on 31st March 2022 stands at ₹ 2032.63 mn and the current debt to equity stands at 2.64 times. Furthermore, the IPO has enabled the company to capitalize on future opportunities and to participate in lucrative strategic acquisitions for value creation.

Healthy growth in Enrolments

The company witnessed a healthy growth of 29,954 additional enrolments for the period FY22. This will further thrust the performance of the company forward. The enrolments during the fiscal grew by 104.46% indicating a healthy momentum in learners. Amongst the total enrolments, Veranda Race and Brain4ce accounted for 57.09% and 41.17% respectively.

Transfer to Reserves

The Company has not proposed to transfer any amount to the Reserves.

Change in Nature of Business:

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

Material changes and commitment if any affecting the financial position of the company occurred between the end of the financial year to which these financial statements relate and the date of the report:

The Initial Public Offer of the Company was opened on March 29, 2022 and closed on March 31, 2022. The Company had raised ₹ 200 Crore through the IPO by allotting 1,45,98,540 Equity shares at ₹ 137/- per Share on April 06, 2022.

The Equity Shares of Veranda are listed and admitted on Bombay Stock Exchange Limited ("BSE") and National Stock Exchange of India Limited ("NSE") with effect from April 11, 2022.

Board's Report to the Shareholders (Contd.)

The Company utilised the funds raised through IPO as detailed below:

Particulars	Estimated Amount ₹ in lakhs	Utilised Amount ₹ in lakhs	Balance Amount ₹ in lakhs
Repayment or Pre- payment, in part or full of all certain of our borrowings	6,000	6,000	-
Repayment of bridge loan availed specifically for the purpose of discharge of acquisition consideration of Edureka	2,518.90	2,518.90	
Growth Initiatives	5,000	2,362.70	2,637.30
General Corporate purpose	4,772.50	2,378.40	2,394.10
Total	**18,291.40**	**13,260.00**	**5,031.40**

Dividend:

The Company has reported loss during the financial year and hence, no dividend has been recommended by the Board of Directors.

Significant Events:

SPA signed for the acquisition of T.I.M.E

Recently, the company has signed an SPA for the acquisition of T.I.M.E. at a consideration of ₹ 287 crores foraying into MBA, NEET and JEE Test-Prep and the Pre-school Segment. T.I.M.E. is one of India's leading institutes for MBA test-prep with around 37,000 unique test takers for its flagship online CAT test series – AIMCAT. This will enable the company to expand its national footprint with an asset that is known to be responsible for nearly 50% of all students admitted into the IIMs.

Veranda Acacia launched in May 2022

Veranda Acacia – powered by Brain4ce, is a comprehensive learning platform aimed to bridge the workplace-ready IT skills gap in India, through a nationwide network, with the signup of its first set of Delivery Centres across 25 locations. The Acacia Phase 1 programs are aligned to the Competency Standards developed by SSC NASSCOM in collaboration with industry and approved by the Government of India. Through Acacia, the company intends to deliver high quality, affordable, and experienced instructor led courses across tier 2 and tier 3 towns. In addition, the company is working with several tech companies to provide them with a skilled workforce that can assist them in achieving their growth trajectories.

Partnership with NASSCOM – Future Skills

Veranda has signed a strategic partnership with NASSCOM FutureSkills, a digital skilling initiative by the trade association of the Indian IT BPM industry and the Electronics & IT Ministry, to offer a range of certified, future ready courses on emerging technologies to enhance the digital skills of students and working professionals.

With this partnership, Brain4ce, a wholly owned subsidiary of Veranda, will offer working professionals a range of certified, emerging tech programs in Full Stack Development, Cloud and DevOps, Data Science and Web Technologies that are aligned to the Competency Standards developed by SSC NASSCOM, in collaboration with industry and approved by the Government of India. Students who participate in these programs shall be entitled to appear for the SSC NASSCOM assessment, and upon passing the assessment, shall be eligible for a Government of India subsidy.

CEO/CFO Certification:

As required under Regulation 17 of the Listing Regulations, the CEO/CFO certificate for the financial year 2021-22 signed by Mr,Kalpathi Suresh and Mr. R,Rangarajan was placed before the Board of Directors of the Company at their meeting held on 30th May 2022 and is annexed to the Corporate Governance Report as Annexure [A].

Employees Stock Option Plan:

The Shareholders at the Extraordinary General Meeting held on Friday, May 27, 2022 approved "Veranda Learning Solutions Limited - Employee Stock Option Plan 2022" ("ESOP 2022"/"Plan").

BSE Limited and National Stock Exchange of India Limited had granted the in-principle approval for listing upto a maximum of 27,88,775 Equity Shares of ₹ 10/- each to be allotted pursuant to Veranda Learning Solutions Limited – Employee Stock Option Plan 2022.

The total number of options to be granted under the plan shall not exceed 27,88,775. Comprising of 16,73,265 options to the Strategic Team and 11,15,510 options to other eligible employees.

All the options granted on any date shall vest not earlier than minimum period of 1 (One) year and not later than a maximum period of 4 (Four) years from the date of grant of options as may be determined by the Committee.

For Strategic Team:- The Exercise Price shall be 50% of the IPO Price.

For Others forming part of General Team: The Exercise Price shall be at 25% discount to Current Market Price at the time of grant.

The 2022 Plan is being implemented in accordance with the provisions of the Act and SEBI SBEB Regulations.

The Nomination and Remuneration Committee and the Board of Directors at their meetings held on August 13, 2022 approved certain amendments including expansion of the definition of Strategic team to include core members who are expected to add long term value to the growth of the Company and its associate companies and also approved the proposal of grant of options to employees of associate company(ies) subject to the approval of members.

Share Capital

The details of change in Share Capital during the period under review is explained below:

Increase in Share Capital	:	1. The authorised share capital of the company has increased from ₹ 2,500 Lakhs to ₹ 5,500 Lakhs pursuant to the approval of the shareholders at the Extra-Ordinary General Meeting of the Company held on July 26, 2021.
		2. The authorised share capital of the company has been consolidated from ₹ 5,500 Lakhs equity shares of ₹ 1/- each to 550 Lakhs equity shares of ₹ 10/- each at the Extra-Ordinary General Meeting of the Company held on July 30, 2021.
		3. The authorised share capital of the company has increased form ₹ 5,500 Lakhs to ₹ 6,000 Lakhs pursuant to the approval of the shareholders at the Extra-Ordinary General Meeting of the Company held on September 22, 2021.
Allotment of Shares	:	24,00,000 Equity Shares of ₹10/- each at premium of ₹140/- each through Right's Basis was allotted at the Board Meeting held on September 02,2021. Subsequently, 10 Equity of ₹10/- each at a premium of ₹18/- per share through Private Placement Basis was allotted at the Board Meeting held on September 21, 2021. Thereafter, 29,94,669 Equity Shares of ₹10/- each at a premium of ₹120/- each and 82,300 Equity Shares of ₹10/- each at a premium of ₹ 120/- each through Private Placement Basis were allotted at the Board Meetings held on December 28, 2021 and December 31, 2021 respectively. Further, 5,00,000 Equity Shares of ₹10/- each at a premium of ₹120/- each by Conversion of Warrants into Equity Shares was allotted at the Board Meeting held on January 17, 2022.
Buy Back of Securities	:	NIL
Issue of Sweat Equity	:	NIL
Issue of Bonus Shares	:	Allotment of 2,82,00,000 Equity Shares of ₹10/- each as bonus in the ratio of 3:1 i.e., Three Bonus Equity Shares for Every One Fully Paid-up Equity Shares at the Board Meeting held on September 07, 2021.

Public Deposits

Your Company has neither accepted nor renewed any deposits from public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 during the year.

Board Meetings

The Board of Directors met 26 (Twenty Six) times during the financial year ended 31st March, 2022.i.e., 01st June, 2021, 21st June, 2021, 02nd July, 2021, 06th July 2021, 15th July 2021, 24th July 2021, 27th July 2021, 28th July 2021, 02nd August 2021,13th August 2021, 02nd September 2021, 04th September 2021,06th September 2021, 07th September 2021, 15th September 2021, 16th September 2021, 21st September 2021, 29th September 2021, 13th October 2021, 27th October 2021, 28th October 2021, 08th November 2021, 18th December 2021, 22nd December 2021, 17th January 2022 and 17th March, 2022. The gap between the Board meetings was within the maximum period prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended and notified from time to time. Detailed statement of attendance of directors at the Board Meetings and other meetings held during the financial year ended 31st March, 2022 are given in the Corporate Governance report which is forming part of this Annual Report.

Change in Directors and Key Managerial Personnel:

Appointment and Resignation of Directors & KMP:

During the financial year under review the following changes were made in the Board:-

1. Mrs. Kalpathi A Archana was appointed as Additional Director of the Company on 21st September 2021 to hold office of directorship till conclusion of the ensuing Annual General Meeting. Considering her expertise, she was appointed as a Non-Executive Director of the Company at the 03rd Annual General Meeting held on 29th October, 2021.
2. Mr. R. Rangarajan and Mr. K. Praveen Kumar the Whole-time Directors of the Company have resigned from the Board with effect from 28th October, 2021.
3. Mr. Kalpathi S Suresh was re-designated as Executive Director cum Chairman with effect from October 28, 2021. Subsequently, at the 3rd Annual General Meeting held on October 29, 2021 the said appointments were approved by the Shareholders.

Board's Report to the Shareholders (Contd.)

4. Mr. Kalpathi S Aghoram was re-designated as Non-Executive Director cum Vice Chairman with effect from October 28, 2021. Subsequently, at the 3rd Annual General Meeting held on October 29, 2021 the said appointments were approved by the Shareholders.
5. Mr. K. Ullas Kamath, Mr. S. Lakshminarayanan, Mrs. Revathi S. Ragunathan and Mr. P. B. Srinivasan were appointed as Additional, Non-Executive Independent Director at the Board Meeting held on 28th October 2021. Subsequently, at the 3rd Annual General Meeting held on 29th October 2021 the said appointments were approved by the Shareholders.
6. Mr. R. Rangarajan, who was appointed on October 29, 2021 as Chief Financial Officer of the Company resigned on June 01, 2022, and Mrs. Saradha Govindarajan, was appointed as Chief Financial Officer of the Company with effect from June 01, 2022.
7. Mr. M. Anantharamakrishnan, was appointed as the Company Secretary of the Company with effect from June 01, 2021 and additionally as Compliance Officer of the Company with effect from October 28, 2021.

Retirement by Rotation and Re-Appointment

Pursuant to Section 152(6)(c) of Companies Act, 2013, Mr. Kalpathi S Ganesh, Non-Executive Director of the Company who retires by rotation and being eligible for re-appointment, offers himself for re-appointment as a Director of the company and the same is being placed before the 04th Annual General Meeting for approval of shareholders of the Company.

Management Discussion & Analysis

Pursuant to Regulation 34(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule-V thereof, the Management Discussion and Analysis report has been annexed to the Board's Report as **ANNEXURE-D** and forms a part of the Annual Report.

Declaration from Independent Directors on Annual Basis

The Company has received declarations from all the Independent Directors who are occupying the Board as on the end of financial year 2021-22 confirming that they continue to meet the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 25 & 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made under threat and they have registered themselves with the Independent Director's Database maintained by the IICA.

Further, none of the Directors of the Company are disqualified for being appointed as Directors as specified in Section 164(2) of the Act and Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

And the format of the said Disclosure is given as **ANNEXURE - E**, which forms part of the Corporate Governance Report.

Nomination and Remuneration Policy

The Company believes that a diverse and inclusive culture is integral to its success. A diverse Board, among others, will enhance the quality of decisions by utilizing different skills, qualifications, professional experience and knowledge of the Board members necessary for achieving sustainable and balanced development. Accordingly, the Board based on the recommendation of the Nomination and Remuneration Committee has formulated a policy on Director's appointment, remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. The policy covers the appointment, including criteria for determining qualification, positive attributes, independence and remuneration of its Directors, Key Managerial Personnel and Senior Management Personnel. The key highlights of the policy forms part of the Corporate Governance Report. The entire Nomination and Remuneration Policy is also available on the website of the Company at https://www.verandalearning.com/investor/corporate-governance-policies

Vigil Mechanism/ Whistle Blower Policy

The Company has adopted a Whistle Blower Policy establishing vigil mechanism to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail the mechanism. It is affirmed that no personnel of the Company have been denied access to the Audit Committee. The policy of Vigil mechanism is available on the Company's website https://www.verandalearning.com/investor/corporate-governance-policies. No complaint has been received from any employee since inception of the vigil mechanism.

Information about the Financial Performance / Financial Position of the Subsidiaries / Associates / Joint Ventures

Pursuant to provisions of Section 129(3) of the Companies Act, 2013, a Statement containing key results and indicators of the Financial Statements of Subsidiaries in Form AOC-1 is attached to the Boards Report as **Annexure – B**.

Pursuant to the provisions of Section 136 of the Companies Act, 2013, the Financial Statement of the Company, Consolidated Financial Statements along with relevant documents and separate Audited Accounts in respect of Subsidiaries, are available for public view on the website of the Company https://www.verandalearning.com/.

In addition, these documents will be available for inspection during business hours at the registered office of the Company.

Annual Return

The Annual Return of the Company as on 31st March, 2022 in Form MGT - 7 in accordance with Section 92(3) of the Act read with the Companies (Management and Administration) Rules, 2014, is available on the website of the Company at https://www.verandalearning.com/investor/financials

Statutory Auditors

Pursuant to the provisions of Section 139 of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended, M/s. Deloitte Haskins & Sells, Chartered Accountants, bearing (FRN: 008072S), were appointed as Statutory Auditors of your Company at the 3rd Annual General Meeting of the Company held on 29th October, 2021 for a term of 5 years till the conclusion of the Annual General Meeting to be held in the in year 2026.

The Annual Accounts of the Company including its Balance Sheet, Statement of Profit and Loss and Cash Flow Statement including the Notes and Schedules to the Accounts have been audited by M/s. Deloitte Haskins & Sells, Chartered Accountants, Chennai. The Independent Auditors' Report given by the Auditors on the financial statements of the Company is forming part of the Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report which requires any explanation / comments by the Board.

Secretarial Auditors

During the year under review your company doesn't fall under the purview of Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Cost Records

During the year under review the Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act. 2013. Therefore, it is not applicable for the Company.

Committees of the Board

As on 31st March 2022, your Company had constituted 5 (Five) committees:

Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, Stakeholders Relationship Committee, and Internal Complaints Committee.

The Committees constituted as above started to function from the date of Listing. i.e. 11th April, 2022.

A detailed note on the composition of the Board and its committees, including its terms of reference is provided in the Corporate Governance Report. The composition and terms of reference of all the Committee(s) of the Board of Directors of the Company is in line with the provisions of the Act and Listing Regulations.

Internal Auditor

Internal Audit of the Company was handled by M/s. Sundaram & Srinivasan, an Independent Chartered Accountant Firm, for evaluating the adequacy of internal controls and concurrently reviews majority of the transactions in value terms.

Independence of the firm and compliance is ensured by the direct reporting of the firm to the Audit Committee of the Board.

Details in Respect of Frauds Reported by Auditors

The auditors of the Company have stated that during the course of their audit, there were no material fraud by the Company or on the Company by its officers or employees noticed or reported in Independent Auditors' Report which forms part of this Report. Hence, no requirement arises to report the same to Audit Committee or Board of Directors of the Company.

Compliance with Secretarial Standards on Board and General Meetings

During the Financial Year 2021-22, your Company has complied with applicable Secretarial Standards, namely SS-1 & SS-2 issued by the Institute of Company Secretaries of India.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

A & B. Conservation of Energy, Technology Absorption

The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the company during the year under review.

C. Foreign Exchange Earnings and Outgo

(₹ in Lakhs)

S. No.	Particulars	Financial Year 2021-22	Financial Year 2020-21
A	Foreign Exchange earned	NIL	NIL
B	Foreign Exchange used	1,570.07	NIL
C	Net Foreign Exchange earned (A-B)	(1,570.07)	NIL

Board's Report to the Shareholders (Contd.)

Details of Significant and Material Orders passed by the Regulators Or Courts Or Tribunals Impacting the Going Concern Status and Company's Operations in Future

During the year 2021-22, there have been no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operations in future.

Internal Control Systems and their adequacy

The Company has an adequate internal control system which commensurate with the size, scale and complexity of its operations. The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and there by strengthen the controls. A report of Auditors pursuant to Section 143(3) (i) of the Companies Act, 2013 certifying the adequacy of Internal Financial Controls is annexed with the Independent Auditors' Report.

Particulars of Loans, Guarantees Or Investments

During the year under review, the Particulars of Loans, Guarantees or Investments made under Section 186 of the Companies Act are furnished below:-

S. No.	Particulars	Name of the Company	₹ In Lakhs
1.	Investments in Subsidiary	Brain4ce Education Solutions Private Limited	20,763.03
2.	Loan Given to Subsidiary	Veranda Race Learning Solutions Private Limited	456.90
3.	Loan Given to Subsidiary	Veranda XL Learning Solutions Private Limited	944.79
4.	Loan Given to Subsidiary	Veranda IAS Learning Solutions Private Limited	499.21
5.	Loan Given to Subsidiary	Brain4ce Education Solutions Private Limited	525.00

Disclosure as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013

As per the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("Prevention of Sexual Harassment Act"), the Company has formulated a Policy on Prevention of Sexual Harassment at Workplace for prevention, prohibition, and redressal of sexual harassment at workplace and an Internal Complaints Committees has also been set up to redress any such complaints received.

The Company is committed to providing a safe and conducive work environment to all its employees and associates.

The Company periodically conducts sessions for employees across the organization to build awareness about the Policy and the provisions of Prevention of Sexual Harassment Act.

No Complaints of sexual harassment were received during the financial year 2021-22 by the Company.

Risk Management Policy

Pursuant to Section 134(3)(n) of the Companies Act, 2013, the Company has framed Risk Management Policy, which lays down the framework to define, assess, monitor and mitigate the business, operational, financial and other risks associated with the business of the Company.

The Board of Directors of the Company has formed a Risk Management Committee. The Committee is responsible for monitoring and reviewing the risk management plan and ensuing its effectiveness.

All the risks associated with the business of the Company have been taken care of by taking adequate measures by the Company, which have been reviewed by the Audit committee and the Board in their meetings held from time to time.

The Company's Risk Management Policy is available on the website of the Company at https://www.verandalearning.com/investor/corporate-governance-policies

Corporate Social Responsibility (CSR)

During the year under review your company doesn't falls under the purview of Section 135 and Schedule VII of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

Related Party Transactions

All transactions with related parties were reviewed and approved by the Audit Committee and were in accordance with the Policy on dealing with and materiality of related party transactions and the related party framework, formulated and adopted by the Company.

There are no materially significant related party transactions that may have potential conflict with interest of the Company at large. All contracts/ arrangements/transactions entered into by the Company during the year under review with related parties were in the ordinary course of business and on arm's length basis in terms of provisions of the Act. There were no contracts or arrangements made by the company with related parties falling under the purview of Section 188 of the Companies Act, 2013.

The details of the related party transactions as per Indian Accounting Standards (IND AS-24) are set out in Note No: 37 to the standalone financial statements of the Company.

The Company in terms of Regulation 23 of the Listing Regulations submits within the stipulated time from the date of publication of its standalone and consolidated financial results for the half year, disclosures of related party transactions on a consolidated basis, in the format specified in the relevant accounting standards to the stock exchanges. The said disclosures are available on the website of the Company at https://www.verandalearning.com/investor/stockexchangeintimations

Form AOC-2 pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is set out in **Annexure - C** to this Report.

The Company's Policy on Related Party Transactions is available on the website of the Company at https://www.verandalearning.com/investor/corporate-governance-policies.

Board Evaluation

In compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the performance evaluation of the Board was carried out during the year under review. More details on the same are given in the Corporate Governance Report.

Ratio of Remuneration of Director

The information as required under the provisions of Section 197(12) of the Companies Act, 2013 and read with Rule 5(1), 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are set out in **ANNEXURE – A** which forms part of this Annual Report.

Particulars of Employees

No employee of the Company was in receipt of remuneration in excess of ₹1.02 crores during the year or ₹8.50 lakhs per month during any part of the said year as per Section 197 of the Companies Act, 2013, read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

Transfers to the Investor Education and Protection Fund (IEPF)

Pursuant to Sections 124 and 125 of the Companies Act, 2013 ("the Act") read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("The Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government, after completion of seven consecutive years from the date of transfer of such amount to unpaid dividend account. Further, according to the Rules, the shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall also be transferred to the demat account of IEPF Authority.

During the year under review, there was no such instances requiring any transfer by the company to the IEPF.

The details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016

During the year under review, the company hasn't made any application or any proceedings pending against the Company under Insolvency and Bankruptcy, Code 2016.

Compliance With Code Of Conduct

The Company has framed Code of Conduct for the Board of Directors and Senior Management personnel of the Company. The Code of Conduct is available on the Company's website www.verandalearnings.com. All the Board of Directors and senior management personnel have affirmed compliance with the Code of conduct as on 31st March, 2022.

As required under Regulation 34(3) and Schedule V (D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a declaration from Mr. Kalpathi S Suresh, Executive Director Cum Chairman to this effect is annexed to the Report on corporate governance which forms part of this Annual Report.

Listing of Shares

The equity shares of the Company are listed on the Stock Exchange viz., National Stock Exchange Of India Limited (NSE Ltd) and Bombay Stock Exchange Limited (BSE Ltd) with effect from 11th April 2022. The Company has paid the applicable listing fees to the Stock Exchange within the stipulated time for the financial year 2022-23.

Corporate Governance

Your company has taken adequate steps to adhere to all the conditions laid down in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to Corporate Governance. Pursuant to Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule-V thereof, the report on Corporate Governance has been furnished in the Annual Report and forms part of the Annual Report.

A Certificate from the Statutory Auditors of the Company confirming the compliance of conditions of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Annual Report.

The Managing Director and the Chief Financial officer of the Company have certified to the Board the financial statements and other matters in accordance with

Board's Report to the Shareholders (Contd.)

the Regulation 17(8) of the SEBI (Listing obligations and disclosure requirements) regulations, 2015 pertaining to CEO/CFO certification for the financial year ended 31st March 2022 and the same is enclosed as part of Corporate Governance Report.

Directors' Responsibility Statement

Pursuant to the requirement under Sections 134(3) (c) and 134(5) of the Act, in relation to the audited financial statements of the Company for the year ended March 31, 2022, the Board of Directors hereby confirms that:

1. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures wherever applicable.
2. the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at 31st March, 2022 and of the profit of your Company for the year ended on that date.
3. 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 your Company and for preventing and detecting fraud and other irregularities;
4. that Directors had prepared the annual accounts on a going concern basis;
5. the Directors have laid down internal financial controls to be followed by your Company and that such internal financial controls are adequate and are operating effectively and 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.

Personnel

Employee relations have been very cordial during the financial year ended 31st March, 2022. The Board wishes to place on record its appreciation to all the employees in the Company for their sustained efforts and immense contribution to the high level of performance and growth of the business during the year.

Registrar and Transfer Agent

M/s. KFin Technologies Limited (formerly known as M/s. Kfin Technologies Private Limited) is the Registrar and Transfer Agent of the Company.

Acknowledgement

The Board of Directors place on record sincere gratitude and appreciation for all the employees at all levels for their hard work, solidarity, cooperation and dedication during the year.

The Board conveys its appreciation for its customers, shareholders, suppliers as well as vendors, bankers, business associates, regulatory and government authorities for their continued support.

For and on behalf of the Board of Directors

Kalpathi S Suresh
Executive Director cum Chairman
DIN: 00526480

Place: Chennai

Date: 08/09/2022

Annexure - A to the Board's Report

Particulars of employees and ratio of remuneration of director

A. Disclosure with respect to the remuneration of Directors and employees as required under Section 197 of the Companies Act, 2013 and Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is as follows:

(a)	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	Not Applicable
(b)	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any in the financial year	There is no increase in the remuneration paid.
(c)	The percentage increase in the median remuneration of employees in the financial year.	There is no increase in the remuneration paid.
(d)	The number of permanent employees on the rolls of the company.	75
(e)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	There was 38% decrease in salaries paid to employees other than the managerial personnel in FY 2021-22 as compared to FY 2020-21.
(f)	Affirmation that the remuneration is as per the remuneration policy of the company.	The Company affirms that the remuneration is as per the Remuneration Policy of the Company.

B. Information as per Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & 5(3) of The Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 forming part of the Boards Report for the year ended March 31, 2022.

No employee of the Company was in receipt of remuneration of not less than ₹1.02 crores during the year or ₹8.50 lakhs per month during any part of the said year as per Section 197 of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

For and on behalf of the Board of Directors

Kalpathi S Suresh
Executive Director Cum Chairman
DIN: 00526480

Place: Chennai
Date: 08/09/2022

Annexure - B

Form AOC-1

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

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

Part "A": Subsidiaries

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

Sl. No.	Particulars	Details	Details	Details	Details
1.	Name of the subsidiary	Veranda XL Learning Solutions Private Limited	Veranda IAS Learning Solutions Private Limited	Veranda Race Learning Solutions Private Limited	Brain4ce Education Solutions Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	in line with the Holding Company	in line with the Holding Company	in line with the Holding Company	in line with the Holding Company
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Indian Rupees	Indian Rupees	Indian Rupees	Indian Rupees
4.	Share capital	100.00	1.00	100.00	84.98
5.	Reserves & surplus	-1,364.87	-642.43	-1,077.21	-3,687.28
6.	Total assets	410.60	235.13	984.27	1,390.47
7.	Total Liabilities	1,675.47	876.56	1,961.48	4,992.77
8.	Investments	-	-	-	-
9.	Turnover	70.78	33.44	3,820.58	6,828.97
10.	Loss before taxation	-1,102.13	-642.43	-1,417.20	-1,668.82
11.	Provision for taxation	-	0	0	-14.08
12.	Loss after taxation	-1,102.13	-642.43	-1417.20	-1,654.74
13.	Proposed Dividend	-	0	0	0
14.	% of shareholding	100%	100%	100%	100%

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations
2. Names of subsidiaries 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: Not Applicable

For and on behalf of the Board of Directors

Kalpathi S Suresh
Executive Director cum Chairman
DIN: 00526480

Place: Chennai
Date: 08/09/2022

Annexure - C to the Board's Report

Related Party Transactions

Form No. AOC 2

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under their proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis

   Not Applicable as the Company has not entered into any contract or arrangement or transactions not at arm's length basis.

2. Details of material contracts or arrangements or transactions at arm's length basis

(A)	(B)	(C)	(D)	(E)	(F)
Name(s) of the related party and nature of relationship	**Nature of contracts / arrangements / transactions**	**Duration of the Contracts / arrangements / transactions**	**Salient terms of the contracts or arrangements or transactions including the value**	**Date(s) of approval by the Board**	**Amount paid as advances**
Veranda Race Learning Solutions Private Limited	Share of Common and Studio Expenses	01st October 2020 to 30th September 2023	Offering courses on competitive exam. ₹ 6,56,13,930/-	25th April 2022	NIL
Veranda XL Learning Solutions Private Limited	Share of Common and Studio Expenses	01st October 2020 to 30th September 2023	Offering courses to CA Students. ₹ 5,74,03,017/-	25th April 2022	
Veranda IAS Learning Solutions Private Limited	Share of Common and Studio Expenses	01st October 2020 to 30th September 2023	Offering courses for students appearing IAS exams. ₹ 4,39,19,915/-	25th April 2022	
Veranda Race Learning Solutions Private Limited	Loans Given	01st October 2020 to 31st March 2022 (the original agreement dated 01st October 2020) and 01st April 2022 to 31st March 2025 (Supplementary Agreement entered with effect from 1st April 2022)	Working Capital ₹ 7,62,30,417/-	25th April 2022	
Veranda XL Learning Solutions Private Limited	Loans Given	01st October 2020 to 31st March 2022 (the original agreement dated 01st October 2020) and 01st April 2022 to 31st March 2025 (Supplementary Agreement entered with effect from 1st April 2022).	Working Capital ₹ 11,54,63,085/-	25th April 2022	
Veranda IAS Learning Solutions Private Limited	Loans Given	01st October 2020 to 31st March 2022 (the original agreement dated 01st October 2020) and 01st April 2022 to 31st March 2025 (Supplementary Agreement entered with effect from 1st April 2022).	Working Capital ₹ 5,49,21,120/-	25th April 2022	
Brain4ce Education Solutions Private Limited	Loans Given	01st October 2020 to 31st March 2022 (the original agreement dated 01st October 2020) and 01st April 2022 to 31st March 2025 (Supplementary Agreement entered with effect from 1st April 2022)	Working Capital ₹ 5,25,00,000/-	25th April 2022	

Board's Report to the Shareholders (Contd.)

(A)	(B)	(C)	(D)	(E)	(F)
Name(s) of the related party and nature of relationship	**Nature of contracts / arrangements / transactions**	**Duration of the Contracts / arrangements / transactions**	**Salient terms of the contracts or arrangements or transactions including the value**	**Date(s) of approval by the Board**	**Amount paid as advances**
Veranda Race Learning Solutions Private Limited	Interest on Loan	01st October 2020 to 31st March 2022 (the original agreement dated 01st October 2020) and 01st April 2022 to 31st March 2025 (Supplementary Agreement entered with effect from 1st April 2022)	Working Capital ₹ 39,25,261/-	25th April 2022	
Veranda XL Learning Solutions Private Limited	Interest on Loan	01st October 2020 to 31st March 2022 (the original agreement dated 01st October 2020) and 01st April 2022 to 31st March 2025 (Supplementary Agreement entered with effect from 1st April 2022)	Working Capital ₹ 59,31,684/-	25th April 2022	
Veranda IAS Learning Solutions Private Limited	Interest on Loan	01st October 2020 to 31st March 2022 (the original agreement dated 01st October 2020) and 01st April 2022 to 31st March 2025 (Supplementary Agreement entered with effect from 1st April 2022)	Working Capital ₹ 19,39,915/-	25th April 2022	
Brain4ce Education Solutions Private Limited	Interest on Loan	01st October 2020 to 31st March 2022 (the original agreement dated 01st October 2020) and 01st April 2022 to 31st March 2025 (Supplementary Agreement entered with effect from 1st April 2022)	Working Capital ₹ 10,01,466/-	25th April 2022	
Leonne Hill Property Developments Private Limited	Rent	01st October 2021 to 30th September 2022	Rental Agreement ₹ 78,00,000/-	25th April 2022	
Kalpathi S Aghoram	Rent	10th September 2021 to 09th August 2022	Rental Agreement ₹ 13,196/-	25th April 2022	
Kalpathi S Ganesh	Rent	10th September 2021 to 09th August 2022	Rental Agreement ₹ 13,196/-	25th April 2022	
Kalpathi S Suresh	Rent	10th September 2021 to 09th August 2022	Rental Agreement ₹ 13,196/-	25th April 2022	
Brain4ce Education Solutions Private Limited	Investment in subsidiaries	Not Applicable	Invested in Equity Shares. ₹ 2,07,63,03,000/-	13th August 2021	
Leonne Hill Property Developments Private Limited	Security Deposit	01st October 2021 to 30th September 2022	Rental Agreement ₹ 20,00,000/-	25th April 2022	₹ 20,00,000/-

For and on behalf of the Board of Directors

Kalpathi S Suresh
Executive Director Cum Chairman
DIN: 00526480

Place: Chennai
Date: 08/09/2022

Report on Corporate Governance

1. Corporate Governance Philosophy

The Company believes in ensuring fairness, transparency, professionalism, accountability and propriety in total functioning of the Company, which are pre-requisites for attaining sustainable growth in this competitive corporate world. The Company always endeavours to enhance shareholders value through prudent financial management backed up by sound business decisions. The company follows all the principles of corporate governance in its true spirit and at all times.

The Company's policies, practices and philosophy adopted since inception are in line with Corporate Governance. These policies and practices are periodically updated to ensure effective compliance. The composition of Board of Directors is well balanced with a view to manage the affairs of the Company efficiently and professionally.

2. Board of Directors

a) Composition and category of directors

The Board has an optimum mix of Executive, Non-Executive and Independent Directors. The Board of the Company is diverse in terms of qualification, competence, skills and expertise, which enables it to ensure long term value creation for all the stakeholders.

Composition of the Board as on 31st March 2022

Category	No. of Directors	% to total number of Directors
Executive Director	1	12.5%
Non-Executive - Non Independent Directors	3	37.5%
Non-Executive - Independent Directors	4	50.0%

The Composition of the Board of Directors and category of them are as follows:

S. No.	Name of the Director	DIN	Category of directors
1	Mr. Kalpathi S Suresh	00526480	Executive Director Cum Chairman
2	Mr. Kalpathi S Aghoram	00526585	Non - Executive Director Cum vice - chairman
3	Mr. Kalpathi S Ganesh	00526451	Non - Executive Director
4	Mrs. Kalpathi A Archana	05331133	Non - Executive Director
5	Mr. S Lakshminarayanan	01753098	Non - Executive Independent Director
6	Mr. K Ullas Kamath	00506681	Non - Executive Independent Director
7	Mr. P B Srinivasan	09366225	Non - Executive Independent Director
8	Mrs. Revathi S Raghunathan	01254043	Non - Executive Independent Director

All Independent Directors possess the requisite qualifications and are very experienced in their own fields and fulfil required independence criteria. None of the directors holds membership in more than ten committees or is Chairman of more than five committees in public limited companies in which they are directors. Necessary disclosures have been obtained from all the directors regarding their directorship and have been taken on record by the Board

b) Attendance of Directors at Board Meeting and the last Annual General Meeting held on 29.10.2021

S. No.	Name of Director	No. of Board Meetings held during their Tenure	No. of Board Meetings Attended	Attendance at the last AGM (29th October 2021)
1	Mr. Kalpathi S Suresh	26	26	Yes
2	Mr. Kalpathi S Aghoram	26	26	Yes
3	Mr. Kalpathi S Ganesh	26	26	Yes
4	Mrs. Kalpathi A Archana	9	9	Yes
5	Mr. S Lakshminarayanan	5	5	Yes
6	Mr. K Ullas Kamath	5	5	Yes
7	Mr. P B Srinivasan	5	5	Yes
8	Mrs. Revathi S Raghunathan	5	5	Yes
**9	Mr.K.Praveen Kumar	21	21	NA
**10	Mr.Rangarajan	21	21	NA

**Mr. K .Praveen Kumar and Mr. R. Rangarajan Executive Directors of the Company resigned with effect from 28th October 2021.

Report on Corporate Governance (Contd.)

c) Number of other board of directors or committees in which the directors are members or chairperson

S. No.	Name	*No. of Directorships in other Companies		*No. of Directorships in other Companies	
		Chairman	Member	Chairman	Member
1	Mr. Kalpathi S Suresh	-	1	-	2
2	Mr. Kalpathi S Aghoram	-	-	-	-
3	Mr. Kalpathi S Ganesh	-	-	-	-
4	Mrs. Kalpathi A Archana	-	-	-	-
5	Mr. S Lakshminarayanan	-		-	
6	Mr. K Ullas Kamath	-	2	-	2
7	Mr. P B Srinivasan	-	-	-	-
8	Mrs. Revathi S Raghunathan	-	NIL	-	-

Note:

* Number of other board of directors or committees in which the directors are members or chairperson denotes the number of directorship in listed entities.

The name of other listed entities in which director of our company is a director and the category of directorship

S. No.	Name of the Directors	Category of Directors	Name of Listed Companies
1	Mr. Kalpathi S Suresh	Independent Director	Indian Terrain Fashions Limited
2	Mr. Kalpathi S Aghoram	-	-
3	Mr. Kalpathi S Ganesh	-	-
4	Mrs. Kalpathi A Archana	-	-
5	Mr. S Lakshminarayanan	-	-
6	Mr. K Ullas Kamath	Independent Director	V-Guard Industries Ltd
		Independent Director	Wonderla Holidays Limited
7	Mr. P B Srinivasan	-	-
8	Mrs. Revathi S Raghunathan	-	-

d) Number of meetings of the board of directors held and dates on which held

During the financial year ended 31st March 2022, there were 26 (Twenty Six) Board meetings held on 01st June 2021, 21st June 2021, 02nd July 2021, 06th July 2021, 15th July 2021, 24th July 2021, 27th July 2021, 28th July 2021. 02nd August 2021, 13th August 2021, 02nd September 2021, 04th September 2021, 06th September 2021, 07th September 2021, 15th September 2021, 16th September 2021, 21st September 2021, 29th September 2021, 13th October 2021, 27th October 2021, 28th October 2021, 08th November 2021, 18th December 2021, 22nd December 2021, 17th January 2022 and 17th March 2022 The interval between any two meetings was well within the maximum time limit allowed as per the provisions of Companies Act, 2013 and amendments made thereunder.

e) Relationship between Directors inter-se

- Mr Kalpathi S Aghoram Non-Executive Director is a brother of Mr. Kalpathi S Suresh Executive Director cum Chairman, Mr. Kalpathi S Ganesh Non-Executive Director and Father of Mrs.Kalpathi A Archana Non-Executive Director.
- Mr. Kalpathi S Ganesh Non-Executive Director is a brother of Mr. Kalpathi S Aghoram Non-Executive Director, Mr.Kalpathi S Suresh Executive Director Cum Chairman and Uncle of Mrs.Kalpathi A Archana Non-Executive Director.
- Mr.Kalpathi S Suresh Executive Director Cum Chairman is a brother of Mr. Kalpathi S Aghoram Non-Executive Director and Mr. Kalpathi S Ganesh Non-Executive Director and Uncle of Mrs.Kalpathi A Archana Non-Executive Director.
- Mrs. Kalpathi A Archana, Non-Executive Director is a Daughter of Mr. Kalpathi S Aghoram, Non-Executive Director and Niece of Mr. Kalpathi S Suresh Executive Director cum Chairman and Mr. Kalpathi S Ganesh Non-Executive Director.

f) No. of shares and convertible instruments held by Non-Executive Directors

S. No.	Name	Category	No. of Equity Shares held
1.	Mr. Kalpathi S Suresh	Executive Director Cum Chairman	1,20,31,632
2.	Mr. Kalpathi S Aghoram	Non - Executive Director	1,20,33,636
3.	Mr. Kalpathi S Ganesh	Non - Executive Director	1,20,32,132
4.	Mrs. Kalpathi A Archana	Non - Executive Director	1,00,000
5.	Mr. S Lakshminarayanan	Non - Executive Independent Director	-
6.	Mr. K Ullas Kamath	Non - Executive Independent Director	-
7.	Mr. P B Srinivasan	Non - Executive Independent Director	-
8.	Mrs. Revathi S Raghunathan	Non - Executive Independent Director	-

g) Web link where details of familiarisation programmes imparted to independent directors is disclosed

The Company has been conducting familiarisation programmes for the Independent Directors of the Company through a detailed presentation.

h) A chart or a matrix setting out the skills / expertise / competence of the board of directors specifying the list of core skills / expertise / competencies identified by the board of directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the board

The following are the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the business of the Company:

1. General Management skills
2. Leadership Skills
3. Problem Solving/Decision Making
4. Relationship Building
5. Communication Skills
6. Planning & Strategy Development

Names of directors along with the skills / expertise / competence

Name of Directors	Competency Matrix					
	General Management skills	Leadership skills	Problem solving/ Decision making$	Relationship building	Communi-cation skills	Planning & Strategy Development^
Mr. Kalpathi S Suresh	✓	✓	✓	✓	✓	✓
Mr. Kalpathi S Aghoram	✓	✓	✓	✓	✓	✓
Mr. Kalpathi S Ganesh	✓	✓	✓	✓	✓	✓
Mrs. Kalpathi A Archana	✓	✓	✓	✓	✓	✓
Mr. S Lakshminarayanan	✓	✓	✓	✓	✓	✓
Mr. K Ullas Kamath	✓	✓	✓	✓	✓	✓
Mr. P B Srinivasan	✓	✓	✓	✓	✓	✓
Mrs. Revathi S Raghunathan	✓	✓	✓	✓	✓	✓

^Planning & Strategy Development includes core experience in industry across varied sectors, Information technology planning & design etc.

$ Problem solving / Decision making includes Strategic Management / Planning / Financial Analysis and decision making.

i) Confirmation that in the opinion of the board, the independent directors fulfil the conditions specified in these regulations and are independent of the management

In the opinion of the Board, the Independent Directors of the Company fulfil the conditions specified in the SEBI Listing Regulations and are Independent in the Management of the Company.

j) Detailed reasons for the resignation of an independent director who resigns before the expiry of his tenure along with a confirmation by such director that there are no other material reasons other than those provided - NA

Report on Corporate Governance (Contd.)

3. Audit Committee

a. Brief description of terms of reference

The Audit Committee assists the board in the dissemination of financial information and in overseeing the financial and accounting process in the company. The terms of reference of the Audit Committee cover all matters specified in Regulation 18 of SEBI (Listing obligations and Disclosure Requirements) Regulations 2015 and also as per Section 177 of the Companies Act 2013. The terms of reference broadly include review of internal audit reports and action taken reports, assessment of the efficacy on the internal control systems / financial reporting systems and reviewing the adequacy of the financial policies and practices followed by the company. The audit committee reviews the compliance with legal and statutory requirements, the quarterly and annual financial statements and related party transactions and reports its findings to the Board. The committee also recommends the appointment of Statutory Auditor, Internal Auditor, Secretarial Auditor and Cost Auditor, if applicable. The Audit Committee takes note of any default in the payments to creditors and shareholders. The committee also looks into those matters specifically referred to it by the Board. The Statutory Auditors and Internal Auditors are present at all Audit Committee meetings.

b. Composition of the Audit Committee

The composition of the Audit Committee is in accordance with the provisions of Section 177 of the Companies Act, 2013 and the rules made there under and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee comprises of the following directors for the year ended 31st March 2022:

S. No.	Name of Members	Position	Category
1	Mrs. Revathi S. Raghunathan	Chairperson	Non-Executive & Independent
2	Mr. S. Lakshminarayanan	Member	Non-Executive & Independent
3	Mr. P. B. Srinivasan	Member	Non-Executive & Independent

The Committee comprised of 3 independent directors, all of whom are financially literate and have relevant finance / audit exposure.

Meetings and Attendance - The Audit Committee started to operate from the date of listing of Equity shares (i.e.) 11th April 2022 with BSE Ltd and National Stock Exchange of India Limited.

4. Nomination and Remuneration Committee

a) Brief description of terms of reference:

The constitution of the committee is in compliance of Section 178 of the Companies Act,2013, read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014 and Regulation 19 and Part D (Point A) of the Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The terms of reference of the committee are as follows:

1. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.
2. Formulation of criteria for evaluation of the Independent Director and to carry out evaluation of every Director's performance and to provide necessary report to the Board for further evaluation.
3. Advise the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
4. Devising a policy on Board diversity.
5. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
6. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
7. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
8. Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

9. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
10. To perform such other functions as may be necessary or appropriate for the performance of its duties.
11. To develop a succession plan for the Board and to regularly review the plan.

b) Composition of the Nomination and remuneration committee

S. No.	Name of Members	Position	Category
1	Mr. S. Lakshminarayanan	Chairman	Non-Executive & Independent
2	Mrs. Revathi S. Raghunathan	Member	Non-Executive & Independent
3	Mr. P. B. Srinivasan	Member	Non-Executive & Independent

c) Meetings and Attendance during the year – The Nomination and Remuneration Committee started to operate from the date of listing of Equity shares (i.e.) 11th April 2022 with BSE Ltd and National Stock Exchange of India Limited.

d) Performance evaluation criteria for independent directors

1. The Nomination and Remuneration Committee has devised criteria for evaluation of the performance of the Directors including Independent Directors. Their criteria provide for certain parameters below.

- act objectively and constructively while exercising their duties;
- exercise their responsibilities in a bona fide manner in the interest of the Company;
- devote sufficient time and attention to their professional obligations for informed and balanced decision making;
- do not abuse their position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- refrain from any action that would lead to loss of their independence
- inform the Board immediately when they lose their independence,
- assist the Company in implementing the best corporate governance practices.
- strive to attend all meetings of the Board of Directors and the Committees;
- participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- strive to attend the general meetings of the Company;
- keep themselves well informed about the Company and the external environment in which it operates;
- do not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.
- abide by Company's Memorandum and Articles of Association, Company's policies and procedures including code of conduct, insider trading etc.

A separate exercise was carried out to evaluate the performance of individual directors, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its various stakeholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Non-Independent Directors was carried out by the Independent Directors; the Directors expressed their satisfaction with the evaluation process.

5. Stakeholders' Relationship Committee

The constitution of the committee is in compliance of Section 178 of the Companies Act,2013, and Regulation 20 and Part D (Point B) of the Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The terms of reference of the committee are as follows:

(1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.

Report on Corporate Governance (Contd.)

(2) Review of measures taken for effective exercise of voting rights by shareholders.

(3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.

(4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

Composition of the Stakeholders Relationship committee:

S. No.	Name of Members	Position	Category
1	Mr. P. B. Srinivasan	Chairman	Non-Executive & Independent
2	Mrs. Revathi S. Raghunathan	Member	Non-Executive & Independent
3	Mr. S. Lakshminarayanan	Member	Non-Executive & Independent

Meetings and Attendance during the year – The Stakeholders Relationship Committee started to operate from the date of listing of Equity shares (i.e.) 11th April 2022 with BSE Ltd and National Stock Exchange of India Limited.

6. Risk Management Committee:

The constitution of the committee is in with Regulation 21 and Part D (Point C) of the Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The terms of reference of the committee are as follows:

i. To ensure that all the current and future material risk exposures of the Company are identified, assessed, quantified, appropriately mitigated, minimized and managed i.e. to ensure adequate systems for risk management.

ii. To establish a framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability, information, cyber security risks or any other risk as may be determined by the Risk Management Committee ("the Committee") for the company's risk management process and to ensure its implementation.

iii. To measure risk mitigation including systems and processes for internal control of identified risks.

iv. To formulate business Continuity Plan.

v. To enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices.

vi. To assure business growth with financial stability

vii. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

viii. The appointment, removal, and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

Composition of the Risk Management committee:

S. No.	Name of Members	Position	Category
1.	Mr. Ulllas K Kamath	Chairman	Member
2.	Mr. S. Lakshminarayanan	Member	Non-Executive & Independent
3.	Mr. K. Praveen Kumar	Member	President- Corporate Strategy
*4.	Mr. R. Rangarajan	Member	President- Corporate Strategy
5.	Mr. M. Anantharamakrishnan	Member	Company Secretary and Compliance officer
**6.	Mr. N. Prabhakaran	Member	Risk Officer
7.	Mr. K. Venkatesh	Member	Chief Instruction Delivery

*Redesignated as President Corporate Strategy with effect from 04th July 2022.

** Resigned from the services of the Company with effect from 31st October 2022.

Meetings and Attendance during the year – The Risk Management Committee started to operate from the date of listing of Equity shares (i.e.) 11th April 2022 with BSE Ltd and National Stock Exchange of India Limited.

Meeting of Independent Directors – Not applicable

7. Remuneration of Directors

(a) All pecuniary relationship or transactions of the non-executive director's vis-a-vis the listed entity

There were no other pecuniary relationships or transactions of the non-executive directors visà- vis the company during the Financial Year ended 31st March, 2022 except payment of sitting fees as disclosed below.

(b) Criteria of making payments to Non-Executive Directors

The Company hasn't made any payments except sitting fees to Non-Executive Directors as per Nomination and Remuneration Policy.

(c) Disclosures with respect to remuneration

Remuneration to Executive Director

Mr. Kalpathi S Suresh, Executive Director Cum Chairman was entitled to receive a monthly remuneration of ₹1,00,000/- along with a variable remuneration component that may be decided upon by the Board at the end of every year and an additional incentives as may be decided by the Board. However, Chairman accepted only Re.1/- as a remuneration for the financial year ended 2021-22 and waived off the balance portion.

Remuneration to Non- Executive Directors

Details of Sitting Fees paid to Non-Executive Directors during the Financial Year 2021-22:

(Amount in Lakhs)

Name of the Director	Meetings						Total
	Board	Audit Committee	Nomination & Remuneration Committee	Stakeholders' Relationship Committee	Independent Directors	Risk Management Committee	
Mr. Kalpathi S Aghoram	3.40	-	-	-	-	-	3.40
Mr. Kalpathi S Ganesh	2.50	-	-	-	-	-	2.50
Mrs. Kalpathi A Archana	2.50	-	-	-	-	-	2.50
Mr. S Lakshminarayanan	2.90	-	-	-	-	-	2.90
Mr. K Ullas Kamath	2.50	-	-	-	-	-	2.50
Mr. P B Srinivasan	2.50	-	-	-	-	-	2.50
Mrs. Revathi S Raghunathan	2.50	-	-	-	-	-	2.50
Total							**18.80**

Report on Corporate Governance (Contd.)

8. Annual General Meeting:

a) Location and time, where last three Annual General Meetings (AGM) held and confirmation of special resolution passed during the meetings:

Financial year	Location	Date	Time	Special resolutions passed at the AGM
2020-2021	Old No.54, New No.34, Thirumalai Pillai Road, T.Nagar, Chennai-60017	29.10.2021	11.00 A.M.	i) Appointment of Mr.Kalpathi S Suresh as Executive Chairman. ii) Listing of Equity Shares of the Company through Initial Public Offering (IPO). iii) Alteration of Articles of Association of the Company.
2019-2020	Old No.54, New No.34, Thirumalai Pillai Road, T.Nagar, Chennai-60017	30.12.2020	4.30 P.M.	i) Alteration of Share Capital Clause of the Memorandum of Association. ii) Approval for raising loan with terms of conversion of Loan into Equity Capital of the Company in pursuance of Section 62(3) of the Companies Act, 2013.
2018-2019	Flat No C, 2nd Floor, Plot No.C-728-A, New No.4/3 (Old No.35/3), 12th Avenue, Ashok Nagar, Chennai-600083.	16.12.2019	1.30 P.M	No Special Resolution was passed in this meeting

b) Details of any special resolution passed last year through postal ballot and details of voting pattern

The Company has not passed any ordinary/special resolution during previous year ended 31st March, 2022 through postal ballot and accordingly details pertaining to the person who conducted the postal ballot exercise and procedure for postal ballot does not arise.

There is no imminent proposal for passing any special resolution through Postal Ballot on or before the ensuing Annual General Meeting.

9. MEANS OF COMMUNICATION

a) Quarterly results – The Equity Shares of the Company was listed on 11th April 2022 with BSE LTD and National Stock Exchange of India Limited. Hence, the submission of Quarterly results under regulation 33 of SEBI (Listing and Obligations Disclosure Requirements), 2015 for the Quarter ended 31st March 2022 was not applicable.

b) Newspapers wherein results are normally published - The Equity Shares of the Company was listed on 11th April 2022 with BSE LTD and National Stock Exchange of India Limited. Hence, the publication of Newspaper advertisement for results under regulation 47 of SEBI (Listing and Obligations Disclosure Requirements), 2015 was not applicable.

c) Website

The company's website address is www.verandalearning.com. The website contains basic information about the Company and such other details as required under the Listing Regulation. The Company ensures periodical update of its website. The Company has designated the e-mail ID **anantharamakrishnan.m@verandalearning.com** to enable the shareholders to register their grievances.

d) Official New releases & other Communication

All other official news releases which are required to be disclosed pursuant to Regulation 46 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 are available on the website of the Company www.verandalearning.com in separate categories.

e) Presentations made to institutional investors or to the analysts

The Company has not made any presentation to investors or to the analysts during the financial year ended 31st March, 2022. The Company conducted road shows and made presentations to the analysts and institutional investors for the Initial Public Offer (IPO), as permitted by the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and guided by the Book Runner and Lead Manager.

10. General Shareholders Information

a) Annual General Meeting

Date and time	30th September, 2022 at 11.00 a.m.
Mode	Video Conferencing (VC)
Cut-Off Date	22nd September, 2022

b) Financial year

The financial year of the Company is 01st April to 31st March.

Calendar of financial year 2021-22

The Company follows April-March as the financial year. The meetings of Board of Directors for approval of Quarterly / Half yearly / Annual financial results during the financial year ended 31st March, 2022 were held on the following dates:

First Quarter Results	Not Applicable
Second Quarter and Half yearly Results	Not Applicable
Third Quarter Results	Not Applicable
Audited Annual Results	30th May 2022.

Tentative Calendar for financial year 2022-23

The tentative dates of meeting of Board of Directors for consideration of Quarterly / Half yearly / Annual Audited financial results inter alia with other business of the Company for the financial year 2022-23 are as follows:

First Quarter Results	Not later than 14th August 2022
Second Quarter and Half yearly Results	Not later than 14th November 2022
Third Quarter Results	Not later than 14th February 2023
Audited Annual Results	Not later than 30th May 2023

c) Dividend payment date;

Payment of Dividend during the financial year 2020-21 is not applicable and no dividend is proposed for the financial year ended 31st March, 2022.

d) The name and address of each stock exchange(s) at which the listed entity's securities are listed and a confirmation about payment of annual listing fee to each of such stock exchange(s)

The equity securities of the Company are listed in National Stock Exchange (NSE) and BSE LimitedBSE) on 11th April 2022 after the payment of the listing fee for the financial year 2022-23.

e) Stock Code

National stock Exchange of India Ltd (NSE) Code: VERANDA EQ	BSE Limited (BSE) Scrip Code: 543514

f) ShareMarket price data - high, low during each month in last financial year: The Equity Shares of the Company was listed on 11th April 2022 with BSE LTD and National Stock Exchange of India Limited. Therefore, the price data for the financial year 2021-22 in the stock exchanges is not available.

g) Share Price performance in comparison to broad based indices at NSE and BSE: The Equity Shares of the Company was listed on 11th April 2022 with BSE LTD and National Stock Exchange of India Limited. Therefore, the Share Price performance comparison is not available.

h) in case the securities are suspended from trading, the directors report shall explain the reason thereof:

The securities of the Company were not listed during the financial year. Hence there is no explanation required to be provided in the Board's Report

Report on Corporate Governance (Contd.)

i) Registrar and Share Transfer Agent

M/s. KFin Technologies Limited (formerly known as KFin Technologies Private Limited.

Selenium Building, Tower-B, Plot No 31 & 32

Financial District, Nankramguda, Serillingampally,

Hyderabad, Rangareddi, Telangana India-500 032.

j) Share / Security Transfer System:

There is no physical transfer of shares during the financial year 2021-2022.

k) Distribution of Shareholding pattern as on 31st March 2022:

No. of Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of shareholding
Up to 500	32	19.88	9,400	0.023
501 – 1000	10	6.21	9,700	0.024
1001 – 2000	12	7.45	23,500	0.057
2001 – 3000	8	4.98	23,500	0.057
3001 – 4000	1	0.62	4,000	0.010
4001 – 5000	2	1.24	10,000	0.024
5001 – 10000	38	23.60	3,48,492	0.8463
10001 & above	58	36.02	4,07,48,387	98.9591
Total	**161**	**100**	**4,11,76,979**	**100.00**

Shareholding pattern as on 31st March 2022:

Category	No. of Shares Held	%age of Shareholding
Promoters & Promoter Group	-	
Promoter Companies	-	
Promoter Group- Corporates	30,000	0.07
Promoter Group- Individual	3,67,07,900	89.14
Sub Total (A)	**3,67,37,900**	**89.22**
Public and Others		
Directors & Relatives	-	-
Indian Financial Institution	-	-
Body Corporates	5,10,010	1.24
Non-Resident Indians	76,900	0.18
Clearing Member	-	-
Public Resident Individuals	-	-
Limited Liability Partnership	-	-
IEPF	-	-
Trusts	-	-
General Public	38,52,169	9.36
Sub total (B)	**44,39,079**	**10.78**
TOTAL (A+B)	**4,11,76,979**	**100**

l) Dematerialisation of shares and Liquidity:

In accordance with the SEBI Circular SEBI/Cir/ISD/3 2011 dated June 17, 2011, the entire shareholding of promoters' and promoter group of 3,67,37,900 Equity Shares s are held in dematerialised form. The Remaining of 44,39,079 Equity Shares are held in Dematerialized mode by the Public Shareholders.

Mode of holding	As on 31st March, 2022		As on 31st March, 2021	
	Shareholders	Shares	Shareholders	Shares
NSDL	3,91,56,129	95.10	-	-
CDSL	20,20,850	4.90	-	-
Physical			*7,00,00,000	100

*Face value of Re.1/- each.

m) Outstanding GDRs / ADRs / Warrants or any Convertible instrument, Conversion date and likely impact on equity:

There is no outstanding GDRs/ADRs/warrants or any convertible instrument which may impact on equity as on 31st March 2022.

n) commodity price risk or foreign exchange risk and hedging activities;

The Company does not have exposure to foreign exchange risk.

o) Plant Locations:

Not Applicable

p) Address for Correspondence:

Registrar and Share Transfer Agent	M/s. KFin Technologies Limited (formerly known as KFin Technologies Private Limited. Selenium Building, Tower-B, Plot No 31 & 32 Financial District, Nankramguda, Serillingampally, Hyderabad, Rangareddi, Telangana India-500 032.	Phone: 1800 309 4001 Email: einward.ris@kfintech.com
For any other general matters or in case of any difficulty / grievance	Mr. M. Anantharamakrishnan, Company Secretary and Compliance Officer Veranda Learning Solutions Limited No. 34, Thirumalai Road, T. Nagar, Chennai – 600017.	Phone: 044-42967777 Email: anantharamakrishnan.m@verandalearning.com

**q) List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad – **Not Applicable

11. Other Disclosures:

a) Disclosure on materially significant related party transactions that may have potential conflict with the interests of listed entity at large; There is no materially significant related party transactions having potential conflict with the interest of the Company.

b) Details of non-compliance by the listed entity, penalties, and strictures imposed on the listed entity by stock exchange or the board or any statutory authority, on any matter related to capital markets, during the last three years:

The Company has complied with the requirements of the Regulatory Authorities on Capital Markets. Neither has there been any instances of non-compliance by the Company on any matters related to the capital markets, nor has any penalty or stricture been imposed on the Company by the Regulatory Authorities or any statutory authority, on any matter related to capital markets after being listed in the Stock exchanges on 11th April 2022.

c) Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel have been denied access to the audit committee

The Company has an established mechanism for Directors / Employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of the code of conduct or ethics policy. It also provides for adequate safeguards against victimization of directors/employees who avail of the mechanism. The Company affirms that no personnel has been denied access to the audit committee. The Company has formulated a Policy of Vigil Mechanism and has established a mechanism that any personnel may raise Reportable Matters. The Vigil Mechanism Policy shall be viewed at our company's website: www.verandalearning.com/investor/corporate-governance-policies.

d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements

The company has fully complied with all the mandatory requirements and has adopted certain non-mandatory requirements as prescribed in Part - E of Schedule II to the Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Report on Corporate Governance (Contd.)

a) **The Board**

The Company has not appointed a non-executive director as the chairperson of the company and the reimbursement of expenses incurred in the performance of his duties does not arise.

b) **Shareholders' Rights**

Pursuant to regulations of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 as the company's quarterly / half yearly / annual financial results are published in an English newspaper having wide circulation all over India and in Tamil newspaper widely circulated in Chennai and the Company is not sending the same to the shareholders of the Company individually. The same is being hosted in the company's website https://www.verandalearning.com/invest. within the stipulated time.

c) **Modified opinion(s) in audit report**

The Statutory Auditors have issued an unmodified audit opinion on financial statement of the Company for the financial year 2021-22.

d) **Reporting of internal auditor**

The Internal auditor is directly reporting to the Audit Committee covering the scope of Internal Audit.

e) **Policy for Determining 'Material' Subsidiaries:**

The Policy for determining Material Subsidiaries is available in our company's website www.verandalearning.com/investor/corporate-governance-policies

The Company has Material Subsidiaries in terms of Regulation 16 of the Listing Regulations. The minutes of the Material Subsidiaries were placed before the Board every quarterly after the Company was listed in the Stock Exchanges on 11th April 2022.

f) **Policy on dealing with related party transactions is available**

The Policy on dealing with related party transactions is available in our Company's website www.verandalearning.com/investor/corporate-governance-policies

g) **Disclosure of Commodity Price Risks and Commodity Hedging Activities :** Not Applicable

h) **Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) :** Not Applicable

i) **Certificate from Practicing Company Secretary regarding disqualification of Directors.**

Certificate as required under Part C of Schedule V of the Listing Regulations, received from Mr. I B Harikrishna having membership no.5829 and CP.No.5302, Practicing Company Secretaries, that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority was placed before the Board of Directors at their meeting held on 13th August 2022 and is set out as Annexure [C] to this Report.

j) **Details of recommendations of Committees which were not accepted by the board along with reasons:** Not Applicable

k) **Total fees for all services paid by the Company on a consolidated basis, to the Statutory Auditors**

M/s. Deloitte Haskins & Sells Chartered Accountants (Firm Registration No.008072S) is the Statutory Auditors of the Company. The particulars of payment of Statutory Auditors' fees, on consolidated basis is given below:

S. No.	Particulars	Amount (in Lakhs)
1.	Audit Fees	56.91
2.	Tax Audit Fees	1.75
3.	Other Services	-
4.	Reimbursement of expenses	-
	Total	**58.66**

I. Statement of Complaints in Relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Particulars	Status
Number of complaints filed during the financial year	Nil
Number of complaints disposed of during the financial year	Nil
Number of complaints pending as on end of the financial year	Nil

12. Non-compliance of any requirement of S. No 2 to 10 of schedule V of Regulation 34 of SEBI (LODR) Regulations, 2015 – Not Applicable

13. Affirmation that the corporate governance report has disclosed the extent to which the discretionary requirements as specified in Part E of the Schedule II to the Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has adopted the requirements as per Regulations 27(1) read with Part E of Schedule II of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 as detailed in this Report with effect from the date of listing (i.e.,) 11th April 2022.

14. Disclosure of the compliance with Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015

Regulation	Particulars	Compliance Status with effect from 11th April 2022.# (Yes / No / NA)
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders' Relationship Committee	Yes
21	Risk Management Committee	Yes
22	Vigil Mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirements with respect to subsidiary companies	Yes
25	Obligations with respect to Independent Directors	Yes
26	Obligations with respect to Directors and Senior Management	Yes
27	Other Corporate Governance Requirements	Yes
46(2) (b) to (i)	Website	Yes

#Date of listing with BSE Ltd and National Stock Exchange of India Limited.

Disclosures with respect to demat suspense account / unclaimed suspense account:

Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year;	Not Applicable
Number of shareholders who approached listed entity for transfer of shares from suspense account during the year;	
Number of shareholders to whom shares were transferred from suspense account during the year;	
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year;	
The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.	

Annexure- I

Chief Executive Officer (CEO) & Chief Financial Officer (CFO) Certification

The Board of Directors
Veranda Learning Solutions Limited
34. Thirumalai Road,
T.Nagar, Chennai-600017.

We hereby certify that on the basis of the review of the financial statements and the cash flow statement for the financial year ended 31st March, 2022 and that to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and

2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

We hereby certify that, to the best of our knowledge and belief, no transactions entered into during the financial year ended 31st March, 2022 are fraudulent, illegal or violative of the Company's Code of Conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

We have indicated to the Auditors and the Audit Committee:

1. significant changes, in internal control over financial year ended 31st March, 2022;

2. significant changes, in accounting policies during the financial year ended 31st March, 2022 and that the same have been disclosed in the notes to the financial statements; and

3. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Kalpathi S Suresh
Executive Director Cum Chairman
DIN: 00526480

R. Rangarajan
Chief Financial Officer

Place: Chennai
Date: 24-05-2022

ANNEXURE - B

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
Veranda Learning Solutions Limited
Old No 54, New No 34, Thirumalai Road,
T. Nagar,
Chennai 600017

We have examined the compliance of the conditions of Corporate Governance by Veranda Learning Solutions Limited ('the Company') for the year ended on March 31, 2022, as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub- regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended ("the Listing Regulations") ('Applicable criteria') for the year ended 31 March 2022 as required by the Company for annual submission to the Stock exchange.

The compliance of the conditions of Corporate Governance is the responsibility of the management of the Company. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of 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 representations made by the Directors and the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2022.

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

For **IBH & Co.,**
Company Secretaries

CS. I B Harikrishna
Company Secretary
Membership No: 5829
C.P. No: 5302
PR NO: 1281/2021
UDIN: F005829D000683803

Place: Chennai
Date: 25/07/2022

Note:

1. The Company has made an Initial Public Offering (IPO) for issuing and allotment of equity shares and raised an amount of ₹ 1,99,99,99,980/- (Rupees One Ninety Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Eighty Only) vide Members resolution dated 29th October 2021 and Red Herring Prospectus dated 23rd March 2022;
2. Pursuant to the above, the Equity Shares of the Company were listed on BSE Limited and the National Stock Exchange of India Limited with effect from 11th April 2022. The Company was an unlisted company as at 31 March 2022 being the end date of the reporting financial year and hence various regulations specified under SEBI are not applicable for the financial year ended on 31 March 2022 though the Company is a listed Company as on the date of this report.

ANNEXURE - C

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To,
The Members,
Veranda Learning Solutions Limited
Old No 54, New No 34, Thirumalai Road,
T. Nagar Chennai 600017

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Veranda Learning Solutions Limited having CIN: U74999TN2018PLC125880 and having registered office at Old No 54, New No 34, Thirumalai Road, T. Nagar, Chennai 600017 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

S. No	Name of Director	DIN	Date of appointment in Company
1.	Kalpathi S Aghoram	00526585	07/09/2020
2.	Kalpathi S Ganesh	00526451	07/09/2020
3.	Kalpathi S Suresh	00526480	07/09/2020
4.	Kalpathi A Archana	05331133	21/09/2021
5.	K.Ullas Kamath	00506681	28/10/2021
6.	Revathi S Raghunathan	01254043	28/10/2021
7.	S.Lakshminarayanan	01753098	28/10/2021
8.	P.B.Srinivasan	09366225	28/10/2021

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **IBH & Co.,**
Company Secretaries

CS. I B Harikrishna
Company Secretary
Membership No: 5829
C.P. No: 5302
PR NO: 1281/2021
UDIN: F005829D000683803

Place: Chennai
Date: 25/07/2022

ANNEXURE-D DECLARATION SIGNED BY THE EXECUTIVE DIRECTOR STATING THAT THE MEMBERS OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL HAVE AFFIRMED COMPLIANCE WITH THE CODE OF CONDUCT OF BOARD OF DIRECTORS AND SENIOR MANAGEMENT IS PROVIDED BELOW:

This is to confirm that the Company has adopted a Code of Conduct for its Board of Directors and Senior Management Personnel. The Code of Conduct is available on the Company's website www.verandalearning.com.

It is hereby confirmed that the Members of the Board and the Senior Management Personnel of the Company have affirmed Compliance with the respective provisions of the Code of Conduct of the Company for the year ended 31st March 2022.

Kalpathi S Suresh
Executive Director Cum Chairman

Place: Chennai
Date: 08/09/2022

ANNEXURE - E

Declaration of Compliance of Independence criteria by Independent Directors

Based on our examination of the relevant Declaration on Independence and according to the information and explanations provided to us, in the opinion of the Board, it is confirmed that the Independent Directors on the Board of the Company are complying the required conditions laid down in the Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of Independence.

Further, it is hereby confirmed that the Members of the Board have affirmed that the Independent Directors have adhered to the standards as set out in the Code for Independent Directors as provided under Schedule IV of the Act.

Kalpathi S Suresh
Executive Director Cum Chairman

Place: Chennai
Date: 08/09/2022

Management Discussion and Analysis

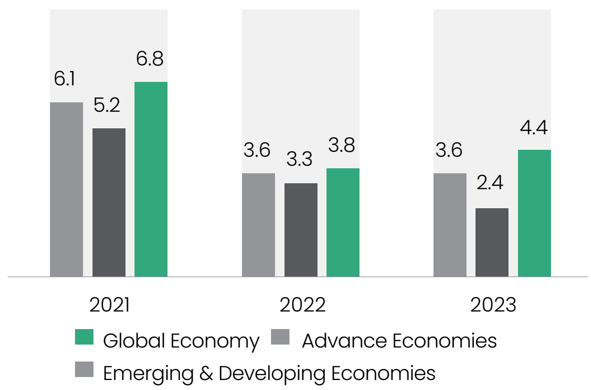
Global Economic Review 2021-22

The world is on the brink of a stagflation set off by multiple shocks from an unprecedented pandemic, high inflation, supply-chain disruptions and the Russia-Ukraine war. The detrimental mix of a fractured economy and a slowdown in global growth is suggestive of a dire economic situation that was last seen in the 1970s.

The war, in particular, has had adverse effects on commodity markets, especially in the developing economies.

The International Monetary Fund (IMF) is expected to cut its growth forecast in the coming months—its third downgrade for 2022. In April this year, the IMF slashed its forecast to 3.6% for 2022 and 2023, compared to its earlier estimate of 6.1% in 2021. Inflation is expected to remain elevated for a longer period than forecasted, effectuated by war-induced commodity price rises and broadening price pressures. For 2022, inflation is projected to be at 5.7% in advanced economies, and 8.7% in emerging markets and developing economies.

IMF - Global GDP Growth Outlook



*Source: https://www.imf.org/en/Publications/WEO/Issues/2022/04/19/world-economic-outlook-april-2022

India Economic Outlook

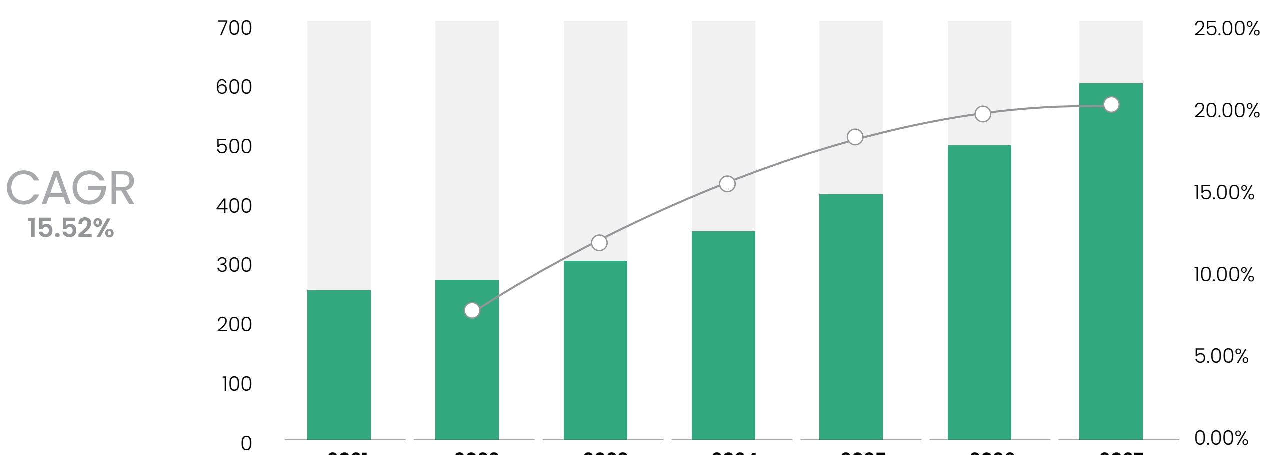
The Indian economy came up against various macro-economic headwinds during the fiscal, right from the COVID-19 Omicron wave to surging commodity prices, largely a consequence of the Russia-Ukraine conflict. However, according to Deloitte, the Indian economy is expected to grow by 7.1-7.6% in 2022-23 and 6-6.7% in 2023-24; at this pace, the Indian economy will be the fastest-growing economy in the world.

Leading economic indicators signify that the Indian industry and service activities witnessed a robust performance. A recent ManpowerGroup Employment Outlook Survey revealed a strong sentiment in India's labour market, with a Net Employment Outlook of 51%--a record high in eight years. India's job market is also looking optimistic, with 63% of the surveyed companies looking to hire more staff over the next quarter to accelerate the recovery process and sustain economic growth. As digital roles continue to be key growth drivers, the demand for talent across IT and technology, followed by BFSI and real estate is soaring. Despite the rising inflation, the Indian economy, in the long term, is expected to witness sturdy growth.

*Source: https://www2.deloitte.com/us/en/insights/economy/asia-pacific/india-economic-outlook.html

*Source: https://www.outlookindia.com/business/india-budget-2022-desh-stack-e-portal-to-boost-skill-development-digital-varsity-to-impart-world-class-education-finance-minister-news-51681

Global Edtech Market 2021-2027 ($ billion)



	2021	2022	2023	2024	2025	2026	2027
Revenue	254.8	274.65	307.66	355.44	420.59	503.16	605.40
Growth Rate		7.79%	12.02%	15.53%	18.33%	19.63%	20.32%

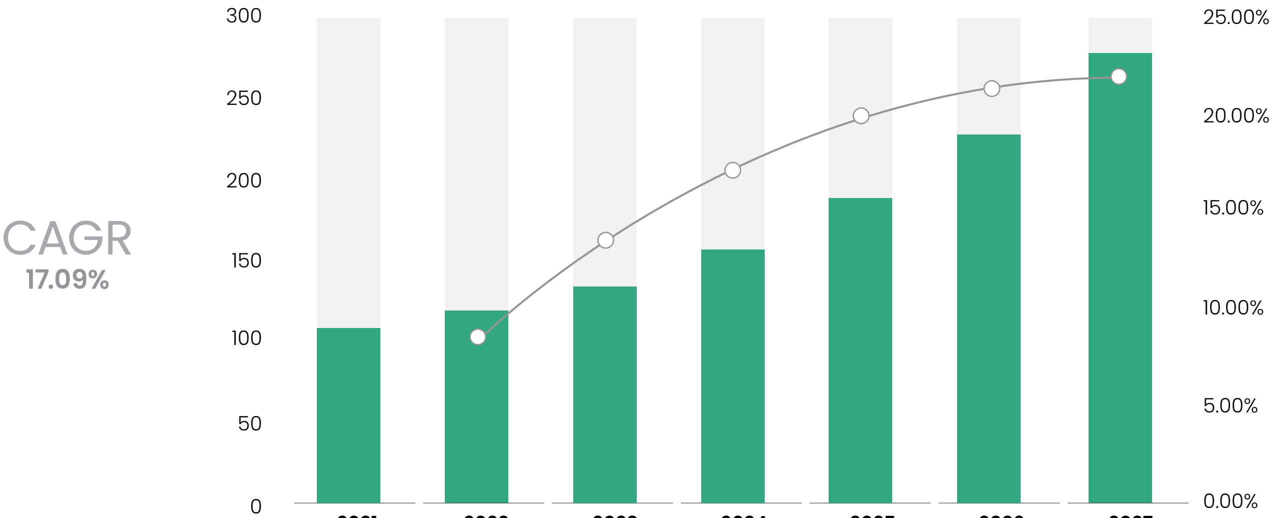
Global Education Technology Market

The online education sector has undergone a sea change. In the last two years, the changes have been accelerated by the pandemic and there has been a need to adapt to the changing environment. This has led to a significant reinvention across the Edtech industry.

According to Arizton, the global Edtech market (by revenue) was at $254.80 Billion in 2021 and is expected to grow to $605.40 Billion in 2027.

The global Edtech market is estimated to record a CAGR of 15.52% between 2021-2027. Asia-Pacific (APAC) is touted to be the main driver as it ranks as world's most populous region with a GDP of more than 5%. The availability of budget smartphones, high disposable incomes, and increased buying power of the middle-class population, especially in countries such as China, South Korea, and India, are expected to propel growth in the Edtech market. The Edtech market in APAC was valued at $107.63 Billion in 2021 and is expected to reach $277.39 Billion by 2027, growing at a CAGR of 17.09%.

Edtech Market in APAC 2021-2027 ($ billion)



	2021	2022	2023	2024	2025	2026	2027
Revenue	107.63	117.60	133.53	156.37	187.56	227.44	277.39
Growth Rate		8.48%	13.55%	17.11%	19.95%	21.26%	21.96%

While the prevalence of smart devices and improved internet connectivity are the obvious factors responsible for the expansion of the global Edtech market, another crucial aspect is the awareness of the advantages of integrating the latest technologies across education systems. Developed economies are focusing on introducing innovative Edtech offerings, supporting education administration, reducing teacher workload, and engaging students and communities. Emerging economies, on the other hand, are looking at easy and convenient access to educational opportunities for students. Edtech is a priority in India as it has immense potential in ensuring that our rapidly growing population has equal access to education.

Source: https://www.verandalearning.com/assets/Investor/Offer%20Document/Industry%20Report_Indian%20Online%20Education%20and%20Training%20Sector_03082021.pdf

*Source: Arizton research

Indian Education Market

Education and its relevance in India dates to the Vedic times. The Indian education system has witnessed a notable transformation in the last decade with the emergence of experiential learning, integrated learning, the advancement of online education, and the emergence of online and blended classes. India has one of the widest networks of higher education institutions in the world, making it highly relevant in the global education industry. With almost 27% of India's population within the age group of 0-14 years, and with India set to see a 40% rise in population by 2050, there is a strong potential for opportunities and growth in the education industry.

Currently, India's adult literacy rate is at 74.5%. Education is crucial to progress, and the Government of India realises that it is a priority area. To facilitate this, it has increased budgetary allocation, from ₹3.54tn in FY15 to INR6.75tn in FY21

The online education industry in India is estimated to witness a CAGR of 20%, from 2021 to 2025, whereas the Indian education industry is expected to reach $225 Billion by FY25. These optimistic numbers are on the back of the industry's progressive stance that allows it to keep the pace with knowledge, technology, skills, and expertise, to become a global phenomenon.

*Source: IRR Advisory Report

*Source: https://www.ibef.org/industry/education-sector-india

*Source: Anand Rathi Report

*Source: https://www.verandalearning.com/assets/Investor/Offer%20Document/Industry%20Report_Indian%20Online%20Education%20and%20Training%20Sector_03082021.pdf

*Source: https://www.embibe.com/exams/how-indian-education-changed-in-the-last-decade/

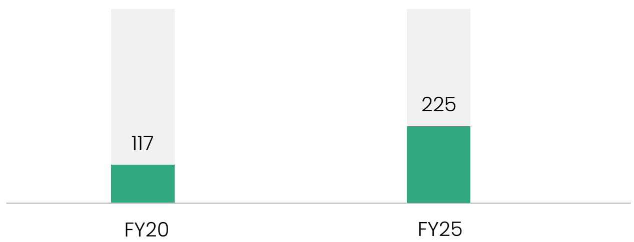
Key Policy and Initiatives in India

- **Union Budget 2022-23:** The government allocated ₹59,819.37 crore in Union Budget 2022-23 to the Department of School Education and Literacy, compared to ₹53,603.16 crore ($7.18 billion) in Union Budget 2021-22, a 11.6% y-o-y increase.
- **National Education Policy (NEP) 2020:** In July 2020, the Union Cabinet approved the National Education Policy (NEP) 2020, with an aim to transform India into an energetic knowledge society and global knowledge superpower by making education more holistic, flexible, multidisciplinary, suited to current needs, with a vision to bring out the unique capabilities of each student. The National Digital Education Architecture (NDEAR) and the National Education Technology Forum were launched at the NEP 2020 event.
- **Rail Kaushal Vikas Yojana:** In September 2021, the Minister of Railways, Communications, Electronics and Information Technology launched the Rail Kaushal Vikas Yojana, a programme under the Pradhan Mantri Kaushal Vikas Yojana (PMKVY). Its main purpose was to empower the youth by providing entry-level training in industry-relevant skills through railway training institutes.
- **STARS:** In October 2020, the Government implemented the Strengthening Teaching-Learning and Results for States (STARS) project with a total cost of ₹5,718 Crore ($775.99 Million); the project will receive financial support worth $500 Million from the World Bank. STARS project would be implemented as a new Centrally Sponsored Scheme under the Department of School Education and Literacy, Ministry of Education. The project covers six states—Himachal Pradesh, Rajasthan, Maharashtra, Madhya Pradesh, Kerala and Odisha.
- **Personality Development Programme for Women:** In September 2021, the National Commission for Women started a country-wide capacity building and personality development programme for women undergraduate and postgraduate students to make them independent and job-ready. The commission will partner with central and state institutions to prepare women students for the job market by providing sessions on personal capacity building, career skills, digital literacy, and effective use of social media.
- **Skill Development:** In October 2021, the NSDC launched the largest 'Impact Bond' in India, with a $14.4 Million fund, to help 50,000 youngsters in the country acquire the skills necessary for employment.

Highlights of National Education Policy (NEP) 2020

- Universalisation of education from pre-school to secondary level with 100 % Gross Enrolment Ratio (GER) in school education by 2030
- To bring 3.2 crore 'out of school' children back into mainstream through universalisation of access and expanding the open schooling system
- The current 10+2 system will be replaced by a new 5+3+3+4 curricular structure corresponding to 3-8, 8-11, 11-14 and 14-18 years, respectively
- Class 10 and 12 Board examinations to be made easier to test core competencies rather than memorised facts
- School governance will get a new standards framework based on online self-declaration in the public domain, for both public and private schools
- Emphasis on foundational literacy and numeracy and no rigid separation between academic
- streams, extra-curricular, vocational streams in schools
- Vocational education to start from Class 6 with internships

Market Size - Education Industry in India ($ Bn)



- Teaching up to at least Grade 5 to be in native language/regional language, wherever possible. No language will be imposed on any student
- Assessment reforms with 360-degree Holistic Progress Card, tracking student progress for achieving learning outcomes
- A new and comprehensive National Curriculum Framework for school education, Early Childhood Care & Education, Teacher Education and Adult Education
- By 2030, the minimum degree qualification for teaching will be a 4-year integrated B.Ed. degree

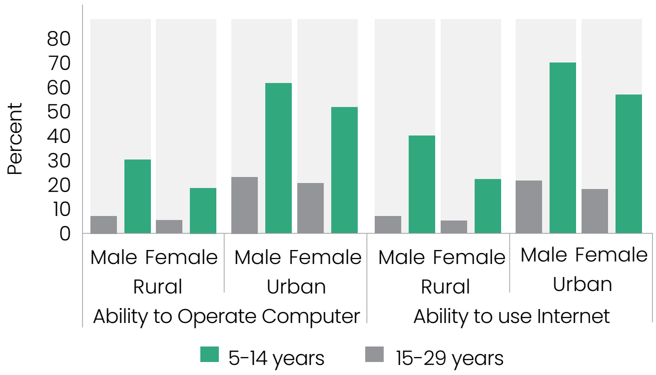
*Source: https://www.verandalearning.com/assets/Investor/Offer%20Document/Industry%20Report_Indian%20Online%20Education%20and%20Training%20Sector_03082021.pdf

*Source: https://www.ibef.org/download/1650442073_education-and-training-ppt-feb-2022.pdf

Indian Edtech Industry

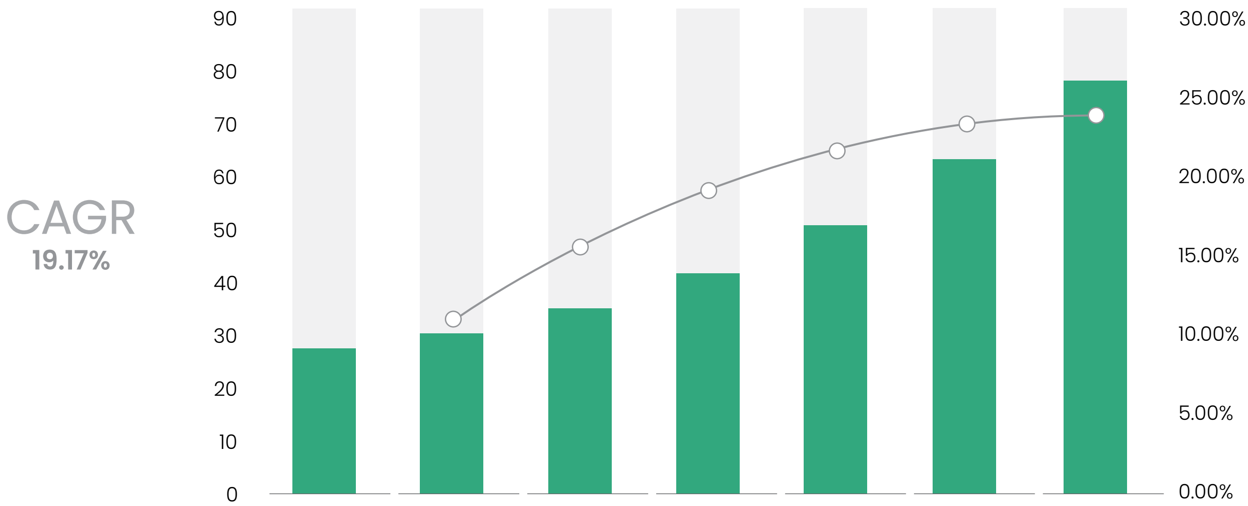
As per the Annual Status of Education Report (ASER) 2020 Wave-1 (Rural), released in October 2020, the percentage of children from government and private schools owning a smartphone saw a sharp jump from 36.5% in 2018 to 61.8% in 2020 in rural India. The increase in penetration of smartphones, has led to gamification, live classes, and online tests becoming an integral part of the education system. India's population was at 1.38 billion (2020), of which nearly 35% is under the age of 15. There has been a direct positive impact on competitive exams as well. More than 15 million students appear for various competitive exams across India, and Edtech companies are gaining popularity in this area owing to the high affordability, opening doors to several opportunities.

Students by Ability to Operate Computer and Ability to use Internet



Source: NSS Report No. 585-Household Social Consumption on Education in India, 2017-18

Edtech Market in India 2021-2027 ($ billion)



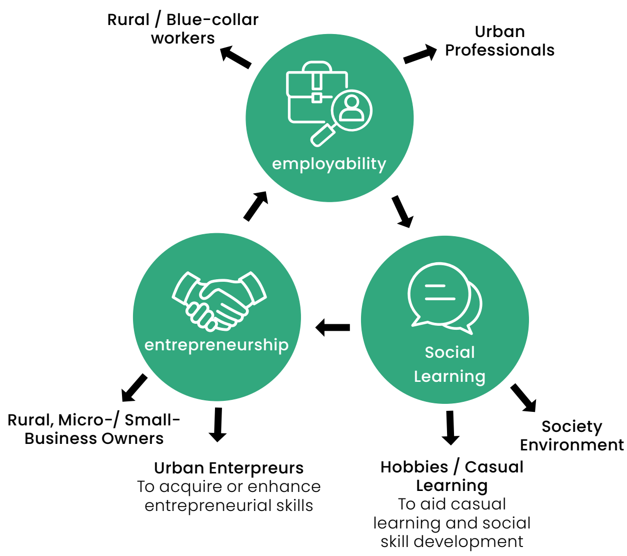
	2021	2022	2023	2024	2025	2026	2027
Revenue	27.41	30.48	35.23	41.98	51.25	63.25	78.50
Growth Rate		11.20%	15.56%	19.18%	22.07%	23.41%	24.12%

The Edtech market in India was valued at $27.41 Billion in 2021 and is expected to reach $78.50 Billion by 2027, growing at a CAGR of 19.17% between 2021-2027.

*Source: https://www.verandalearning.com/assets/Investor/Offer%20Document/Industry%20Report_Indian%20Online%20Education%20and%20Training%20Sector_03082021.pdf

India's population is likely to surpass China by 2025, making it the world's largest market for e-learners. Furthermore, the New Education Policy 2020 also provided an impetus to the Edtech sector by recognising the role of technology in education, establishing it as a growth catalyst of Indian education industry.

*Source: Anand Rathi Report & https://www.india-briefing.com/news/profiling-indian-edtech-industry-us-10-billion-dollar-opportunity-24013.html/



At present, there are 9,043 EdTech start-ups in India. This trend could be augmented by factors like India's surging internet economy, which recorded a total 743.19 million internet subscribers (as of March 2020). In 2020, there were approximately 700 million smartphone users in India. The digital learning market in India is categorised into following segments: K-12, test preparation, online certification, skill development and enterprise solution. The major growth drivers of these segments include a large addressable market, convenience, price advantage, pandemic-led disruptions aided with ever-evolving technology capabilities.

*Source: https://www.india-briefing.com/news/profiling-indian-edtech-industry-us-10-billion-dollar-opportunity-24013.html/

*Source: Arizton research report

E-Learning and the Future

While urban professionals and entrepreneurs focus on Edtech as a platform, rural entrepreneurs and blue-collar workers use hybrid-learning modules that give access to offline modes of learning as well. E-learning is here to stay, irrespective of the economy's making its way back to normalcy. Reskilling will be a priority, especially in professions where the desired skills are dynamic. With the job market going through rapid transformation, individuals will be encouraged to stay up to date.

*Source: Anand Rathi Report

Segments of E-Learning

Online primary and secondary supplemental education will be driven by the increased acceptance of the online channel among target customers, and increased internet penetration in Tier 2 cities and beyond.

Test preparation will be the fastest-growing category in online education for the next five years. According to IRR Advisory research, the test preparation market stood at $0.80 Billion in 2020 and is expected to reach $3.99 Billion in 2025, with market share expected to grow faster than other segments from 28.6% in 2020 to reach 38.4% by 2025. This growth will be an outcome of high adoption of online channel amongst students and an increase in the number of competitive exam aspirants.

*Source: IRR Advisory report (Link)

Reskilling and online certification courses is the largest category in the Indian online education industry, driven by IT professionals with a preference towards online trainings for skill development/enhancement. New data reveals that 67% of recruiters today emphasise the need for skills and experience over background and educational qualifications, indicating the evolving importance of upskilling and reskilling in India.

*Source: Skills, experience more important than academic qualifications, degrees: Survey – The Economic Times (indiatimes.com)

Online higher education will also witness a considerable growth and continues to aid in distance learning programmes.

Online language and casual learning will also get popular, but paid adoption is likely to remain limited.

*Source: file:///C:/Users/GX724JQ/OneDrive%20-%20EY/Desktop/Veranda/Annual%20Report%20-%20Q4FY22/Online-Education-in-India-2021.pdf

Key Trends Driving Growth in E-learning (2019 to 2025)

Reskilling and Certification	Reskilling and certification will cover segments beyond IT Will see a rise in demand due to increased skill gaps and rising unemployment Will become the norm in professions where desired skills keep changing
Higher Education	The government recently permitted 230 universities to take their courses online With the formulation of a robust regulatory framework, the market would grow substantially and is expected to retain its share during the forecast period
Primary & Secondary Supplemental Education	Estimated to grow rapidly by 2025, accounting for ~34.32% share of revenue The increasing demand for quality education, mostly in Tier-II and III cities, is expected to grow market share Online content story will continue to grow in the K-12 segment, in both B2B and B2C, even post-pandemic

*Source: Anand Rathi Report

Company Overview

Founded in 2018 by the Kalpathi AGS Group, Veranda Learning Solutions or VLS is an Edtech company that offers a bouquet of training programmes for competitive exam preparation, including State Public Service Commission, Banking, Insurance, Railways, IAS and CA. Its courses also include professional skilling and upskilling programmes in trending technologies. VLS aims at establishing a robust learning platform supported by a strong network of mentors, educationists, and tech experts.

VLS' platform combines technology, processes, and methodologies to provide high-quality, in-depth, personalised learning opportunities and content to students across the country. Our aim is to have a positive impact on students and achieve successful academic outcomes through our multi-modal delivery system that backed by a rigorous and disciplined learning framework.

Our company provides services through four of its wholly owned subsidiaries: Veranda Race, Veranda CA, Veranda IAS, and Edureka, the customer-facing brand of Brain4ce Education Solutions.

Veranda Race

Veranda Race is the wholly owned subsidiary of Veranda Learning Solutions with a strong presence in Tamil Nadu and Kerala. It provides exam-oriented courses to students appearing for competitive exams, such as the Tamil Nadu Public Service Commission (TNPSC) examinations, Staff Selection Commission (SSC) examination, Railway Recruitment Board (RRB) examination, Banking examinations and Insurance examinations. For over 10 years, Veranda Race has been designing high-quality curriculum that combines technology, process, and methodology. Veranda Race has an exhaustive collection of 180,000+ question and answers for test practice.

Edureka

Brain4ce Education Solutions is a wholly owned subsidiary of Veranda Learning Solutions that operates under the brand name 'Edureka'. It is one of the most recognised online education platforms for technology professionals. In a span of 10 years, Edureka has collaborated with leading and premier higher-education technology institutions to offer PG Diploma certification courses and has catered to more than 149 tech companies for corporate learning programmes including India's leading IT companies. Edureka is now focused on making inroads into global markets including USA.

Veranda XL

Veranda XL, a wholly owned subsidiary that provides students with a 360-degree approach to coaching to prepare them for Chartered Accountancy examinations. Veranda XL has over 2,000 hours of recorded digital learning units covering main and elective papers across all levels of the exams.

Veranda IAS

Veranda IAS offers coaching services to aspirants appearing for UPSC preliminary, UPSC Main exams and personality test and State Public Service Commission Group-I exams.

Key Business Updates

Financial Performance

During the fiscal, Our Company witnessed a healthy growth of 29,954 additional enrolments during FY 2021-22. The enrolments during the fiscal grew by ~104% indicating a strong growth momentum. Of the total, Veranda Race and Edureka accounted for 57% and 41%, respectively. Our Company reported total income of ₹750 Million in FY 2021-22 against ₹25 Million in FY 2020-21.

Expenses towards advertisements and brand building amounted to ₹221 Million, which impacted the operational profitability for the fiscal. Other non-recurring expenses incurred, pertaining to IPO and acquisitions, amounted to ₹ 101.31 Million. Our Company reported loss of ₹584 Million for the fiscal year ended March 2022.

Key Acquisition proposed in the current Fiscal

Our Company has signed a SPA for the acquisition of T.I.M.E. at a consideration of ₹287 Crores foraying into MBA, NEET and JEE Test-Prep and the Pre-school Segment. T.I.M.E. is one of India's leading institutes for MBA test-prep with around 37,000 unique test takers signing up for its flagship online CAT test series—AIMCAT. This enable our Company to expand its national footprint with a credible asset that is responsible for nearly 50% of all students admitted into the IIMs.

Key Strengths

Result-Oriented Teaching Method

We follow a 360-degree approach to teaching that helps students achieve success in relevant courses. We have an experienced team of in-house and outsourced mentors with a wealth of experience to constantly monitor progress of the students, identify their specific requirements and address any learning needs. With the support of mentors and student advisors, students are encouraged to track and review their progress for self-improvement.

Strong Brand Presence

Our Company has established a strong presence in the competitive exam-oriented segments, particularly in Banking, SPSC, Insurance, RRB and SSC. With the acquisition of Edureka, we have a competitive edge to provide instructor-led learning in the niche information technology area.

Pandemic Proof Model

The COVID-19 pandemic had an adverse effect on the offline learning business model, and forced the educational sector to shift perspectives and adopt a hybrid and online model. Our Company's strength is in its capabilities to understand the changing needs of the business environment, and we have created a model that will work through these external challenges.

Risks and Concerns

Our Company's operations involve several complexities and challenges, considering the dynamic environment we work in. Our robust risk management policies allow us to identify, evaluate and mitigate risks on an regular basis to ensure smooth functioning and processes.

Key Risks	Impact	Mitigation Strategy
Talent Risk	Failure to secure and retain proficient and competent professionals will adversely affect our Company's operations and brand value	We have the right mechanisms that provide a favourable work culture that empowers and enables talent to deliver their best
Competition	New players with strong financial capabilities in the test-prep domain along with competition from existing players may lead to market-share loss and financial output	Constantly review peers and focus on product/ service innovation
Cyber-security and technology risk	Increase in digitisation puts our Company at a risk for loss/theft of data, course information, classroom recordings, etc.	We have stringent processes in place to ensure the security of our digital assets and to reduce the risk of cyber attacks

Our Company's risk management committee, in discussion with the senior management, reviews and provides inputs on the overall risk framework at regular intervals.

Human Capital

At our Company, we have encouraged an inclusive and people-centric culture that empowers our employees and contributes to the growth of the organisation. Through people-friendly policies, we have curated several initiatives that benefit all those associated with our Company. We focus on equal work opportunities, regular upskilling, and reskilling of our team, and rewarding them for the work done. Besides offering ESOPs to our employees, we are known for best-in-class pay along with other perquisites and benefits that keep our employees motivated.

Internal Control Systems and Adequacy

Our Company has an internal audit function to evaluate the effectiveness of internal control checks. This function covers all the significant areas of our Company's operations, including accounting and finance, business operations, statutory compliances, IT processes, safeguarding the assets and their protection against unauthorised use, among others. The internal audit of the company's operations is carried out by the reputed Sundaram & Srinivasan Associates. It is based on a plan that is examined and approved by the Audit Committee. The report prepared is then examined by the Audit Committee, and suggestions for improvement are considered. The Committee then follows up on corrective action.

Our Company has also implemented effective systems to achieve peak operational efficiency, while being conscious of the use of resources, the compliance with all laws including the Companies Act, 2013, labour laws, tax laws, Listing Agreement and other directions issued by the Securities and Exchange Board of India.

Cautionary Statement

Certain statements found in the Management Discussion and Analysis may constitute 'Forward-looking Statements' within the meaning of applicable securities laws and regulations. These forward-looking statements involve known and unknown risks, uncertainties and other factors that are difficult to predict, and which may cause our actual results, performance, or achievements to be different from any future results, performance and achievements expressed or implied by these statements. In accordance with the Code of Corporate Governance approved by the Securities and Exchange Board of India, shareholders and readers are cautioned that in the case of data and information external to our Company, no representation is made on its accuracy or comprehensiveness though the same are based on sources thought to be reliable. Our Company does not undertake to make any announcement in case any of these forward-looking statements become materially incorrect in future, or any update made thereon.

Independent Auditor's Report

To The Members of Veranda Learning Solutions Limited (formerly known as Veranda Learning Solutions Private Limited)

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Veranda Learning Solutions Limited (formerly known as Veranda Learning Solutions Private Limited) ("the Company"), which comprise the Balance Sheet as at 31 March 2022, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2022, and its loss, total comprehensive loss, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Information Other than the Financial Statements and Auditor's Report Thereon

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

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

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

When we read the Board's report if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other 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 Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

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

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the Company to express an opinion on the standalone financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the standalone financial statements of which we are the independent auditors.

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

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

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

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

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report

Independent Auditor's Report (Contd.)

are in agreement with the relevant books of account.

d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

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

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 separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

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

i. There were no pending litigations which would impact the standalone financial position of the company.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

iv.

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

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

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

v. The company has not declared or paid any dividend during the year and has not proposed final dividend for the year.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No: 008072S)

Ananthi Amarnath
Partner
Membership No. 209252
UDIN : 22209252AJWSUU3935

Place: Chennai
Date: 30 May 2022

Annexure A

to the Independent Auditor's Report

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

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 Veranda Learning Solutions Limited ("the Company") (formerly known as Veranda Learning Solutions Private Limited) as of 31 March 2022 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Independent Auditor's Report (Contd.)

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 explanations 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 31 March 2022, based on the criteria for internal financial control over financial reporting established by the respective 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 **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No: 008072S)

Ananthi Amarnath
Partner
Membership No. 209252
UDIN : 22209252AJWSUU3935

Place: Chennai
Date: 30 May 2022

Annexure B

to the Independent Auditor's Report

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

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

i. In respect of the Company's Property, Plant and Equipment and Intangible Assets,

a) (i) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and equipment.

(ii) The Company has maintained proper records showing full particulars of intangible assets.

b) The Property, Plant and Equipment were physically verified during the year once by the Management which, in our opinion, provides for physical verification at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

c) The Company does not have any immovable properties and hence reporting under clause (i)(c) of the Order is not applicable.

d) The Company has not revalued any of its property, plant and equipment and intangible assets during the year.

e) No proceedings have been initiated during the year or are pending against the Company as at 31 March 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii. a) The Company does not have any inventory and hence reporting under clause (ii)(a) of the Order is not applicable.

b) According to the information and explanations given to us, at any point of time of the year, the Company has not been sanctioned any working capital facility from banks or financial institutions on the basis of security of current assets, and hence reporting under clause (ii)(b) of the Order is not applicable.

iii. The Company has made investments and granted secured loans to companies, during the year in respect of which :

a) The Company has provided loans and guarantees during the year and details of which are given below:

(Amount in Lakhs)

Particulars	Loans	Guarantees
A. Aggregate amount granted / provided during the year:		
Subsidiaries	2,854.21	716.16
B. Balance outstanding as at balance sheet date in respect of above cases :		
Subsidiaries	2,991.14	716.16

b) The investments made, and the terms and conditions of the grant of all the above-mentioned loans, during the year are, in our opinion, prima facie, not prejudicial to the Company's interest.

c) The Company has granted loans which are payable on demand. During the year the Company has not demanded such loan. Having regard to the fact that the repayment of principal or payment of interest has not been demanded by the Company, in our opinion the repayments of principal amounts and receipts of interest are regular. (Refer reporting under clause (iii)(f) below).

d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted, there is no overdue amount remaining outstanding as at the balance sheet date.

e) None of the loans granted by the Company have fallen due during the year.

f) The Company has granted Loans which are repayable on demand details of which are given below:

Particulars	All parties	Promoters	Related parties
Aggregate of loans			
- Repayable on demand	2,854.21	-	2,854.21
Percentage of loans to the total loans	100%	-	100%

iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

Independent Auditor's Report (Contd.)

v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.

vi. The maintenance of cost records has not been specified for the activities of the Company by the Central Government under section 148(1) of the Companies Act, 2013.

vii. In respect of statutory dues:

a) (i) Undisputed statutory dues, including Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, duty of Custom, duty of Excise, cess and other material statutory dues applicable to the Company have generally been regularly deposited by it with the appropriate authorities though there has been a delay in respect of remittance of Tax deducted at source, Provident Fund.

(ii) There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Income-tax, duty of Custom, duty of Excise, cess and other material statutory dues in arrears as at 31 March 2022 for a period of more than six months from the date they became payable.

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

viii. There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.

ix. a. In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.

b. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

c. To the best of our knowledge and belief, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.

d. On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

e. On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

f. The Company has not raised loans during the year on the pledge of securities held in its subsidiaries.

x. a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause (x)(a) of the Order is not applicable.

b) The Company has made private placement of shares during the year. For such allotment of shares, the Company has complied with the requirements of Section 42 and 62 of the Companies Act, 2013, and the funds raised have been, prima facie, applied by the Company during the year for the purposes for which the funds were raised, other than temporary deployment pending application. The Company has not made any preferential allotment or private placement of (fully or partly or optionally) convertible debentures during the year.

xi. a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year.

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

xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards

xiv. a. In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

b. We have considered the internal audit report for and covering the period upto March 2022 the year under audit, in determining the nature, timings and extent of our audit procedures.

xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of it's subsidiary company or persons connected with such directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable.

xvi. a. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

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

xvii. The company has incurred cash losses amounting to ₹1,232.91 lakhs during the year and ₹108.57 lakhs in the immediately preceding financial year.

xviii. There has been resignation of the statutory auditors of the Company during the year and based on the correspondence received, there were no issues, objections or concerns raised by the outgoing auditors.

xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. The Company was not having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year and hence, provisions of Section 135 of the Act are not applicable to the Company during the year. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No: 008072S)

Ananthi Amarnath
Partner
Membership No. 209252
UDIN:22209252AJWSUU3935

Place: Chennai
Date: 30 May 2022

Balance Sheet
as at March 31, 2022

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

	Notes	As at March 31, 2022	As at March 31, 2021
I. ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	4	87.40	112.47
(b) Intangible assets	4	0.26	6.43
(c) Financial assets			
(i) Investments	5	20,964.03	352.10
(d) Deferred tax asset (net)	6	7.23	0.79
Total non-current assets		**21,058.92**	**471.79**
2. Current assets			
(a) Financial assets			
(i) Trade receivables	7	791.63	236.08
(ii) Cash and cash equivalents	8	4,682.98	6.65
(iii) Bank balances other than (ii) above	8	2,577.14	2.00
(iv) Loans	9	2,991.14	565.24
(v) Other financial assets	10	346.21	93.67
(b) Current tax asset (net)	11	166.91	23.11
(c) Other current assets	12	2,552.47	27.01
Total current assets		**14,108.48**	**953.76**
Total assets		**35,167.40**	**1,425.55**
II. EQUITY AND LIABILITIES			
1. Equity			
(a) Equity share capital	13	4,117.70	700.00
(b) Other equity	14	8,083.02	(3.16)
Total equity		**12,200.72**	**696.84**
2. Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	15	12,013.03	-
(ii) Other Financial Liabilities	16	787.50	-
(b) Provisions	17	21.67	3.60
Total non-current liabilities		**12,822.20**	**3.60**
3. Current liabilities			
(a) Financial liabilities			
(i) Borrowings	18	7,985.41	603.22
(ii) Trade payables	19		
(a) Total outstanding dues of Micro Enterprises and Small Enterprises		6.82	2.74
(b) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		1,618.44	111.56
(iii) Other Financial Liabilities	20	454.73	-
(b) Provisions	21	1.24	0.23
(c) Other current liabilities	22	77.84	7.36
Total current liabilities		**10,144.48**	**725.11**
Total liabilities		**22,966.68**	**728.71**
Total equity and liabilities		**35,167.40**	**1,425.55**

See accompanying notes forming part of the standalone financial statements

In terms of our report attached
For **Deloitte Haskins & Sells**
Chartered Accountants

Ananthi Amarnath
Partner

Place : Chennai
Date : May 30, 2022

For and on behalf of the Board of Directors

Kalpathi S Suresh
Executive Director cum Chairman

R Rangarajan
Chief Financial Officer

M Anantharamakrishnan
Company Secretary

Place : Chennai
Date : May 30, 2022

Statement of Profit and Loss

for the year ended March 31, 2022

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

		Notes	Year ended March 31, 2022	Year ended March 31, 2021
A	Income			
	Revenue from operations	23	1,214.80	296.86
	Other income	24	137.63	8.48
	Total income		**1,352.43**	**305.34**
B	Expenses			
	Employee benefits expenses	25	725.95	166.12
	Other expenses	28	1,044.42	247.78
	Total expenses		**1,770.37**	**413.90**
C	**Earnings before Finance Costs, tax, depreciation and amortisation**		**(417.94)**	**(108.56)**
	Finance costs	26	814.97	0.01
	Depreciation and amortization expenses	27	36.69	17.06
D	**Loss before tax**		**(1,269.60)**	**(125.63)**
E	**Tax expense**	29		
	Current tax		-	-
	Deferred tax		(4.61)	(0.79)
			(4.61)	**(0.79)**
F	**Loss after Tax**		**(1,264.99)**	**(124.84)**
G	**Other comprehensive income**			
	Items that will not be subsequently reclassified to profit or loss			
	Re-measurement losses on defined benefit obligations		(7.05)	-
	Income-tax relating to items that will not be subsequently reclassified to profit or loss			
	Re-measurement losses on defined benefit obligations		1.83	-
	Other comprehensive loss for the year, net of tax		**(5.22)**	**-**
H	**Total comprehensive loss for the year**		**(1,270.21)**	**(124.84)**
I	**Loss per share**	30		
	Basic Earnings per share (Nominal value per equity share of ₹10)		(3.67)	(1.10)
	Diluted Earnings per share (Nominal value per equity share of ₹10)		(3.67)	(1.10)

See accompanying notes forming part of the standalone financial statements

In terms of our report attached

For **Deloitte Haskins & Sells**

Chartered Accountants

Ananthi Amarnath
Partner

Place : Chennai
Date : May 30, 2022

For and on behalf of the Board of Directors

Kalpathi S Suresh
Executive Director cum Chairman

R Rangarajan
Chief Financial Officer

M Ananthramakrishnan
Company Secretary

Place : Chennai
Date : May 30, 2022

Statement of Cash Flows

for the year ended March 31, 2022

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

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Cash flow from operating activities		
Loss before tax	(1,269.60)	(125.63)
Adjustments to reconcile profit before tax to net cashflows		
Finance cost	814.97	0.01
Interest income on loans	(137.63)	(8.47)
Depreciation and amortization expense	36.69	17.06
Operating Profit before Working Capital Changes	**(555.57)**	**(117.03)**
Change in operating assets and liabilities		
(Increase)/ decrease in trade receivables	(555.55)	(236.08)
(Increase)/ decrease in other current assets	(2,525.46)	(27.01)
(Increase)/ decrease in other financial assets	(252.54)	(94.51)
Increase/ (decrease) in provisions and other liabilities	82.51	9.74
Increase/ (decrease) in Financial liabilities	1,027.02	-
Increase/ (decrease) in trade payables	1,510.96	97.95
Cash used in operations	**(1,268.63)**	**(366.94)**
Less : Income taxes paid (net of refunds)	(143.80)	(22.29)
Net cash used in operating activities (A)	**(1,412.43)**	**(389.23)**
Cash flows from investing activities		
Capital Expenditure on property, plant & equipment & Intangible Assets	(5.45)	(135.96)
Investments in subsidiaries	(20,763.03)	(201.00)
Investment in fixed deposit	(2,575.14)	(2.00)
Loans given to subsidiaries	(2,425.90)	(565.24)
Interest income on loans to subsidiaries	137.63	8.47
Net cash used in investing activities (B)	**(25,631.89)**	**(895.73)**

Statement of Cash Flows

for the year ended March 31, 2022

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

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Cash flows from financing activities		
Proceeds from issue of equity shares	8,250.06	699.90
Proceeds from Share application money pending allotment	4,675.13	-
Proceeds from Long term borrowings	12,084.35	-
Repayment of borrowings	(71.32)	(11.59)
Net proceeds from Short term borrowings	7,382.19	603.22
Finance cost	(599.76)	(0.01)
Net cash from financing activities (C)	**31,720.65**	**1,291.52**
Net increase in cash and cash equivalents (A+B+C)	**4,676.33**	**6.56**
Cash and cash equivalents at the beginning of the year	6.65	0.09
Cash and cash equivalents at end of the year	**4,682.98**	**6.65**

Notes:

1. The above cash flow statement has been prepared under indirect method prescribed in Ind AS 7 "Statement of Cash Flows".

2. Components of cash and cash equivalents (Refer Note 8)

Balances with banks - current accounts	4,682.81	6.30
Cash on hand	0.17	0.35
	4,682.98	**6.65**

3. Direct taxes paid are treated as arising from operating activities and are not bifurcated between investing and financing activities.

   - Figures in bracket indicate cash outflow

See accompanying notes forming part of the standalone financial statements

In terms of our report attached
For **Deloitte Haskins & Sells**
Chartered Accountants

Ananthi Amarnath
Partner

Place : Chennai
Date : May 30, 2022

For and on behalf of the Board of Directors

Kalpathi S Suresh
Executive Director cum Chairman

R Rangarajan
Chief Financial Officer

M Anantharamakrishnan
Company Secretary

Place : Chennai
Date : May 30, 2022

Statement of Changes in Equity

for the year ended March 31, 2022

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

(A) Equity share capital

Year	Balance at the beginning of the current reporting year	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting year	Changes in equity share capital during the current year	Balance at the end of the current reporting year
2020-21	1.00		1.00	699.00	700.00
2021-22	700.00	-	700.00	3,417.70	4,117.70

(B) Other equity

Particulars	Employee Stock Option Reserve	Security premium Reserve	Share application money pending allotment	Retained Earnings	Total
Balance as at March 31,2020	**-**	**-**	**-**	**(29.42)**	**(29.42)**
Loss for the year	-	-	-	(124.84)	(124.84)
Other comprehensive income / (loss), net of tax	-	-	-	-	-
Total comprehensive loss for the year	-	-	-	(124.84)	(124.84)
Employee stock option reserve (Refer Note 38.4)	151.10	-	-	-	151.10
Balance as at March 31, 2021	**151.10**	**-**	**-**	**(154.26)**	**(3.16)**
Loss for the year	-	-	-	(1,264.99)	(1,264.99)
Other comprehensive income / (loss), net of tax	-	-	-	(5.22)	(5.22)
Total comprehensive loss for the year	-	-	-	(1,270.21)	(1,270.21)
Issued during the year	-	4,832.36	4,675.13	-	9,507.49
Employee stock option reserve	311.03	-	-	-	311.03
Employee stock option reserve reversed (Refer Note 38.4)	(462.13)				(462.13)
Balance as at March, 2022	**-**	**4,832.36**	**4,675.13**	**(1,424.47)**	**8,083.02**

See accompanying notes forming part of the standalone financial statements

In terms of our report attached
For **Deloitte Haskins & Sells**
Chartered Accountants

Ananthi Amarnath
Partner

Place : Chennai
Date : May 30, 2022

For and on behalf of the Board of Directors

Kalpathi S Suresh
Executive Director cum Chairman

R Rangarajan
Chief Financial Officer

M Anantharamakrishnan
Company Secretary

Place : Chennai
Date : May 30, 2022

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

1. Company information

Veranda Learning Solutions Limited (formerly known as Veranda Learning Solutions Private Limited) ("the Company" or "VLS") was incorporated on 20th November, 2018 under the provisions of the Companies Act, 2013, with its registered office at Old No 54, New No 34, Thirumalai Pillai Road, T. Nagar, Chennai - 600017, Tamil Nadu. VLS is developing & managing an integrated Online to Offline (O2O) EdTech platform which offers wide range of learning programs for learners preparing for competitive and professional exams with highly curated learning contents, books & Q&A in their repository.

The Company was listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") with effect from April 11, 2022.

2A Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1, 2022, as below:

a) **Ind AS 103 – Reference to Conceptual Framework -** The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements.

b) **Ind AS 16 – Proceeds before intended use -** The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

c) **Ind AS 37 – Onerous Contracts -** Costs of fulfilling a contract - The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its financial statements.

d) **Ind AS 109 – Annual improvements to Ind AS (2021) -** The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact in its financial statements.

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

2B Basis of preparation of standalone financial statements

i) Basis of preparation and presentation

Historical cost convention

The Standalone financial statements have been prepared on a historical cost basis, except for Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).

Measurement of fair values

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

The Company has an established control framework with respect to the measurement of fair values and regularly reviews significant unobservable inputs and valuation adjustments.

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

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Notes to the Standalone Financial Statements
for the year ended March 31, 2022

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

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

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

Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded to the nearest lakhs (up to two decimals).

3 Significant accounting policies

a) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

i) Expected to be realised or intended to be sold or consumed in normal operating cycle:

ii) Held primarily for the purpose of trading:

iii) Expected to be realised within twelve months after the reporting period, or

iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

i) It is expected to be settled in normal operating cycle:

ii) It is held primarily for the purpose of trading:

iii) It is due to be settled within twelve months after the reporting period, or

iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified 12 months as its operating cycle.

b) Revenue recognition

Revenue is recognised on accrual basis and when no significant uncertainty exists as to its realisation or collection. Revenue is measured at the fair value of the consideration received or receivable. The Company derives revenues primarily from management and knowledge services rendered to its subsidiaries in accordance with the terms of the agreements with them.

Income from recovery of common expenses & studio expenses is recognised on cost plus basis, considering the net eligible costs incurred/identified towards such revenue contracts.

c) Property, plant and equipment (PPE)

Presentation

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs of a qualifying asset, if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

Advances paid towards the acquisition of tangible assets outstanding at each balance sheet date, are disclosed as capital advances under long term loans and advances and the cost of the tangible assets not ready for their intended use before such date, are disclosed as capital work in progress.

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

Derecognition

Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Depreciation on property, plant and equipment

Depreciation is the systematic allocation of the depreciable amount of an asset over its useful life.

Assets Category	Estimated useful life (in years)
Office Equipment	5
Furniture and Fixtures	10
Computers	3

The Useful life is as per Schedule III of the companies Act, 2013.

Depreciation for PPE on additions is calculated on pro-rata basis from the date of such additions. For deletion/ disposals, the depreciation is calculated on pro-rata basis up to the date on which such assets have been discarded/ sold. Additions to fixed assets, costing ₹5,000 each or less are fully depreciated retaining its residual value.

The residual values, estimated useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

d) Intangible assets

Internally generated intangible asset are measured on initial recognition at cost. The cost comprises of all directly attributable costs necessary to create, produce, and prepare the asset to be capable of operating in the manner intended by management.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Useful life and amortisation of intangible assets

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period.

The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Assets Category	Estimated useful life (in years)
Content Development Cost	2

e) Loans and borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the Company does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. 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 or loss.

f) Borrowing costs

Borrowing cost include interest computed using Effective Interest Rate method, amortisation

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs that are directly attributable to the acquisition, construction and production of a qualifying asset are capitalised as part of the cost of that asset which takes substantial period of time to get ready for its intended use. All other borrowings costs are expensed in the period in which they occur.

g) Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. Where there is deferred tax assets arising from carry forward of unused tax losses and unused tax created, they are recognised to the extent of deferred tax liability.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

h) Retirement and other employee benefits

Provident fund

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service.

Gratuity

Gratuity is a defined benefit plan. The costs of providing benefits under this plan are determined on the basis of actuarial valuation at each year-end. Separate actuarial valuation is carried out for the plan using the projected unit credit method. Actuarial gains and losses for the plan is recognized in full in the period in which they occur in the statement of profit and loss.

Compensated absences

Short term compensated absences are provided for based on estimates. Long term compensated balances are provided for based on actuarial valuation. The actuarial valuation is done as per projected unit credit method. Leave encashment liability of an employee, who leaves the Company before the close of the year and which is remaining unpaid, is provided for on actual computation basis.

i) Share Based Payments

Selected employees of the Company receive remuneration in the form of equity settled

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

instruments or cash settled instruments, for rendering services over a defined vesting period and for Company's performance-based stock options over the defined period. Equity instruments granted are measured by reference to the fair value of the instrument at the date of grant. In cases, where equity instruments are granted at a nominal exercise price, the intrinsic value on the date of grant approximates the fair value. The expense is recognized in the statement of income with a corresponding increase to the share-based payment reserve, a component of equity. The equity instruments or cash settled instruments generally vest in a graded manner over the vesting period. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants (accelerated amortization). The stock compensation expense is determined based on the Company's estimate of equity instruments or cash settled instruments that will eventually vest. Cash Settled instruments granted are re-measured by reference to the fair value at the end of each reporting period and at the time of vesting. The expense is recognized in the statement of income with a corresponding increase to financial liability or Share-based payment reserve, when the liability is settled through allotment of shares of another entity.

j) Impairment of non financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

k) Provisions, contingent liabilities and contingent asset

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are discounted, if the effect of the time value of money is material, using pre-tax rates that reflects the risks specific to the liability. When discounting is used, an increase in the provisions due to the passage of time is recognised as finance cost. These provisions are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

l) Contingent liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. Contingent liabilities are disclosed separately.

Show cause notices issued by various Government authorities are considered for evaluation of contingent liabilities only when converted into demand.

m) Contingent assets

Where an inflow of economic benefits is probable, the Company discloses a brief description of the nature of the contingent assets at the end of the reporting period, and, where practicable, an estimate of their financial effect. Contingent assets are disclosed but not recognised in the financial statements.

n) Share issue expenses

The transaction costs of an equity transaction are accounted for as a deduction from equity to the extent they are incremental costs directly attributable to the equity transaction.

o) Cash and cash equivalents

Cash comprises cash in hand and demand deposits with banks. Cash equivalents are short-term balances with original maturity of less than 3 months, highly liquid investments that are readily convertible into cash, which are subject to insignificant risk of changes in value.

p) Cash flow statement

Cash flows are presented using indirect method, whereby profit/ (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

Bank borrowings are generally considered to be financing activities. However, where bank overdrafts which are repayable on demand form an integral part of an entity's cash management, bank overdrafts are included as a component of cash and cash equivalents for the purpose of cash flow statement.

q) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.
For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

r) Leases

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

(i) the contract involves the use of an identified asset

(ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and

(iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

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

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

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

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are re-measured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option. Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

s) Segment reporting

Based on internal reporting provided to the Chief operating decision maker, the Company's operations predominantly related to sale of comprehensive learning programs and, accordingly, this is the only operating segment. The management committee reviews and monitors the operating results of the business segment for the purpose of making decisions about resource allocation and performance assessment using profit or loss and return on capital employed.

t) Financial instruments

Financial assets

(i) **Initial recognition and measurement:** All financial assets are initially recognised at fair value. Transaction costs that are directly attributable to the acquisition of financial assets, which are not at fair value through profit or loss, are added to the fair value on initial recognition. Purchase and

Notes to the Standalone Financial Statements
for the year ended March 31, 2022

sale of financial assets are recognised using trade date accounting.

(ii) **Subsequent measurement:**

- Financial assets carried at amortised cost (AC)

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

- Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

- Financial assets at fair value through profit or loss (FVTPL)

A financial asset which is not classified in any of the above categories are fair valued through profit or loss."

(iii) **Impairment of financial assets**

In accordance with Ind AS 109, the Company use 'Expected Credit Loss' (ECL) model, for evaluating impairment assessment of financial assets other than those measured at fair value through profit and loss (FVTPL). Expected credit losses are measured through a loss allowance at an amount equal to:

a) The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

b) Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivable. Further the Company uses historical default rates to determine impairment loss on the portfolio of the trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed. For other assets, the Company uses 12 months ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

Financial liabilities

(i) **Initial recognition and measurement:**

All financial liabilities are recognized initially at fair value and in case of loans net of directly attributable cost. Fees of recurring nature are directly recognised in profit or loss as finance cost.

(ii) **Subsequent measurement:**

Financial liabilities are carried at amortized 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.

3A Critical accounting judgements and key sources of estimation uncertainty :

In the application of the Company's accounting policies, which are described in note 3, the Directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis.

Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if revision affects both current and future periods. The following are the significant areas of estimation, uncertainty and critical judgements in applying accounting policies:

- Useful lives of property, plant and equipment
- Fair value of financial assets and financial liabilities
- Provision for employee benefits
- Going Concern Assessment
- Provision for employee share based payments

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

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

4 Property, plant and equipment

	Tangible assets				Intangible assets	
	Furniture and fixtures	Office equipment	Computers	Total	Software	Total
Gross carrying value						
Balance as at March 31, 2021	**27.48**	**30.54**	**69.52**	**127.54**	**8.42**	**8.42**
Additions	-	0.32	5.13	5.45	-	-
Disposals	-	-	-	-	-	-
Balance as at March 31, 2022	**27.48**	**30.86**	**74.65**	**132.99**	**8.42**	**8.42**
Accumulated depreciation						
As at March 31, 2021	**1.06**	**4.37**	**9.64**	**15.07**	**1.99**	**1.99**
Additions	2.61	5.42	22.49	30.52	6.17	6.17
Disposals	-	-	-	-	-	-
As at March 31, 2022	**3.67**	**9.79**	**32.13**	**45.59**	**8.16**	**8.16**
Net block						
As at March 31, 2022	**23.81**	**21.07**	**42.52**	**87.40**	**0.26**	**0.26**
As at March 31, 2021	**26.42**	**26.17**	**59.88**	**112.47**	**6.43**	**6.43**

5 Non-current investments

	As at March 31, 2022	As at March 31, 2021
Investments in equity instruments subsidiaries at cost (Refer Note 37)		
Veranda Race Learning Solutions Private Limited (formerly Bharathiyar Education Services Private Limited) 10,00,000 (March 31, 2021 - 10,00,000) equity shares of ₹10 each, fully paid	100.00	100.00
Veranda XL Learning Solutions Private Limited (formerly Known as Veranda Excel Learning Solutions Private Limited) 10,00,000 (March 31, 2021 - 10,00,000) equity shares of ₹10 each, fully paid	100.00	100.00
Veranda IAS Learning Solutions Private Limited 10,000 (March 31, 2021 - 10,000) equity shares of ₹10 each, fully paid	1.00	1.00
Brain4ce Education Solutions Private Limited 849,835 Equity Shares of ₹10 each, fully paid	20,763.03	-
Deemed Investment - Veranda Race Learning Solutions Private Limited (Refer Note 38.4)	-	151.10
	20,964.03	**352.10**

a) The Company signed a Term Sheet dated July 15 2021 and Share purchase agreement dated August 30, 2021 to acquire 100% shareholding and control of Brain4ce Education Solutions Private Limited (Brain4ce) for a total consideration of ₹ 19,328.09 Lakhs. Company subsequent to acquisition has invested ₹1,195.43 lakh in Brain4ce Education Solutions Private Limited as on September 17, 2021 and accrued additional consideration amounting to ₹239.52 Lakhs as at 31 March 2022 in line with terms and conditions in Share purchase agreement.

6 Deferred tax asset - net

	As at March 31, 2022	As at March 31, 2021
Deferred tax liability		
On property plant and equipment	-	(0.21)
	-	**(0.21)**
Deferred tax asset		
On property plant and equipment	1.21	-
On expenses allowable on payment basis	6.02	1.00
	7.23	**1.00**
Net deferred tax asset	**7.23**	**0.79**

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

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

The company has commenced its commercial operation in Financial Year 2020-21. Therefore, based on assessment of probability of taxable profits against which the deferred tax asset pertaining to unabsorbed business loss and depreciation loss accounting to ₹354.50 lakhs can be utilised, the company has not recognized deferred tax asset thereon. The company shall continue to assess the recoverability of such deferred tax asset at the end of every reporting period. (Refer Note 29.1)

7 Trade receivables

	As at March 31, 2022	As at March 31, 2021
Unsecured considered good - related parties (Refer Note 37)	791.63	236.08
	791.63	**236.08**

7.1 Trade Receivables ageing schedule

Particulars	As at 31 March 2022					
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	791.63	-	-	-	-	791.63
(ii) Undisputed trade receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

Particulars	As at 31 March 2021					
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	236.08	-	-	-	-	236.08
(ii) Undisputed trade receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-

7.2 Trade Receivables includes receivables outstanding from subsidiaries constituting individually 5% or more of the total trade receivables as at March 31, 2022 of ₹791.63 lakhs.

8 Cash and bank balances

	As at March 31, 2022	As at March 31, 2021
Cash and cash equivalents		
Balances with banks - In current account	4,682.81	6.30
Cash - on - hand	0.17	0.35
	4,682.98	**6.65**
Other bank balances		
In Fixed deposit - with remaining maturity less than 12 months*	2,577.14	2.00
	2,577.14	**2.00**
	7,260.12	**8.65**

* The fixed deposit is held under lien against issue of corporate credit cards amounting to ₹2.14 lakhs (PY - ₹2.00 lakhs).

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

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

9 Loans

	As at March 31, 2022	As at March 31, 2021
Unsecured, considered good		
Inter corporate loans (Refer Note 37)		
Veranda XL Learning Solutions Private Limited (formerly Known as Veranda Excel Learning Solutions Private Limited)	1,154.63	209.84
Veranda IAS Learning Solutions Private Limited	549.21	50.00
Veranda Race Learning Solutions Private Limited (formerly Bharathiyar Education Services Private Limited)	762.30	305.40
Brain4ce Education Solutions Private Limited	525.00	-
	2,991.14	**565.24**

9.1 The inter corporate loans provided to subsidiary companies at interest rate of 7% and repayable on demand (unsecured).

9.2 Loans and advances to promoters, directors, KMPs and the related parties

Type of Borrower	Amount of loan or advance in the nature of loan outstanding	% to the total Loans and advances in the nature of loans
Promoters	-	0%
Directors	-	0%
KMPs	-	0%
Related Parties	2,991.14	100%

10 Other financial assets

	As at March 31, 2022	As at March 31, 2021
Unsecured, considered good		
Unbilled revenue	-	31.04
Interest accrued but not due on bank deposits	1.42	0.01
Interest receivable on loans	89.79	7.62
Advances to Employees	-	-
Security Deposits	255.00	55.00
	346.21	**93.67**

10.1 Unbilled revenue ageing

Particulars	As at 31 March 2022					
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Unbilled revenue	-	-	-	-	-	**-**

Particulars	As at 31 March 2021					
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Unbilled revenue	31.04	-	-	-	-	**31.04**

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

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

11 Current tax asset

	As at March 31, 2022	As at March 31, 2021
TDS receivables	166.91	23.11
	166.91	**23.11**

12 Other current assets

	As at March 31, 2022	As at March 31, 2021
Advances (other than capital advances)	702.80	1.66
Prepaid expenses	62.60	13.45
Balance With Government Authorities	78.50	11.90
Unamortised share issue expenses (Refer Note 12.1)	1,708.57	-
	2,552.47	**27.01**

12.1 The Company has filed Red herring Prospectus on March 24, 2022. The Company has incurred certain expenses towards proposed Initial Public Offering ('IPO') of its equity shares. The Company has adjusted share issue expenses against securities premium subsequent to year end on completion of IPO process.

13 Share capital

	As at March 31, 2022	As at March 31, 2021
Authorised share capital		
60,00,00,000 (March 31, 2021 - 25,00,00,000) Equity Shares of ₹10/- each (March 31, 2021 - ₹1/- each)	6,000.00	2,500.00
	6,000.00	**2,500.00**
Issued share capital		
4,11,76,979 (March 31, 2021 - 7,00,00,000) Equity Shares of ₹10/- each (March 31, 2021 - ₹1/- each)	4,117.70	700.00
	4,117.70	**700.00**
Subscribed and fully paid up share capital		
4,11,76,979 (March 31, 2021 - 7,00,00,000) Equity Shares of ₹10/- each (March 31, 2021 - ₹1/- each)	4,117.70	700.00
	4,117.70	**700.00**

Notes:

13.1

Reconciliation of number of equity shares subscribed	As at 31 March 2022		As at March 31, 2021	
	No of Shares	Amount	No of Shares	Amount
Balance at the beginning of the year	7,00,00,000	700.00	1,000	1.00
Issued during the year	59,76,979	597.70	69,99,000	699.00
Bonus shares issued during the year (Refer Note 13.5)	2,82,00,000	2,820.00	-	-
Equity Share on share split from ₹10 to ₹1 per share	-	-	6,30,00,000	-
Equity Share on share Consolidation from ₹1 to ₹10 per share	(6,30,00,000)	-	-	-
Balance at the end of the year	**4,11,76,979**	**4,117.70**	**7,00,00,000**	**700.00**

13.2 Rights, preferences and restrictions in respect of equity shares issued by the Company

a) The company has issued only one class of equity shares having a par value of ₹10 each. The equity shares of the company having par value of ₹10/- rank pari-passu in all respects including voting rights.

b) The Company has not declared dividend on equity shares.

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

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

c) In the event of liquidation, shareholders will be entitled to receive the remaining assets of the company after distribution of all preferential amounts. The distribution will be proportionate to the number of equity shares held by the shareholder.

13.3 The Company has allotted equity shares at face value of ₹10/- each during the year as follows:

Board meeting date	Shareholder	No. of shares allotted
No of shares at beginning of the year		70,00,000
September 2, 2021	Kalpathi S Aghoram	8,00,000
	Kalpathi S Ganesh	8,00,000
	Kalpathi S Suresh	8,00,000
		24,00,000
September 7, 2021	Kalpathi S Aghoram	94,00,002
	Kalpathi S Ganesh	93,99,999
	Kalpathi S Suresh	93,99,999
		2,82,00,000
September 21, 2021	Bennett & Coleman Company Ltd	10
December 18,2021	Others	30,76,969
January 17,2022	Bennett & Coleman Company Ltd	5,00,000
Total		**4,11,76,979**

13.4 Pursuant to the approval of the shareholders at the Extraordinary General Meeting of the Company held on July 30, 2021, ten equity share of face value of ₹1/- per share was consolidated into one equity shares of face value of Re. 10/- per share with effect from July 30, 2021. Consequently, the basic and diluted earnings per share have been computed for all the periods presented in the Standalone Financial Statements of the Company on the basis of the new number of equity shares in accordance with Ind AS 33 – Earnings per Share.

13.5 Pursuant to the approval of the shareholders on September 06, 2021, Company has issued 2,82,00,000 bonus shares in the ratio of 3:1 to all shareholders. Consequently, the basic and diluted earnings per share have been computed for all the periods presented in the Standalone Financial Statements of the Company on the basis of the new number of equity shares in accordance with Ind AS 33 – Earnings per Share.

13.6 The authorised share capital of the company has increased from ₹2,500 Lakhs to ₹5,500 Lakhs pursuant to the approval of the shareholders at the Extraordinary General Meeting of the Company held on July 26, 2021.

The authorised share capital of the company has increased from ₹5,500 Lakhs to ₹6,000 Lakhs pursuant to the approval of the shareholders at the Extraordinary General Meeting of the Company held on September 22, 2021.

13.7 Board of directors in its meeting dated 18 December 2021, issued 30,76,969 Equity Shares at a face value of ₹10/- (Rupees Ten) each for cash, at a premium of ₹120/- per share aggregating to ₹4000.06 Lakhs on private placement basis

13.8 During the FY 2021-22, the Company has issued 5,00,000 Equity Shares at a face value of ₹10/- (Rupees Ten) against Share warrants to Bennett, Coleman & Company Limited at a premium of ₹120/- per share aggregating to ₹650 Lakhs.

6) Shareholders holding more than 5% of the total share capital

Name of the share holder	As at March 31, 2022		As at March 31, 2021	
	No of shares	% of Holding	No of shares	% of Holding
Kalpathi S Aghoram	1,20,33,636	29.22%	2,33,33,340	33.34%
Kalpathi S Ganesh	1,20,32,132	29.22%	2,33,33,330	33.33%
Kalpathi S Suresh	1,20,31,632	29.22%	2,33,33,330	33.33%

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

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

7) Shareholding of promoters*

Name of the share holder	As at March 31, 2022			As at March 31, 2021		
	No of shares	% of Holding	% Change during the year (Refer Note 13.4)	No of shares	% of Holding	% Change during the Year
Kalpathi S Aghoram	1,20,33,636	29.22%	-93.90%	2,33,33,340	33.33%	46.29%
Kalpathi S Ganesh	1,20,32,132	29.22%	-93.93%	2,33,33,330	33.33%	46.29%
Kalpathi S Suresh	1,20,31,632	29.22%	-93.93%	2,33,33,330	33.33%	46.29%

* Promoter as defined under the Companies Act, 2013 has been considered for the purpose of disclosure.

14 Other equity

	As at March 31, 2022	As at March 31, 2021
Retained Earnings	(1,424.47)	(154.26)
Securities Premium Account	4,832.36	-
Employee stock option reserve	-	151.10
Share application money received pending allotment (Refer Note 14.2)	4,675.13	-
	8,083.02	**(3.16)**
a) Retained Earnings		
Balance at the beginning of the year	(154.26)	(29.42)
Loss for the year	(1,264.99)	(124.84)
Transfer from Other Comprehensive Income	(5.22)	-
Balance at the end of the year	**(1,424.47)**	**(154.26)**
b) Securities Premium Account		
Balance at the beginning of the year	-	-
Additions during the year	4,832.36	-
Balance at the end of the year	**4,832.36**	**-**
c) Employee stock option Reserve		
Balance at the beginning of the year	151.10	-
Additions during the year	311.03	151.10
Reversed during the year (Refer Note 38.4)	(462.13)	-
Balance at the end of the year	**-**	**151.10**
d) Share warrants		
Balance at the beginning of the year	-	-
Issued during the year (Refer Note 14.1)	195.00	-
Shares allotted during the year	(195.00)	-
Balance at the end of the year	**-**	**-**

14.1 On September 20 2021, the Company issued 6 warrants for a consideration of ₹32,50,000/- per warrant aggregating to ₹19,500,000 to M/s Bennett Coleman & Company Limited (BCCL). These warrants were to be exercised anytime post determination of the Conversion Price but within a period of six years from the warrant exercise period at the sole discretion of the warrant holder. Provided that upon the Company proposing to have an IPO of its shares, the option holder may exercise the warrants at any time after the appointment of a lead manager for such IPO but prior to expiry of timeline prescribed under applicable Laws of conversion of convertible securities of the Company in the event the Company proposing to have an IPO of its shares.

On January 17, 2022 the Company issued 5,00,000 Equity Shares against 2 Shares warrants issued to BCCL at a value of ₹130 per share (including premium of ₹120 per share).

On January 17, 2022 BCCL did not exercise its option for remaining 4 Share warrants. Hence, the Warrants are lapsed.

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

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

14.2 Pursuant to the Initial Public Offering, the Company has opened the bid/offer on March 28, 2022 to the Anchor investors and has received ₹4,675.13 Lakhs on March 28, 2022. Out of this, the Company has allocated ₹4675.13 Lakhs towards fresh issue of equity shares and such shares have been issued at a price of ₹137 per share (including a premium of ₹127 per share) on April 06, 2022 subsequently.

15 Long term borrowings

	As at March 31, 2022	As at March 31, 2021
From others		
Term Loan from Hinduja Leyland Finance Limited (Secured)	4,634.44	-
Non Convertible Debentures (Unsecured)	7,378.59	-
	12,013.03	**-**

15.1 Details of Borrowings

Particulars	Interest Rate	As at March 31, 2022	As at March 31, 2021
Term Loan from Hinduja Leyland Finance Limited (Secured) (Refer Note 15.3(a))	9.75%	4,950.28	-
Non Convertible Debentures (Unsecured) (Refer Note 15.2 & 15.3(b))	4.00%	7,378.59	-
Less: Current Maturities of Long term debt		(315.84)	-
		12,013.03	**-**

15.2 Issued to promoters of Edureka on 16 September, 2021 as part of Purchase Consideration

15.3 Repayment Terms

a) Term Loan from Hinduja Leyland Finance Limited is repayable in monthly installments from February'22

b) Non-convertible debentures are repayable on 16 September 2024

16 Other Financial Liabilities - Non Current

	As at March 31, 2022	As at March 31, 2021
Purchase consideration payable - Non Current	787.50	-
	787.50	**-**

16.1 Purchase Consideration Payable

	As at March 31, 2022	As at March 31, 2021
Deferred consideration to Promoters of Subsidiary - Non Current*	787.50	-
Deferred consideration to Promoters of Subsidiary - Current (Refer Note 5(a))	239.52	
	1,027.02	**-**

*As per the Share Purchase Agreement signed on August 30, 2021, the Consideration is payable to promoters on 17 September, 2024

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

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

17 Provision (Non current)

	As at March 31, 2022	As at March 31, 2021
Provision for Gratuity	13.23	1.10
Provision for Compensation absences (Refer Note 38)	8.44	2.50
	21.67	**3.60**

18 Short term borrowings

	As at March 31, 2022	As at March 31, 2021
Loan repayable on demand (Refer Note 37)		
Loans from directors (Unsecured)		
Kalpathi S Aghoram	-	184.15
Kalpathi S Ganesh	-	184.15
Kalpathi S Suresh	-	184.15
From others (Secured)		
HDFC Bank - Credit facility	5,150.57	50.77
(Secured by the personal guarantee of the promoters of the company. The loan is repayable on demand and at rate of interest ranges from 6.20% to 7% Per Annum)		
Hinduja Finance Ltd - Bridge Loan	2,519.00	-
(The rate of interest for the loan is at 9.80%)		
Current maturities of long term debt (Refer Note - 15.1)	315.84	-
	7,985.41	**603.22**

19 Trade payables

	As at March 31, 2022	As at March 31, 2021
Total outstanding dues of creditors of micro and small enterprises (Refer Note 19.1)	6.82	2.74
Total outstanding dues of creditors other than micro and small enterprises	1,618.44	111.56
	1,625.26	**114.30**

19.1 Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management represents the principal amount payable to these enterprises. Refer Note 31.

Trade Payables ageing schedule

Particulars	As at 31 March 2022				
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed dues - MSME	6.82	-	-	-	6.82
(ii) Undisputed dues - Others	1,618.44	-	-	-	1,618.44
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

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

Particulars	As at 31 March 2021				
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed dues - MSME	2.74	-	-	-	2.74
(ii) Undisputed dues - Others	111.56	-	-	-	111.56
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

20 Other Financial Liabilities

	As at March 31, 2022	As at March 31, 2021
Accrued Interest	215.21	-
Purchase consideration payable - Current	239.52	-
	454.73	**-**

21 Provision (current)

	As at March 31, 2022	As at March 31, 2021
Provision for gratuity	0.04	-
Provision for Compensation absences (Refer Note 38)	1.20	0.23
	1.24	**0.23**

22 Other current liabilities

	As at March 31, 2022	As at March 31, 2021
Statutory dues payable	77.84	7.36
	77.84	**7.36**

23 Revenue from operations

	For the year ended March 31, 2022	For the year ended March 31, 2021
Income from cross charge of common expenses	946.51	134.75
Income from studio operations	268.29	162.11
	1,214.80	**296.86**

23.1 All revenue from operations are recognised based on performance obligations satisfied at a point in time.

23.2 Contract balances :

Revenue from operations recognised is collected as per the terms of the contract. Trade receivables have been disclosed under Note 7.

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

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

23.3 Performance Obligations :

The Contracts with customers are structured in such a way that the Company has the right to consideration from a customer in an amount that corresponds directly with the value to the customer of the performance obligation complete to date and the Company has the right to invoice. Therefore, taking the practical expedient, the details on transaction price allocated to the remaining performance obligations are not disclosed.

23.4 Information about revenue from major customers

The company earns revenue from its subsidiary companies, which constitutes more than 10% of the company's total revenue. (Refer Note 37)

24 Other income

	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest income		
Interest on fixed deposit	34.07	0.01
Interest on loans (Refer Note 37)	103.56	8.47
	137.63	**8.48**

25 Employee benefit expenses

	For the year ended March 31, 2022	For the year ended March 31, 2021
Salaries, wages and bonus	670.86	157.89
Gratuity expenses (Refer Note 38)	5.12	1.10
Contribution to provident and other funds (Refer Note 38)	12.67	2.13
Staff welfare expenses	37.30	5.00
	725.95	**166.12**

26 Finance costs

	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest on borrowings	464.62	0.01
Interest on Non Convertible Debentures	159.30	-
Interest on MSME	0.59	-
Interest on Deferred Purchase Consideration (Refer Note 26.1)	189.47	-
Interest - Others	0.99	-
	814.97	**0.01**

26.1 Interest payable at 4%

27 Depreciation and amortization expenses

	For the year ended March 31, 2022	For the year ended March 31, 2021
Depreciation on property, plant and equipment (Refer Note 4)	30.52	15.07
Amortisation on Intangible asset (Refer Note 4)	6.17	1.99
	36.69	**17.06**

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

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

28 Other expenses

	For the year ended March 31, 2022	For the year ended March 31, 2021
Power and fuel	33.39	18.20
Rent	164.72	65.37
Repairs & maintenance	28.52	14.88
Manpower Charges	124.96	52.46
Rates and taxes	68.40	6.78
Payment to the auditors (excluding Gst)*	18.00	7.75
Legal and professional charges	465.37	61.62
Directors Sitting Fees	18.80	-
Printing & Stationery	26.12	1.53
Advertisement & Sales Promotion	14.32	1.44
Freight charges	0.79	-
Communication Expenses	14.57	1.32
Subscription charges	27.80	8.46
Travelling & Conveyance	27.47	6.11
Bank Charges	5.59	0.04
Miscellaneous Expenses	5.60	1.82
	1,044.42	**247.78**

***Payment to auditors**

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
(Excluding ₹138.50 Lakhs (PY-Nil) which are considered as unamortised share issue expenses under other current assets)		
Statutory audit	17.00	7.00
Tax Auditor	1.00	0.75
	18.00	**7.75**

29 Tax expense

	For the year ended March 31, 2022	For the year ended March 31, 2021
Deferred tax expense		
Recognised in profit or loss	(4.61)	(0.79)
Recognised in OCI	(1.83)	-
	(6.44)	**(0.79)**

a) Movement of deferred tax expense during the year ended March 31, 2022

Deferred tax liabilities/(assets) in relation to:	Opening balance	Recognised in profit or loss	Recognised in OCI	Closing balance
Property, plant, and equipment and intangible assets	0.21	(1.42)	-	(1.21)
On expenses allowable on payment basis	(1.00)	(3.19)	(1.83)	(6.02)
Total	**(0.79)**	**(4.61)**	**(1.83)**	**(7.23)**

b) Movement of deferred tax expense during the year ended March 31, 2021

Deferred tax liabilities/(assets) in relation to:	Opening balance	Recognised in profit or loss	Recognised in OCI	Closing balance
Property, plant, and equipment and intangible assets	-	0.21	-	0.21
On expenses allowable on payment basis	-	(1.00)	-	(1.00)
Total	**-**	**(0.79)**	**-**	**(0.79)**

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

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

29.1 Reconciliation of accounting profits

	For the year ended March 31, 2022	For the year ended March 31, 2021
Accounting (loss) before tax	(1,270.21)	(124.84)
Income tax rate	26.00%	26.00%
At statutory income tax rate	(330.25)	(32.46)
Non - deductible expenses for tax purposes		
Property, plant, and equipment and intangible assets	(1.42)	0.21
On expenses allowable on payment basis	(5.02)	(1.00)
Deferred tax not considered on business loss and unabsorbed depreciation	330.25	32.46
At the effective income tax rate		
Income tax expenses reported in the statement of profit and loss	**(6.44)**	**(0.79)**

Based on assessment of probability of taxable profits against which the deferred tax asset pertaining to unabsorbed business loss and depreciation loss amounting to ₹354.50 lakhs can be utilised, the company has not recognized deferred tax asset thereon. The company shall continue to assess the recoverability of such deferred tax asset at the end of every reporting period.

30 Loss per share

	For the year ended March 31, 2022	For the year ended March 31, 2021
Loss for the year attributable to owners of the Company	(1,264.99)	(124.84)
Weighted average number of ordinary shares outstanding for basic EPS (Refer Notes below)	3,44,91,588	1,13,59,208
Weighted average number of ordinary shares outstanding for diluted EPS (Refer Notes below)	3,44,91,588	1,13,59,208
Basic earnings per share (₹)	(3.67)	(1.10)
Diluted earnings per share (₹)	(3.67)	(1.10)

30.1 Pursuant to the approval of the shareholders at the Extraordinary General Meeting of the Company held on July 30, 2021, ten equity share of face value of ₹ 1/- per share was consolidated into one equity shares of face value of Re. 10/- per share with effect from July 30, 2021. Consequently, the basic and diluted earnings per share have been computed for all the periods presented in the Standalone Financial Statements of the Company on the basis of the new number of equity shares in accordance with Ind AS 33 – Earnings per Share.

30.2 Pursuant to the approval of the shareholders on September 06, 2021, Company has issued bonus shares in the ratio of 3:1 to all shareholders. Consequently, the basic and diluted earnings per share have been computed for all the periods presented in the Standalone Financial Statements of the Company on the basis of the new number of equity shares in accordance with Ind AS 33 – Earnings per Share.

31 Disclosures required by the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 are as under

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
(a) The principal amount remaining unpaid at the end of the year*	6.82	2.14
(b) The delayed payments of principal amount paid beyond the appointed date during the year	-	-
(c) Interest actually paid under Section 16 of MSMED Act	0.59	-
(d) Normal Interest due and payable during the year, as per the agreed terms	-	-
(e) Total interest accrued during the year and remaining unpaid	0.59	-

*There are micro, small and medium enterprises to whom the company owes dues which are outstanding for more than 45 days at the Balance Sheet date, computed on unit wise basis.

The above information has been determined to the extent such parties have been identified on the basis of information available with the Company.

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

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

32 Corporate Social Responsibility

No amount is required to be spent by the Company towards corporate social responsibility under Section 135 of the Companies Act, 2013 on account of losses.

33 Contingent liabilities & commitments

Particulars	March 31, 2022	March 31, 2021
Contingent liabilities	-	-
Commitments (Refer Note below)	-	-
Corporate Guarantee given to subsidiary companies	716.16	-

33.1 The Company has provided letter of continued financial support upto 30 June 2023 to its subsidiary companies (Veranda IAS Learning Solutions Private Limited, Veranda XL Learning Solutions Private Limited (formerly Veranda Excel Learning Solutions Private Limited), Veranda Race Learning Solutions Private Limited (formerly Bharathiyar Education Services Private Limited) and Brain4ce Education Solutions Private Limited.

34 Operating segment

Operating segments reflect the Company's management structure and the way the financial information is regularly reviewed by the Company's Chief Operating Decision Maker (CODM). The CODM considers the business from both business and product perspective based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / (loss) amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance. The Company's operations predominantly relates to rendering of management services and, accordingly, this is the only operating segment.

35 Financial instruments

Capital management

The Company manages its capital to ensure that entities in the Company will be able to continue as going concern, while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The Company determines the amount of capital required on the basis of annual operating plans and long-term product and other strategic investment plans. The funding requirements are met through equity, long-term borrowings and other short-term borrowings.

For the purposes of the Company's capital management, capital includes issued capital and all other equity reserves attributable to the equity holders.

Gearing ratio:	As at March 31, 2022	As at March 31, 2021
Debt	19,998.44	603.22
Less: Cash and bank balances	7,260.12	8.65
Net debt	12,738.32	594.57
Total equity	12,200.72	696.84
Net debt to equity ratio (%)	**104.41%**	**85.32%**

Credit risk management

Credit risk on cash and cash equivalents, deposits with the banks/financial institutions is generally low as the said deposits have been made with the banks/financial institutions, who have been assigned high credit rating by international and domestic rating agencies. Trade receivable include monies collectable from related party with whom there is no uncertainty in collection and hence no credit risk on receivables.

Liquidity risk management

Management monitors rolling forecasts of the company's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows. The company's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal requirements.

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

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

Liquidity tables

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay.

Particulars	March 31, 2022			
	Due in 1st year	Due in 2nd to 5th year	Due after 5th year	Carrying amount
Borrowings (Fixed rate instruments)	7,985.41	12,013.03	-	19,998.44
Trade payables (Non - interest bearing)	1,625.26	-	-	1,625.26
Other Financial liabilities	454.73	787.50	-	1,242.23
	10,065.40	**12,013.03**	**-**	**22,865.93**

Particulars	March 31, 2021			
	Due in 1st year	Due in 2nd to 5th year	Due after 5th year	Carrying amount
Borrowings (Fixed rate instruments)	603.22	-	-	603.22
Trade payables (Non - interest bearing)	114.30	-	-	114.30
	717.52	**-**	**-**	**717.52**

	March 31, 2022	March 31, 2021
Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required):	-	-

36 Fair value measurements

Financial instruments measured at amortised cost

Financial assets	Note	Hierarchy	March 31, 2022	March 31, 2021
Loans	9	NA	2,991.14	565.24
Other financial assets	10	NA	346.21	93.67
Trade receivables	7	NA	791.63	236.08
Cash and cash equivalents	8	NA	4,682.98	6.65
Bank balances other than cash and cash equivalents	8	NA	2,577.14	2.00
Total financial assets			**11,389.10**	**903.64**

Financial liabilities	Note	Hierarchy	March 31, 2022	March 31, 2021
Borrowings	18	NA	19,998.44	603.22
Trade payables	19	NA	1,625.26	114.30
Other Financial liabilities	20	NA	1,242.23	-
Total financial liabilities			**22,865.93**	**717.52**

The Company has investments in subsidiaries that are carried at cost under Ind AS 27, Separate Financial Statements, and hence are not disclosed in the above table. Refer Note 5.

Fair value measurement

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level is as under:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

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

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

-the use of quoted market prices or dealer quotes for similar instruments

-the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

The carrying amounts of trade receivables, trade payables, cash and cash equivalents and other current financial liabilities are considered to be the same as their fair values, due to their short-term nature.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

The external borrowing rate of the Company has been taken as the discount rate used for determination of fair value.

37 Related party disclosure

a) List of parties having significant influence

Entities having control or controlled by the Company

Holding company

Veranda XL Learning Solutions Private Limited (Formerly known as Veranda Excel Learning Solutions Private Ltd)	(Since February 14, 2019 till October 16, 2020)

Subsidiary companies

Veranda Race Learning Solutions Private Limited (formerly Bharathiyar Education Private Limited)	(Since October 16, 2020)
Veranda XL Learning Solutions Private Limited (formerly known as Veranda Excel Learning Solutions Private Limited)	(Since October 16, 2020)
Veranda IAS Learning Solutions Private Limited	(Since February 26, 2021)
Brain4ce Education Solutions Pvt Ltd	(Since September 17, 2021)

Key management personnel (KMP) and their relatives

Sri. Kalpathi S Aghoram	Director (Director w.e.f. October 28, 2021)
Sri. Kalpathi S Ganesh	Director (Director w.e.f. October 28, 2021)
Sri. Kalpathi S Suresh	Director (Director w.e.f. October 28, 2021)
Smt. Kalpathi A Archana	Non- Executive Women Director
Sri. K. Praveen Kumar*	President - Corporate Strategy
Sri. R. Rangarajan**	Chief Financial Officer
Sri. M Anantharamakrishnan	Company Secretary
Sri. S Lakshminarayanan	Independent Director
Sri. K Ullas Kamath	Independent Director
Sri. PB Srinivasan	Independent Director
Smt. Revathi Raghunathan	Independent Director

*Sri Praveen Kumar has resigned as director on 28th October 2021 and was appointed as President - Corporate Strategy w.e.f 29th October 2021.

**Sri Rangarajan R has resigned as director on 28th October 2021 and was appointed as Chief Financial Officer w.e.f 29th October 2021.

Enterprises in which Key Management Personnel and their relatives have significant influence

Leonne Hill Property Developments Private Limited

Grasslands Agro Private Limited

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

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

b) Transactions during the year

Sl. No.	Nature of transactions	Amount 2021-22	Amount 2020-21
1	**Loans given**		
	Veranda Race Learning Solutions Private Limited (formerly Bharathiyar Education Private Limited)	834.05	305.40
	Veranda XL Learning Solutions Private Limited (formerly known as Veranda Excel Learning Solutions Private Limited)	958.83	209.84
	Veranda IAS Learning Solutions Private Limited	531.32	50.00
	Brain4ce Education Solutions Private Limited	525.00	-
2	**Loans repayment received**		
	Veranda Race Learning Solutions Private Limited (formerly Bharathiyar Education Private Limited)	377.15	-
	Veranda XL Learning Solutions Private Limited (formerly known as Veranda Excel Learning Solutions Private Limited)	14.04	-
	Veranda IAS Learning Solutions Private Limited	32.11	-
3	**Loans taken from**		
	Kalpathi S Aghoram	-	184.15
	Kalpathi S Ganesh	-	184.15
	Kalpathi S Suresh	-	184.15
	Grasslands Agro Private Limited	-	0.85
4	**Loan repaid**		
	Grasslands Agro Private Limited	-	(0.85)
5	**Income from Cross charge of common expenses**		
	Veranda Race Learning Solutions Private Limited (formerly Bharathiyar Education Private Limited)	324.69	73.50
	Veranda XL Learning Solutions Private Limited (formerly known as Veranda Excel Learning Solutions Private Limited)	324.14	61.25
	Veranda IAS Learning Solutions Private Limited	297.68	-
6	**Income from studio operations**		
	Veranda Race Learning Solutions Private Limited (formerly Bharathiyar Education Private Limited)	121.51	84.41
	Veranda XL Learning Solutions Private Limited (formerly known as Veranda Excel Learning Solutions Private Limited)	58.27	77.70
	Veranda IAS Learning Solutions Private Limited	88.51	-
7	**Interest income on loans given**		
	Veranda Race Learning Solutions Private Limited (formerly Bharathiyar Education Private Limited)	25.60	4.44
	Veranda XL Learning Solutions Private Limited (formerly known as Veranda Excel Learning Solutions Private Limited)	42.81	2.99
	Veranda IAS Learning Solutions Private Limited	14.88	0.19
	Brain4ce Education Solutions Private Limited	11.60	-
8	**Rent paid towards registered office**		
	Kalpathi S Aghoram	0.08	0.05
	Kalpathi S Ganesh	0.08	0.05
	Kalpathi S Suresh	0.08	0.05
9	**Rent paid towards corporate office**		
	Leonne Hill Property Developments Private Limited	54.00	24.00
10	**Shares allotted**		
	Kalpathi S Aghoram	970.06	233.30
	Kalpathi S Ganesh	969.91	233.30
	Kalpathi S Suresh	969.86	233.30
11	**Investment in subsidiaries**		
	Brain4ce Education Solutions Private Limited	20,763.03	-

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

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

Sl. No.	Nature of transactions	Amount 2021-22	Amount 2020-21
12	**Remuneration**		
	M Ananthramakrishnan	34.88	-
	R Rangarajan	45.53	-
13	**Repayment of Loans taken from**		
	Kalpathi S Aghoram	184.15	-
	Kalpathi S Ganesh	184.15	-
	Kalpathi S Suresh	184.15	-
14	**Director Sitting Fees**		
	Kalpathi S Aghoram	3.40	-
	Kalpathi S Ganesh	2.50	-
	Kalpathi A Archana	2.50	-
	S Lakshminarayanan	2.90	-
	K Ullas Kamath	2.50	-
	PB Srinivasan	2.50	-
	Revathi Raghunathan	2.50	-

c) Balance as at the end of the year

Sl. No.	Nature of transactions	Amount 2021-22	Amount 2020-21
1	**Loans provided to**		
	Veranda Race Learning Solutions Private Limited (formerly Bharathiyar Education Private Limited)	762.30	305.40
	Veranda XL Learning Solutions Private Limited (formerly known as Veranda Excel Learning Solutions Private Limited)	1,154.63	209.84
	Veranda IAS Learning Solutions Private Limited	549.21	50.00
	Brain4ce Education Solutions Private Limited	525.00	-
2	**Trade receivable**		
	Veranda Race Learning Solutions Private Limited (formerly Bharathiyar Education Private Limited)	298.22	99.87
	Veranda XL Learning Solutions Private Limited (formerly known as Veranda Excel Learning Solutions Private Limited)	245.82	136.21
	Veranda IAS Learning Solutions Private Limited	247.58	-
3	**Trade payable**		
	Veranda Race Learning Solutions Private Limited (formerly Bharathiyar Education Private Limited)	0.61	5.81
	Veranda XL Learning Solutions Private Limited (formerly known as Veranda Excel Learning Solutions Private Limited)	44.86	35.00
4	**Loan taken from**		
	Kalpathi S Aghoram	-	184.15
	Kalpathi S Ganesh	-	184.15
	Kalpathi S Suresh	-	184.15
5	**Interest Receivable**		
	Veranda Race Learning Solutions Private Limited (formerly Bharathiyar Education Private Limited)	27.48	4.44
	Veranda XL Learning Solutions Private Limited (formerly known as Veranda Excel Learning Solutions Private Limited)	41.52	2.99
	Veranda IAS Learning Solutions Private Limited	13.58	0.19
	Brain4ce Education Solutions Pvt Ltd	7.20	-
6	**Corporate Guarantee**		
	Brain4ce Education Solutions Private Limited (Refer Note 33)	716.16	-

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

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

38 Retirement benefit plans

38.1 Defined contribution plans

The Company has defined contribution plan of provident fund. Additionally, the company also provides, for covered employees, health insurance through the employee state insurance scheme.

Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The obligation of the Company is limited to the amount of disbursement required and it has no further contractual nor any constructive obligation. The obligation of the Company is limited to the amount of disbursement required and it has no further contractual nor any constructive obligation. The Company has recognized in the Statement of Profit and Loss for the year ended March 31, 2022 an amount of ₹12.67 Lakhs (PY: ₹2.13 Lakhs) towards expenses under defined contribution plans and included in 'Contribution to provident and other funds'.

38.2 Defined benefit plans

(a) Gratuity

Gratuity is payable as per Payment of Gratuity Act, 1972. In terms of the same, gratuity is computed by multiplying last drawn salary (basic salary including dearness Allowance if any) by completed years of continuous service with part thereof in excess of six months and again by 15/26. The Act provides for a vesting period of 5 years for withdrawal and retirement and a monetary ceiling on gratuity payable to an employee on separation, as may be prescribed under the Payment of Gratuity Act, 1972, from time to time. However, in cases where an enterprise has more favourable terms in this regard the same has been adopted.

These plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk and salary risk.

Interest risk	A decrease in the bond interest rate will increase the plan liability. However, this will be partially offset by an increase in the return on the plan's debt investments.
Longevity risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The principal assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	March 31, 2022	March 31, 2021
Attrition rate	5.00%	5.00%
Discount Rate	7.18%	6.80%
Rate of increase in compensation level	10.00%	6.00%

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Particulars	March 31, 2022 (Amount in lakhs)		March 31, 2021 (Amount in lakhs)	
	Current	Non-current	Current	Non-current
Gratuity	0.04	13.23	0.00	1.10

Notes to the Standalone Financial Statements

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

Amounts recognised in total comprehensive income in respect of these defined benefit plans are as follows:

Particulars	March 31, 2022	March 31, 2021
DBO at the beginning of the year	1.10	-
Current service cost	5.04	1.10
Net interest expense	0.08	-
Return on plan assets (excluding amounts included in net interest expense)	-	-
Components of defined benefit costs recognised in profit or loss	**5.12**	**1.10**
Remeasurement on the net defined benefit liability comprising:		
Actuarial (gains)/losses recognised during the period	7.05	-
Components of defined benefit costs recognised in other comprehensive income	**7.05**	**-**
	13.27	**1.10**

The current service cost and the net interest expense for the year are included in the 'employee benefits expense' in profit or loss.

The actuarial gain/loss on remeasurement of the net defined benefit liability is included in other comprehensive income.

The amount included in the balance sheet arising from the Company's obligation in respect of its defined benefit plans is as follows:

Particulars	March 31, 2022	March 31, 2021
Present value of defined benefit obligation	13.27	1.10
Fair value of plan assets	-	-
Net liability arising from defined benefit obligation	**13.27**	**1.10**
Funded	-	-
Unfunded	13.27	1.10
	13.27	**1.10**

Movements in the present value of the defined benefit obligation in the current year were as follows:

Particulars	March 31, 2022	March 31, 2021
Opening defined benefit obligation	1.10	-
Current service cost	5.04	1.10
Past service cost - (vested benefit)	**-**	-
Interest cost	0.08	-
Actuarial (gains)/losses	7.05	-
Benefits paid	-	-
Closing defined benefit obligation	**13.27**	**1.10**

Movements in the fair value of the plan assets in the current year were as follows:

Particulars	March 31, 2022	March 31, 2021
Opening fair value of plan assets	-	-
Expected return on assets	-	-
Contributions	-	-
Benefits paid	-	-
Expected return on plan assets (excluding amounts included in net interest expense)	-	-
Closing fair value of plan assets	-	-

Assumptions regarding future mortality are set based on actuarial advice in accordance with published statistics and experience. The estimates of future salary increases, considered in actuarial valuation, take into account, inflation, seniority, promotions and other relevant factors such as demand and supply in the employment market.

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

Sensitivity analysis

In view of the fact that the Company for preparing the sensitivity analysis considers the present value of the defined benefit obligation which has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

Defined benefit obligation sensitivities were as follows:	As at March 31, 2022	As at March 31, 2021
1) DBO - Base assumptions	13.27	1.10
2) Discount rate: +1%	11.72	1.02
3) Discount rate: -1%	15.09	1.20
4) Salary escalation rate: +1%	15.02	1.28
5) Salary escalation rate: -1%	11.74	0.94
6) Attrition rate: 25% increase	12.38	1.15
7) Attrition rate: 25% decrease	14.25	1.04

38.3Compensated absences

The compensated absences cover the Company's liability for privilege leave provided to the employees. Based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment for such leave within the next 12 months.

Particulars	March 31, 2022 (Amount in lakhs)		March 31, 2021 (Amount in lakhs)	
	Current	Non-current	Current	Non-current
Compensated absences	1.20	8.44	0.23	2.50

38.4 Share based payments

During the year ended March 31, 2021, Veranda Race Learning Solutions Private Limited (VRLSPL), subsidiary company had issued RSU to one of its employees, where the employee had the following options:

a. Cash Option to the extent of ₹4200 Lakhs; or
b. Equity Option to the extent of ₹5600 Lakhs; or
c. Lower of Equity Option of ₹5600 Lakhs or 1.33 times the turnover of calendar year ended 31.12.2027 (duly adjusted for proportionate debt) of VRSPL.

Vesting conditions:

The vesting options would be subject to continued employment with the VRLSPL, no breach in terms mentioned in the framework agreement dated 31.12.2020 and upon occurrence of Veranda Liquidity event or Veranda Partial Liquidity Event or as on 31.12.2027 as detailed below:

(i) Veranda Liquidity Event means the successful closure of any event whereby Veranda Learning Solutions Limited receives external equity funding of not less than US $ 1000 Lakhs (at a valuation of Veranda Learning Solutions Limited of not less than US$ 1,0000 Lakhs); or, where Veranda Learning Solutions Limited. publicly lists its shares on any recognized stock exchange with an IPO issue and valuation of not less than INR equivalent of US$ 1,0000 Lakhs.

(ii) Veranda Partial Liquidity Event means successful closure of any event other than a Veranda Liquidity Event, whereby the company receives external equity funding, but shall not include a Deemed Partial Liquidity Event. In the event that only a Veranda Partial Liquidity Event occurs, VRLSPL shall have the right (but not an obligation) to treat the same as Veranda Liquidity Event. If it does so, then, all the rights the option holder possesses in relation of the Veranda Liquidity Event shall be exercisable mutatis mutandis in relation to the Veranda Partial Liquidity Event, provided however, that the Cash Option and Share Option referred above shall be proportionately reduced to reflect the ratio of actual external equity funding received by the Holding Company to the extent the same is less than US $ 1000 Lakhs.

(iii) If, as on 31.12.2027, no Veranda Liquidity Event have consummated, then, the employee shall be entitled to subscribe to shares only in VRLSPL worth ₹5600 Lakhs, or share valuing 1.33 times of Turnover, valuing the enterprise of VRLSPL at 3 times of Turnover (duly adjusted for debt) of calendar year ending 31.12.2027, whichever is lower after adjusting any Cash Paid or shares issued by VRLSPL.

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

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

In the event of the termination of the RSU Agreement or the Employment agreement with the employee, the above rights shall no longer be available to or exercisable by the employee and the RSUs shall lapse.

Exercise of Options:

The options are required to be exercised within 30 days from the vesting date (RSU exercise time limit). Otherwise, the options would lapse.

In the event of a Veranda Liquidity Event or Veranda Partial Liquidity Event, during the RSU exercise time limit, the employee shall have the right to either take a cash option or a share option after adjusting any amounts paid or shares issued.

Upon exercising the share option, the VRLSPL, subsidiary company shall issue shares worth ₹5600 Lakhs. The exercise price for the share option shall be 1% of the value of the share options, i.e., 1% of ₹5600 Lakhs, which amounts to ₹56 Lakhs. Within 45 days of the exercise date, the employee shall submit to the VRLSPL, subsidiary company all necessary forms for exchange of shares so allotted by VRSPL with the shares worth ₹5600 Lakhs of the Holding Company. At the time of exercise of option, the shares allotted by VRLSPL will be exchanged with the shares of the Holding company.

In the event, when no Veranda Liquidity Event has been consummated, then, the employee shall be entitled to subscribe to shares only in VRLSPL worth ₹5600 Lakhs, or share valuing 1.33 times of Turnover, valuing the enterprise of VRSPL at 3 times of Turnover (duly adjusted for debt) of calendar year ending 31.12.2027, whichever is lower after adjusting any Cash Paid or shares issued by VRLSPL. The shares of VRSPL will not be exchanged with shares of holding company in this case.

Based on the management's assessment on the date of issue, the occurrence of Veranda Liquidity Event / Veranda Partial Liquidity Event was considered probable.

The fair value is discounted at a rate of 8 % and is amortized over the vesting period (i.e. 31.12.2027). Accordingly, the fair value is discounted at a rate of 8% and is amortized over the vesting period (i.e.31.12.2027). Further as the shares of the holding company will be exchanged for Nil consideration. the amount of compensation cost charged to the statement of profit and loss has been considered as deemed investment from the parent company and credited to Share - based payment reserve in other equity in the books of the company till the date of amendment i.e., December 07, 2021.

The total compensation cost recognized as Deemed investment for the year ended March 31, 2022 amounted Nil (PY- ₹151.10 lakhs).

Amendments during 2021-22

As per this amendment, upon IPO of the Holding Company, the exchange of shares so allotted by VRSPL with the shares of the Holding Company are no longer applicable and to the extent shall stand rescinded and not enforceable.

Post the balance sheet date, the IPO of the Holding Company was completed, and its shares were listed with effect from April 11, 2022. Consequently, exchange of shares of the holding company against the shares allotted by VRSPL under the RSU will no longer be enforceable and accordingly, the employee stock option reserve created till December 2021 has been reversed.

39 Subsequent event:

39.1 The Company completed its Initial Public Offering (IPO) of its equity shares which have been listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") with effect from April 11, 2022. The net proceeds from the fresh issue of the IPO (₹20,000.00 lakhs) would be utilised towards the following:-

i) Repayment or pre-payment, in part or full of all or certain of our borrowings;

ii) Repayment of a bridge loan availed specifically for the purpose of discharge of acquisition consideration of Edureka; and

iii) Growth initiatives

iv) General corporate purposes

Notes to the Standalone Financial Statements
for the year ended March 31, 2022

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

39.2 The Company signed a Share purchase agreement dated April 25, 2022 to acquire 100% share holding and control of Advanced Educational Activities Private Limited ("AEAPL") for a total consideration of ₹28,700 Lakhs.

40 Investment in Subsidiaries

The carrying amounts of long-term investments in equity shares of Veranda Race Learning Solutions Private Limited (formerly Bharathiyar Education Services Private Limited), Veranda XL Learning Solutions Private Limited (formerly Known as Veranda Excel Learning Solutions Private Limited), Veranda IAS Learning Solutions Private Limited, Brain4ce Education Solutions Private Limited companies aggregates to ₹20,964.03 Lakhs, loans given to Veranda Race Learning Solutions Private Limited (formerly Bharathiyar Education Services Private Limited), Veranda XL Learning Solutions Private Limited (formerly Known as Veranda Excel Learning Solutions Private Limited), Veranda IAS Learning Solutions Private Limited, Brain4ce Education Solutions Private Limited aggregates to ₹2,991.14 Lakhs and interest receivable aggregates to ₹89.79 Lakhs as at March 31, 2022. The subsidiary companies have incurred losses in the current year and the net worth has eroded as at March 31, 2022. The Company has been providing financial support to these entities to meet its financial obligations, as and when required in the form of loans, which are recoverable on demand from these subsidiaries.

The Company has carried out an impairment assessment and noted that the present value of future cash flows will exceed the carrying value of its investments and loans in these subsidiaries as at March 31, 2022, which involves significant estimates & judgements made by the management. Considering that the subsidiaries are in the initial years of their commercial operation and also considering the future business plans of these companies, the management is of the opinion that these amounts are considered good and fully recoverable.

41 Estimation of uncertainties relating to the global health pandemic from COVID-19

The Company has made detailed assessment of its liquidity position for the next year and the recoverability and carrying value of its assets comprising property, plant and equipment, investments, trade receivables and loans and other current assets. Based on current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. The situation is changing rapidly giving rise to inherent uncertainty around the extent and timing of the potential future impact of the COVID-19 which may be different from that estimated as at the date of approval of the financial results. The Company will continue to closely monitor any material changes arising of future economic conditions and impact on its business.

42 Ratio analysis

42.1 Current Ratio = Current Assets/ Current Liabilities

Particulars	March 31, 2022	March 31, 2021
Current assets	14,108.48	953.76
Current liabilities	10,144.48	725.11
Ratio	**1.39**	**1.32**

42.2 Debt - Equity Ratio = Total debt divided by Total equity where total debt refers to sum of current & non current borrowings

Particulars	March 31, 2022	March 31, 2021
Total debt	19,998.44	603.22
Total equity	12,200.72	696.84
Ratio	**1.64**	**0.87**

Change in ratios of more than 25% is compared to the previous years is because the company has started its commercial operations in September 2020.

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

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

42.3 Debt Service Coverage Ratio (DSCR) = Earnings available for debt services divided by Total interest and principal repayments

Particulars	March 31, 2022	March 31, 2021
Loss for the year	(1,264.99)	(124.84)
Add: Non cash expenses and finance costs	851.66	17.07
Depreciation and amortization expense	36.69	17.06
Finance costs	814.97	0.01
Earnings available for debt services	(413.33)	(107.77)
Interest cost on borrowings	464.62	0.01
Total interest and principal repayments	464.62	0.01
Ratio	**(0.89)**	**(10,777.00)**

Change in ratios of more than 25% is compared to the previous years is because the company has started its commercial operations in September 2020.

42.4 Return on Equity Ratio / Return on Investment Ratio = Net profit after tax divided by Equity

Particulars	March 31, 2022	March 31, 2021
Loss for the year	(1,264.99)	(124.84)
Total Equity	12,200.72	696.84
Ratio	**(0.10)**	**(0.18)**

Change in ratios of more than 25% is compared to the previous years is because the company has started its commercial operations in September 2020.

42.5 Trade Receivables turnover ratio = Credit Sales divided by Closing trade receivables

Particulars	March 31, 2022	March 31, 2021
Credit sales	1,214.80	296.86
Closing trade receivables	791.63	236.08
Ratio	**1.53**	**1.26**

Change in ratios of more than 25% is compared to the previous years is because the company has started its commercial operations in September 2020.

42.6 Trade payables turnover ratio = Adjusted Expenses divided by closing trade payables

Particulars	March 31, 2022	March 31, 2021
Adjusted Expenses	1,044.42	247.78
Closing trade payables	1,569.13	98.19
Ratio	**0.67**	**2.52**

Change in ratios of more than 25% is compared to the previous years is because the company has started its commercial operations in September 2020.

42.7 Net capital Turnover Ratio =Revenue from Operations divided by Net Working capital (whereas net working capital= current assets - current liabilities)

Particulars	March 31, 2022	March 31, 2021
Revenue from operations	1,214.80	296.86
Net Working Capital	3,964.00	228.65
Ratio	**0.31**	**1.30**

Change in ratios of more than 25% is compared to the previous years is because the company has started its commercial operations in September 2020.

Notes to the Standalone Financial Statements

for the year ended March 31, 2022

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

42.8 Net profit ratio = Net profit after tax divided by Revenue from operations

Particulars	March 31, 2022	March 31, 2021
Loss for the year	(1,264.99)	(124.84)
Revenue from operations	1,214.80	296.86
Ratio	**(1.04)**	**(0.42)**

Change in ratios of more than 25% is compared to the previous years is because the company has started its commercial operations in September 2020.

42.9 Return on Capital employed- pre cash (ROCE)=Earnings before interest and taxes(EBIT) divided by Capital Employed- pre cash

Particulars	March 31, 2022	March 31, 2021
Loss before tax (A)	(1,264.99)	(124.84)
Finance Costs (B)	814.97	0.01
Other income (C)	137.63	8.48
EBIT (D) = (A)+(B)-(C)	**(587.65)**	**(133.31)**
Capital Employed- Pre Cash (J)=(E)-(F)-(G)-(H)-(I)	**17,762.80**	**691.79**
Total Assets (E)	35,167.40	1,425.55
Current Liabilities (F)	10,144.48	725.11
Current Investments (G)	-	-
Cash and Cash equivalents (H)	4,682.98	6.65
Bank balances other than cash and cash equivalents (I)	2,577.14	2.00
Ratio (D/J)	**(0.03)**	**(0.19)**

Change in ratios of more than 25% is compared to the previous years is because the company has started its commercial operations in September 2020.

43 Going Concern

The Company has commenced its commercial operations during the previous year. The company's subsidiaries are also in the nascent stages of their operations or yet to commence operations or recently acquired. Accordingly, the Company has committed to provide continued financial support to its subsidiaries. The Company has unutilized sanctioned loan limits from banks to the extent of ₹1,049.00 Lakhs, raised ₹4,000.06 Lakhs on private placement basis in December 2021 and ₹4,675.13 Lakhs on March 28, 2022 as pre-IPO application money. Further, Company has also raised ₹20,000 Lakhs through Initial Public subsequent to year end. Considering the above sources of funds and based on the business projections, the Company is expected to have adequate funds to meet its obligation towards any financial commitment's of the company and its subsidiaries ('group') for the next twelve months from the balance sheet date. Accordingly, the financial statements of the Company have been prepared on a going concern basis.

44 Approval of accounts

The financial statements for the year ended March 31, 2022 were approved by the Board of Directors and authorised for issuance on May 30, 2022.

For and on behalf of the Board of Directors

Kalpathi S Suresh
Executive Director cum Chairman

R Rangarajan
Chief Financial Officer

M Anantharamakrishnan
Company Secretary

Place : Chennai
Date : May 30, 2022

Independent Auditor's Report

To The Members of Veranda Learning Solutions Limited (formerly known as Veranda Learning Solutions Private Limited)

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Veranda Learning Solutions Limited ("the Parent Company") (formerly known as Veranda Learning Solutions Private Limited) and its subsidiaries, (the Parent Company and its subsidiaries together referred to as "the Group") which includes the Group's share of loss which comprise the Consolidated Balance Sheet as at 31 March 2022, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Loss) the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2022, and its loss, total comprehensive loss, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Information Other than the Financial Statements and Auditor's Report Thereon

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the Board's report if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information.

Management's Responsibility for the Consolidated Financial Statements

The Parent Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the consolidated financial statements of which we are the independent auditors.

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

We communicate with those charged with governance of the Parent Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

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

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

Independent Auditor's Report (Contd.)

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 Statement of Cash Flows and the Consolidated 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 Ind AS specified under Section 133 of the Act.

e) On the basis of the written representations received from the directors of the Parent Company as on 31 March, 2022 taken on record by the Board of Directors of the Company, none of the directors of the Group companies is disqualified as on 31st March, 2022 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 and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent company. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, In our opinion and to the best of our information and according to the explanations given to us and based on the auditor's reports of Parent company, the remuneration paid by the Parent Company to their respective directors during the year is in accordance with the provisions of section 197 of the Act.

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

i) There were no pending litigations which would impact the consolidated financial position of the Group.

ii) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.

iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the by the Parent Company and its subsidiary companies.

iv)

a) The Managements of the Parent Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, have represented to us, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The Managements of the Parent Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

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

v) The Parent Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have not declared or paid any dividend during the year and have not proposed final dividend for the year.

2. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/ "the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us of the respective companies included in the consolidated financial statements to which reporting under CARO is applicable, as provided to us by the Management of the Parent Company, we report that there are no qualifications or adverse remarks of the said companies included in the consolidated financial statements.

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No: 008072S)

Ananthi Amarnath
Partner
Membership No. 209252
UDIN:22209252AJWTDX2422

Place: Chennai
Date: 30 May 2022

Annexure A

to the Independent Auditor's Report

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

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 and for the year ended 31 March 2022, we have audited the internal financial controls over financial reporting of Veranda Learning Solutions Limited (formerly known as Veranda Learning Solutions Private Limited) (hereinafter referred to as "Parent Company") and its subsidiary companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Parent, its subsidiary companies, which are companies incorporated in India are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting of the Parent and its subsidiary companies, which are companies incorporated in India.

Meaning of Internal Financial Controls Over Financial Reporting

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

Independent Auditor's Report (Contd.)

being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Parent and its subsidiary companies, which are incorporated in India, have, 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 March 31, 2022, based on the criteria for internal financial control over financial reporting established by the respective 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 **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No: 008072S)

Ananthi Amarnath
Partner
Membership No. 209252
UDIN:22209252AJWTDX2422

Place: Chennai
Date: 30 May 2022

Consolidated Balance Sheet

as at March 31, 2022

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

	Notes	As at March 31, 2022	As at March 31, 2021
I. ASSETS			
(1) Non-current assets			
(a) Property, plant and equipment	4	147.55	139.17
(b) Intangible Assets	4	8,001.04	159.61
(c) Right of use Assets	5	-	77.05
(d) Intangible Assets under development	6	-	216.55
(e) Goodwill on Consolidation	7	17,307.61	6.62
(f) Deferred Tax assets (net)	8	114.08	0.79
(g) Income Tax assets	9	209.17	-
(h) Other Non Current Assets	10	30.32	45.63
Total non-current assets		**25,809.77**	**645.42**
2. Current assets			
(a) Inventories	11	63.65	72.48
(b) Financial assets			
(i) Trade receivables	12	345.04	31.52
(ii) Cash and cash equivalents	13	4,870.11	42.71
(iii) Bank balances other than (ii) above	13	2,764.10	2.00
(iv) Other financial assets	14	475.64	98.51
(c) Current Tax Assets (net)	15	167.09	23.11
(d) Other current assets	16	3,618.50	236.21
Total current assets		**12,304.13**	**506.54**
Total assets		**38,113.90**	**1,151.96**
II. EQUITY AND LIABILITIES			
1. Equity			
(a) Equity share capital	17	4,117.70	700.00
(b) Other equity	18	3,580.28	(705.95)
Total equity		**7,697.98**	**(5.95)**
2. Liabilities			
Non-current liabilities			
(a) Provisions	19	112.97	4.52
(b) Financial liabilities			
(i) Borrowings	20	12,063.90	-
(ii) Other Financial Liabilities	21	2,662.06	-
(c) Deferred tax liabilities (net)	8	1,896.62	-
Total non-current liabilities		**16,735.55**	**4.52**
3. Current liabilities			
(a) Financial liabilities			
(i) Borrowings	22	8,262.37	615.81
(ii) Trade payables	23		
(a) Total outstanding dues of Micro Enterprises and Small Enterprises		348.30	80.43
(b) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		3,171.81	256.16
(iii) Lease Liabilities	5	-	77.06
(iv) Other Financial Liabilities	24	215.21	0.78
(b) Provisions	25	39.78	0.34
(c) Other current liabilities	26	1,642.90	122.81
Total current liabilities		**13,680.37**	**1,153.39**
Total liabilities		**30,415.92**	**1,157.91**
Total equity and liabilities		**38,113.90**	**1,151.96**

See accompanying notes forming part of the consolidated financial statements

In terms of our report attached

For **Deloitte Haskins & Sells**

Chartered Accountants

Ananthi Amarnath
Partner

Place : Chennai
Date : May 30, 2022

For and on behalf of the Board of Directors

Kalpathi S Suresh
Executive Director cum Chairman

R Rangarajan
Chief Financial Officer

M Anantharamakrishnan
Company Secretary

Place : Chennai
Date : May 30, 2022

Consolidated Statement of Profit and Loss

for the year ended March 31, 2022

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

		Notes	Year ended March 31, 2022	Year ended March 31, 2021
A	Income			
	Revenue from operations	27	7,504.88	253.96
	Other income	28	55.27	0.48
	Total income		**7,560.15**	**254.44**
B	Expenses			
	Cost of Materials consumed	29	7.35	0.77
	Purchase of Stock - in - trade	30	260.74	96.57
	Changes in Inventories of Stock - in - trade	31	9.17	(71.31)
	Employee benefits expense	32	3,164.09	320.46
	Other expenses	35	8,024.01	670.40
	Total expenses		**11,465.36**	**1,016.89**
C	**Earnings before Finance Costs, tax, depreciation and amortisation**		**(3,905.21)**	**(762.45)**
	Finance costs	33	833.15	2.57
	Depreciation and amortization expenses	34	1,382.45	63.40
D	**Loss before tax**		**(6,120.81)**	**(828.42)**
E	**Tax expense**			
	Current Tax		-	-
	Deferred Tax	36	(271.32)	(0.79)
	Total Tax Expense		**(271.32)**	**(0.79)**
F	**Loss after Tax**		**(5,849.49)**	**(827.63)**
G	**Other comprehensive loss for the year**			
	(i) Items that will not be subsequently reclassified to profit or loss			
	Re-measurement gains/(losses) on defined benefit obligations		(7.80)	-
	(ii) Income-tax relating to items that will not be subsequently reclassified to profit or loss			
	Re-measurement gains/(losses) on defined benefit obligations		1.83	-
	Other comprehensive loss for the year, net of tax		**(5.97)**	**-**
H	**Total comprehensive loss for the year**		**(5,855.46)**	**(827.63)**
I	**Loss per share**			
	Basic Earnings per share (Nominal value per equity share of ₹10)		(16.96)	(7.29)
	Diluted Earnings per share (Nominal value per equity share of ₹10)		(16.96)	(7.29)

See accompanying notes forming part of the consolidated financial statements

In terms of our report attached
For **Deloitte Haskins & Sells**
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Ananthi Amarnath
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Place : Chennai
Date : May 30, 2022

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Chief Financial Officer

M Anantharamakrishnan
Company Secretary

Place : Chennai
Date : May 30, 2022

Consolidated Statement of Cash Flows

for the year ended March 31, 2022

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

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Cash flow from operating activities		
Loss before tax	**(6,120.81)**	**(828.42)**
Adjustments to reconcile profit before tax to net cashflows		
Finance costs	833.15	2.57
Employee share based payment expense	634.19	151.10
Depreciation and amortization expense	1,382.45	63.40
Interest Income on Fixed deposits	(40.08)	(0.24)
Interest on unwinding of Security Deposit	(1.78)	(0.24)
	(3,312.88)	**(611.83)**
Change in operating assets and liabilities net of acquisition through business combination		
(Increase)/ decrease in Inventories	8.83	(72.48)
(Increase)/ decrease in trade receivables	(313.52)	(31.52)
(Increase)/ decrease in Other financial assets	(377.13)	(98.51)
(Increase)/ decrease in Other assets	(2,474.55)	(181.57)
Increase/ (decrease) in provisions and other liabilities	108.45	4.52
Increase/ (decrease) in provisions - Current	33.46	0.34
Increase/ (decrease) in trade payables	1,197.41	292.38
Increase/ (decrease) in Other Financial liabilities	1,024.29	77.06
Increase/ (decrease) in Other current liabilities	625.86	122.96
Cash used in operations	**(3,479.77)**	**(498.65)**
Less : Income taxes paid (net of refunds)	(449.31)	(23.11)
Net cash used in operating activities (A)	**(3,929.08)**	**(521.76)**

Consolidated Statement of Cash Flows

for the year ended March 31, 2022

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

Particulars	Year ended March 31, 2022	Year ended March 31, 2021
Cash Flows From Investing Activities		
Capital Expenditure on property, plant & equipment & Intangible Assets	(362.27)	(520.70)
Proceeds from sale of property, plant & equipment	7.26	-
Right of Use assets	(16.63)	(104.36)
Investments in Subsidiaries	(19,567.60)	(0.20)
Investment in Fixed Deposit	(2,762.10)	(1.76)
Loans and advances provided	-	11.91
Interest income on Deposits	41.87	-
Net cash used in investing activities (B)	**(22,659.47)**	**(615.11)**
Cash flows from financing activities		
Proceeds from issue of equity share capital (including premium)	8,250.06	699.90
Proceeds from Share application money received	4,675.13	-
Proceeds from Long term borrowings	11,496.51	495.42
Repayment of Long term borrowings	(71.32)	(14.80)
Net Proceeds from short term borrowings	7,646.56	-
Repayment of Lease liabilities	(96.06)	-
Finance costs	(616.35)	(0.11)
Interest on lease liabilities	(2.37)	(1.68)
Net cash from financing activities (C)	**31,282.16**	**1,178.73**
Net increase in cash and cash equivalents (A+B+C)	**4,693.61**	**41.85**
Cash and cash equivalents at the beginning of the year	42.71	0.09
Cash inflow on account of acquisition of subsidiaries	133.79	0.77
Cash and cash equivalents at end of the year	**4,870.11**	**42.71**

Notes:

1. The above cash flow statement has been prepared under indirect method prescribed in Ind AS 7 "Cash Flow Statements".
2. Components of cash and cash equivalents (Refer Note 13)

Balances with banks - current accounts	4,869.80	42.34
Cash on hand	0.31	0.37
	4,870.11	**42.71**

3. Direct taxes paid are treated as arising from operating activities and are not bifurcated between investing and financing activities.

   - Figures in bracket indicate cash outflow

See accompanying notes forming part of the consolidated financial statements

In terms of our report attached
For **Deloitte Haskins & Sells**
Chartered Accountants

Ananthi Amarnath
Partner

Place : Chennai
Date : May 30, 2022

For and on behalf of the Board of Directors

Kalpathi S Suresh
Executive Director cum Chairman

R Rangarajan
Chief Financial Officer

M Anantharamakrishnan
Company Secretary

Place : Chennai
Date : May 30, 2022

Consolidated Statement of Changes in Equity

for the year ended March 31, 2022

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

(A) Equity share capital

Balance as at 01 April 2020	Changes in Equity Share Capital due to prior period errors	Balance at the beginning of the current reporting year	Changes in equity share capital during the current year	Balance as at 31 March 2021
1.00	-	1.00	699.00	700.00

Balance as at 01 April 2021	Changes in Equity Share Capital due to prior period errors	Balance at the beginning of the current reporting year	Changes in equity share capital during the current year	Balance as at 31 March 2022
700.00	-	700.00	3,417.70	4,117.70

(B) Other equity

Particulars	Employee stock option outstanding	Securities Premium	Share application money pending allotment	Retained Earnings	Total	
					Equity holders of the Company	Non-Controlling Interest
Balance as at March 31,2020	**-**	**-**	**-**	**(29.42)**	**(29.42)**	**-**
Loss for the year	-	-	-	(827.63)	(827.63)	-
Other comprehensive income / (loss), net of tax	-	-	-	-	-	-
Share based payment reserve	151.10	-	-	-	151.10	-
Balance as at March 31, 2021	**151.10**	**-**	**-**	**(857.05)**	**(705.95)**	**-**
Loss for the year	-	-	-	(5,849.49)	(5,849.49)	-
Other comprehensive loss, net of tax	-	-	-	(5.97)	(5.97)	-
Share based payment reserve	634.19	-	-	-	634.19	-
Movement during the year	-	4,832.36	4,675.13	-	9,507.49	-
Balance as at March 31, 2022	**785.29**	**4,832.36**	**4,675.13**	**(6,712.50)**	**3,580.28**	**-**

See accompanying notes forming part of the consolidated financial statements

In terms of our report attached
For **Deloitte Haskins & Sells**
Chartered Accountants

Ananthi Amarnath
Partner

Place : Chennai
Date : May 30, 2022

For and on behalf of the Board of Directors

Kalpathi S Suresh
Executive Director cum Chairman

R Rangarajan
Chief Financial Officer

M Anantharamakrishnan
Company Secretary

Place : Chennai
Date : May 30, 2022

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

1. Company information

Veranda Learning Solutions Limited (Formerly known as Veranda Learning Solutions Private Limited) ("the Company" or "VLS") was incorporated on 20th November, 2018 under the provisions of the Companies Act, 2013, with its registered office at Old No 54, New No 34, Thirumalai Pillai Road, T. Nagar, Chennai - 600017, Tamil Nadu. The principal activities of the Holding Company and its subsidiaries (herein referred to as "The Group") are as follows:

The Group is developing & managing an integrated Online to Offline (O2O) EdTech platform which offers wide range of learning programs for learners preparing for competitive and professional exams with highly curated learning contents, books & Q&A in their repository - Tamil Nadu Public Service Commission (TNPSC), SSC, RRB and Banking exams, Chartered Accountancy and IAS courses. Group is also engaged in the business of providing online training and coaching services.

The Company was listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") with effect from April 11, 2022.

		Proportion of ownership interest		Proportion of ownership interest	
Name of the Subsidiary	Country of Incorporation	As at March 31, 2022	Date of acquiring of interest	As at March 31, 2021	Date of acquiring of interest
M/s. Veranda Race Learning Solutions Private Limited (Formerly Known as M/s. Bharatiyar Education Services Private Limited)	India	100%	16-Oct-20	100%	16-Oct-20
M/s. Veranda XL Solutions Private Limited (Formerly Known as M/s. Veranda Excel Solutions Private Limited)	India	100%	16-Oct-20	100%	16-Oct-20
M/s. Veranda IAS Learning Solutions Private Limited*	India	100%	Not applicable	100%	Not applicable
M/s. Brain4ce Education Solutions Private Limited	India	100%	17-Sep-21	Not applicable	Not applicable

* The Company has been incorporated on 26th February 2021 by the Holding Company

2A Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1, 2022, as below:

a) **Ind AS 103 – Reference to Conceptual Framework -** The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Group does not expect the amendment to have any significant impact in its financial statements.

b) **Ind AS 16 – Proceeds before intended use -** The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Group does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

c) **Ind AS 37 – Onerous Contracts -** Costs of fulfilling a contract - The amendments specify that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Group does not expect the amendment to have any significant impact in its financial statements.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

d) **Ind AS 109 – Annual improvements to Ind AS (2021) -** The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Group does not expect the amendment to have any significant impact in its financial statements.

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Group will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

2B Basis of preparation of Consolidated financial statements

i) Principles of Consolidation and Equity Accounting

Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

Historical cost convention

The Consolidated financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments)

Measurement of fair values

Certain accounting policies and disclosures of the Group require the measurement of fair values, for both financial and non-financial assets and liabilities.

The Group has an established control framework with respect to the measurement of fair values.

The valuation team regularly reviews significant unobservable inputs and valuation adjustments.

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

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

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

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

3. Critical accounting judgements and key sources of estimation uncertainty :

In the application of the Group's accounting policies, which are described in Note 3.1, the Directors of the Holding Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates

Notes to the Consolidated Financial Statements
for the year ended March 31, 2022

and underlying assumptions are reviewed on an ongoing basis.

Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if revision affects both current and future periods. The following are the significant areas of estimation, uncertainty and critical judgements in applying accounting policies:

- Revenue Recognition
- Useful lives of Property, plant and equipment
- Fair value of financial assets and financial liabilities
- Provision for employee benefits
- Provision for taxation
- Employee shared based payments - Recognition, measurement, presentation and disclosure
- Assessment of going concern
- Useful lives of Intangible assets

Functional and presentation currency

These Consolidated financial statements are presented in Indian Rupees (INR), which is the Holding Company's functional currency. All financial information presented in INR has been rounded to the nearest lakhs (up to two decimals).

3.1 Significant Accounting Policies

a) Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

i) Expected to be realised or intended to be sold or consumed in normal operating cycle:

ii) Held primarily for the purpose of trading:

iii) Expected to be realised within twelve months after the reporting period, or

iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

i) It is expected to be settled in normal operating cycle:

ii) It is held primarily for the purpose of trading:

iii) It is due to be settled within twelve months after the reporting period, or

iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified 12 months as its operating cycle.

b) Revenue Recognition

Operating revenue:

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The Group derives its revenue from Edutech services (online and offline) by providing comprehensive learning programmes.

A. Online revenue : Revenue from sale of online courses is recognised based on satisfaction of performance obligations as below:

i) Supply of books is recognised when control of the goods is transferred to the customer at an amount that reflects the consideration entitled as per the contract / understanding in exchange for the goods or services.

ii) Supply of online content is recognised upfront upon access being provided for the uploaded content to the learners.

iii) Supply of hosting service is recognised over the period of license of access provided to the learners at an amount that reflects the consideration entitled as per the contract / understanding in exchange for such services.

B. Offline revenue : Revenue from offline courses are recognised as revenue on a pro-rata based on actual classes conducted by the educators. The Group does not assume any post performance obligation after the completion of classes. Revenue received for classes to be conducted subsequent to the year end is considered as Deferred revenue which is included in other current liabilities.

C. Revenue from Delivery partner license fee is recognized at a point in time upon transfer of the license to customers.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

Income from services rendered is recognized based on agreements / arrangements with the customers as the service is performed in proportion to the stage of completion of the transaction at the reporting date and the amount of revenue can be measured reliably. Unbilled revenue represents revenue for services provided and not yet billed to the customer.

B2C revenue recognition:

For Self Paced courses – Revenue is recognized in the month of the sale

For Live Courses - Revenue is recognized over the period of 45 days from the date of batch allocation

For Master courses - Revenue is recognized over the period of 5 months from the date of batch allocation

PGP (Post Graduation Program Revenue recognition:

Revenue is recognized over the period of 11 months from the date of batch allocation.

B2B revenue recognition:

Revenue is recognised as and when Invoice is issued against the services provided.

Unbilled revenue included in other current assets represents cost and earnings in excess of billings as at the end of the reporting year.

Unearned revenue included in current liabilities represents billings in excess of revenue recognized.

Other operating revenue:

Shipping revenue is recognised at the time of delivery to end customers. Shipping revenue received towards deliveries subsequent to the year end is considered as Deferred revenue which is included in other current liabilities.

Revenue is recognised on accrual basis, net of refunds and taxes.

c) Interest Income

Interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

d) Property, plant and equipment (PPE)

Presentation

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs of a qualifying asset, if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

Advances paid towards the acquisition of tangible assets outstanding at each balance sheet date, are disclosed as capital advances under long term loans and advances and the cost of the tangible assets not ready for their intended use before such date, are disclosed as capital work in progress.

Derecognition

Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Depreciation on property, plant and equipment

Depreciation is the systematic allocation of the depreciable amount of an asset over its useful life.

Assets Category	Estimated useful life (in years)
Office Equipment	5
Furniture and Fixtures	10
Computers	3
Motor Vehicles	8

The Useful life is as per the companies Act

Depreciation for PPE on additions is calculated on pro-rata basis from the date of such additions. For deletion/ disposals, the depreciation is calculated on pro-rata basis up to the date on which such assets have been discarded/ sold. Additions to fixed assets, costing ₹ 5,000 each or less are fully depreciated retaining its residual value.

The residual values, estimated useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

e) Intangible assets

Internally generated intangible asset are measured on initial recognition at cost. The cost comprises of all directly attributable costs necessary to create, produce, and prepare the asset to be capable of operating in the manner intended by management.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Useful life and amortisation of intangible assets

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period.

The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Assets Category	Estimated useful life (in years)
Content Development Cost	2
Intellectual Property Right	10
Trade Name	5
Technology	5
Non compete fee	Based on Contract Period
Computer Software	3

Intangible under development

Costs incurred during research phase are charged to profit or loss in the year in which they are incurred. Development phase expenses are initially recognized as intangible assets under development until the development phase is complete, upon which the amount is capitalized as intangible asset.

Intangible assets acquired

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

f) Loans and borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the Company does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. 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 or loss.

g) Borrowing Costs

Borrowing cost include interest computed using Effective Interest Rate method, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs that are directly attributable to the acquisition, construction and production of a qualifying asset are capitalised as part of the cost of that asset which takes substantial period of time to get ready for its intended use.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

All other borrowings costs are expensed in the period in which they occur.

h) Inventories

Inventories are valued at the lower of cost and the net realisable value after providing for obsolescence and other losses, where considered necessary. Cost is determined by First in First Out basis. Cost includes all charges in bringing the goods to the point of sale.

i) Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised. Where there is deferred tax assets arising from carry forward of unused tax losses and unused tax created, they are recognised to the extent of deferred tax liability.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

j) Retirement and other employee benefits

Provident Fund

Retirement benefit in the form of provident fund is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognizes contribution payable to the provident fund scheme as expenditure, when an employee renders the related service.

Gratuity

Gratuity is a defined benefit plan. The costs of providing benefits under this plan are determined on the basis of actuarial valuation at each year-end. Separate actuarial valuation is carried out for the plan using the projected unit credit method. Actuarial gains and losses for the plan is recognized in full in the period in which they occur in the statement of profit and loss.

Leave encashment

Short term compensated absences are provided for based on estimates. Long term compensated balances are provided for based on actuarial valuation. The actuarial valuation is done as per projected unit credit method. Leave encashment liability of an employee, who leaves the Company before the close of the year and which is remaining unpaid, is provided for on actual computation basis.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

k) Share based Payments

Selected employees of the Group receive remuneration in the form of equity settled instruments or cash settled instruments, for rendering services over a defined vesting period and for Subsidiary's performance-based stock options over the defined period. Equity instruments granted are measured by reference to the fair value of the instrument at the date of grant. In cases, where equity instruments are granted at a nominal exercise price, the intrinsic value on the date of grant approximates the fair value. The expense is recognized in the statement of income with a corresponding increase to the share-based payment reserve, a component of equity. The equity instruments or cash settled instruments generally vest in a graded manner over the vesting period. The fair value determined at the grant date is expensed over the vesting period of the respective tranches of such grants (accelerated amortization). The stock compensation expense is determined based on the Group estimate of equity instruments or cash settled instruments that will eventually vest. Cash Settled instruments granted are re-measured by reference to the fair value at the end of each reporting period and at the time of vesting. The expense is recognized in the statement of income with a corresponding increase to financial liability or Share-based payment reserve, when the liability is settled through allotment of shares of another entity.

l) Impairment of non financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

m) Provisions, contingent liabilities and contingent asset

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are discounted, if the effect of the time value of money is material, using pre-tax rates that reflects the risks specific to the liability. When discounting is used, an increase in the provisions due to the passage of time is recognised as finance cost. These provisions are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

Contingent liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. Contingent liabilities are disclosed separately.

Show cause notices issued by various Government authorities are considered for evaluation of contingent liabilities only when converted into demand.

Contingent assets

Where an inflow of economic benefits is probable, the Group discloses a brief description of the nature of the contingent assets at the end of the reporting period, and, where practicable, an estimate of their financial effect. Contingent assets are disclosed but not recognised in the financial statements.

n) Cash and cash equivalents

Cash comprises cash in hand and demand deposits with banks. Cash equivalents are short-term balances with original maturity of less than 3 months, highly liquid investments that are readily convertible into cash, which are subject to insignificant risk of changes in value.

o) Cash Flow Statement

Cash flows are presented using indirect method, whereby profit/ (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

Notes to the Consolidated Financial Statements
for the year ended March 31, 2022

Bank borrowings are generally considered to be financing activities. However, where bank overdrafts which are repayable on demand form an integral part of an entity's cash management, bank overdrafts are included as a component of cash and cash equivalents for the purpose of cash flow statement.

p) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.
For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

q) Lease

The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

(i) the contract involves the use of an identified asset

(ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and

(iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset (ROU) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

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

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

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

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are re-measured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

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

Under Ind AS 17

In the comparative period, Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee.

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

Operating leases (where the Group is the lessee)

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Operating leases (where the Group is the lessor)

Leases in which the Group does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Lease income on an operating lease is recognized in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation, are recognized as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.

r) Segment reporting

Based on internal reporting provided to the Chief operating decision maker, the Group's operations predominantly related to sale of comprehensive learning programs and, accordingly, this is the only operating segment. The management committee reviews and monitors the operating results of the business segment for the purpose of making decisions about resource allocation and performance assessment using profit or loss and return on capital employed.

s) Financial instruments

I Financial Assets

(i) Initial recognition and measurement:

All financial assets are initially recognised at fair value. Transaction costs that are directly attributable to the acquisition of financial assets , which are not at fair value through profit or loss, are added to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

(ii) Subsequent measurement:

-Financial assets carried at amortised cost (AC)

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

-Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

-Financial assets at fair value through profit OR loss (FVTPL)

A financial asset which is not classified in any of the above categories are fair valued through profit or loss.

(iii) Impairment of financial assets

In accordance with Ind AS 109, the Group use 'Expected Credit Loss' (ECL) model, for evaluating impairment assessment of financial assets other than those measured at fair value through profit and loss (FVTPL). Expected credit losses are measured through a loss allowance at an amount equal to:

a) The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

b) Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables Group applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivable. Further the Group uses historical default rates to determine impairment loss on the portfolio of the trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed. For other assets, the Group uses 12 months ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

II Financial liabilities

(i) Initial recognition and measurement:

All financial liabilities are recognized initially at fair value and in case of loans net of directly attributable cost. Fees of recurring nature are directly recognised in profit or loss as finance cost.

(ii) Subsequent measurement:

Financial liabilities are carried at amortized 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.

t) Business Combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interest s issued by the Group in exchange of control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

- At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:
- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Taxes and Ind AS 19 Employee Benefits respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payment at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any noncontrolling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.)

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

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

4 Property, plant and equipment

	Tangible assets					Intangible assets						
	Furniture and fixtures	Office equipment	Computers	Vehicles	Total	Non-Compete Fee	Intellectual Property Rights	Content Cost	Software	Trade Name	Tech-nology	Total
Balance as at April 1, 2020	**-**	**-**	**-**		**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Additions	27.48	32.10	69.52	-	129.10	10.00	81.00	75.65	8.42	-	-	175.07
Disposals	-	-	30.70	-	30.70		-	-	-	-	-	-
Balance as at March 31, 2021	**27.48**	**32.10**	**100.22**	**-**	**159.80**	**10.00**	**81.00**	**75.65**	**8.42**	**-**	**-**	**175.07**
Additions	0.34	3.30	23.87	-	27.51	-	-	526.43	-	-	-	526.43
Addition on account of acquisition of subsidiaries (Refer Note 45.1)	9.43	9.47	191.11	52.21	262.21	3,626.93			15.74	2,001.94	2,917.29	8,561.90
Disposals	-	0.73	64.27	-	65.00	-	-	-	-	-	-	-
Balance as at March 31, 2022	**37.25**	**44.14**	**250.92**	**52.21**	**384.52**	**3,636.93**	**81.00**	**602.08**	**24.16**	**2,001.94**	**2,917.29**	**9,263.40**
Accumulated depreciation												
Balance as at April 1, 2020	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Depreciation for the year	1.06	4.94	14.63	-	20.63	0.31	2.51	10.65	1.99	-	-	15.46
Disposals	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2021	**1.06**	**4.94**	**14.63**	**-**	**20.63**	**0.31**	**2.51**	**10.65**	**1.99**	**-**	**-**	**15.46**
Depreciation for the year	3.23	8.49	43.12	2.13	56.98	485.42	8.07	206.26	6.28	213.91	311.71	1,231.65
Addition on account of acquisition of subsidiaries	5.05	7.53	164.62	39.98	217.18				15.25			15.25
Disposals	-	0.62	57.20	-	57.82	-	-	-	-	-	-	-
Balance as at March 31, 2022	**9.35**	**20.34**	**165.16**	**42.11**	**236.97**	**485.73**	**10.58**	**216.91**	**23.52**	**213.91**	**311.71**	**1,262.36**
Net Carrying Value												
As at March 31, 2022	27.91	23.80	85.75	10.09	147.55	3,151.20	70.42	385.17	0.64	1,788.03	2,605.58	8,001.04
As at March 31, 2021	26.42	27.16	85.59	-	139.17	9.69	78.49	65.00	6.43	-	-	159.61

Notes to the Consolidated Financial Statements
for the year ended March 31, 2022

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

5 Leases

This note provides information for leases where the Group is a lessee. The Group has leased a rental premises for office purpose.

(i) Amounts recognised in the balance sheet

The balance sheet shows the following amounts relating to leases:

Particulars	As at March 31, 2022	As at March 31, 2021
Right-of-use assets		
Buildings**	-	77.05
Total	**-**	**77.05**
Lease liabilities		
Current***	-	77.06
Non-Current	-	-
Total	**-**	**77.06**

(ii) Movement of Right-of-use assets and Lease liabilities

Particulars	Buildings	Total
Gross carrying amount		
As at April 01, 2020	-	-
Reclassification from property, plant & equipment	-	-
Additions during the year	82.55	82.55
Lease modifications	20.91	20.91
Disposals	-	-
Prepaid Lease Rental	0.90	0.90
As at March 31, 2021	**104.36**	**104.36**
Reclassification from property, plant & equipment	-	-
Additions during the year	16.77	16.77
Lease modifications	-	-
Disposals	-	-
Prepaid Lease Rental	-	-
As at March 31, 2022	**121.13**	**121.13**

Particulars	Buildings	Total
Accumulated depreciation and impairment		
As at April 01, 2020	-	-
Reclassification from property, plant & equipment	-	-
Depreciation / amortisation charge during the year	27.31	27.31
Disposals	-	-
As at March 31, 2021	**27.31**	**27.31**
Reclassification from property, plant & equipment	-	-
Depreciation / amortisation charge during the period	93.82	93.82
Disposals		-
As at March 31, 2022	**121.13**	**121.13**
Net carrying amount as at March 31, 2022	-	-
Net carrying amount as at March 31, 2021	**77.05**	**77.05**

Notes to the Consolidated Financial Statements
for the year ended March 31, 2022

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

Particulars	As at March 31, 2022	As at March 31, 2021
Opening Balance	77.06	-
Additions during the year	16.63	82.55
Lease modifications	-	20.91
Finance Cost accrued	2.37	1.68
Deletions during the year	-	-
Payment of lease liabilities	(96.06)	(28.08)
Closing Balance	**-**	**77.06**

5.1 The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the statement of Profit and Loss.

The impact of changes in accounting policy on account of adoption of Ind AS 116 is as follows:

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Decrease in Property, Plant and equipment by	-	-
Increase in lease liability by	-	77.06
Increase in right of use assets (net of depreciation) by	42.03	77.05
Increase/(decrease) in finance cost by	2.37	1.68
Increase/(decrease) in depreciation by	51.79	27.31
Increase/(decrease) in rent by	(96.06)	(28.08)

5.2 The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

Particulars	As at March 31, 2022	As at March 31, 2021
Less than one year	-	77.06
One to five years	-	-
More than five years	-	-
Total	**-**	**77.06**

(ii) Amounts recognised in the statement of profit and loss

The statement of profit and loss shows the following amounts relating to leases:

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Depreciation charge for right-of-use assets (Refer Note 34)	93.82	27.31
Total	**93.82**	**27.31**
Interest expense (included in finance costs) (Refer Note 33)	2.37	1.68
Expense relating to short-term leases (included in other expenses) (Refer Note 35)	306.96	106.72

(iii) Amounts recognized in cash flow statement

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Total cash (outflows) for leases	**(96.06)**	**(28.08)**

(iv) Critical judgements in determining the lease term

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not to exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

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

For leases of buildings, the following factors are normally the most relevant:

(a) If there are significant penalties to terminate (or not extend), the Group is typically reasonably certain to extend and not terminate).

(b) If any lease hold improvements are expected to have a significant remaining value the Group is typically reasonably certain to extend (or not terminate).

(c) Otherwise, the Group considers other factors including historical lease durations and the costs and business disruption required to replace the leased asset.

The lease term is reassessed if an option is actually exercised (or not exercised) or the Group becomes obliged to exercise (or not exercise it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects the assessment, and that is within the control of the lessee. During the current financial year, there was no revision in the lease terms.

(v) Extension and termination options

Extension and termination options are included in a number of property leases. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension and termination options held are exercisable only by the Group and not with the respective lessor.

6 Intangible Asset under development

	As at March 31, 2022	As at March 31, 2021
Content development Cost	-	216.55
	-	**216.55**

Particulars	As at 31 March 2022				
	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Content Development Cost					
Projects in progress	-	-	-	-	
Project suspended	-	-	-	-	

Particulars	As at 31 March 2021				
	To be completed in				
	Less than 6 months	1-2 years	2-3 years	More than 3 years	Total
Content Development Cost					
Projects in progress	216.55	-	-	-	216.55
Project suspended	-	-	-	-	-

7 Goodwill on Consolidation

Particulars	As at March 31, 2022	As at March 31, 2021
Goodwill on consolidation	17,307.61	6.62
(Refer note 45)	**17,307.61**	**6.62**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

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

7.1 Movement of Goodwill during the year

Particulars	As at March 31, 2022	As at March 31, 2021
Opening Balance	6.62	-
Acquired during the year (Refer note 45)	17,300.99	6.62
Closing Balance	**17,307.61**	**6.62**

8 Deferred Tax Liability

Particulars	As at March 31, 2022	As at March 31, 2021
Deferred Tax Liability		
On account of fair value of assets acquired through Business combination	1,896.62	-
	1,896.62	**-**

Deferred Tax Assets

Particulars	As at March 31, 2022	As at March 31, 2021
Deferred Tax Asset		
On property plant and equipment	16.52	(0.21)
On expenses allowable on payment basis	50.47	1.00
Provision for gratuity	23.84	-
Provision for leave encashment	5.60	-
Provsion for Doubtful Debts	0.64	-
Others	17.01	-
Deferred Tax Assets	**114.08**	**0.79**

9 Income tax assets (net)

Particulars	As at March 31, 2022	As at March 31, 2021
Advance tax and TDS receivable	209.17	-
Total	**209.17**	**-**

10 Other Non Current Assets

Particulars	As at March 31, 2022	As at March 31, 2021
Capital advances	20.32	45.63
In fixed deposits - with original maturity more than 12 months	10.00	-
Total	**30.32**	**45.63**

11 Inventories

Particulars	As at March 31, 2022	As at March 31, 2021
Valued at lower of cost and Net Realisable value unless otherwise stated		
Packing Material	1.51	1.17
Stock in Trade (Books)	62.14	71.31
	63.65	**72.48**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

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

12 Trade receivables

Particulars	As at March 31, 2022	As at March 31, 2021
Unsecured considered good		
Undisputed trade receivables	338.93	21.23
Receivable from payment gateway	6.11	10.29
Credit impaired	4.03	-
Less: Allowance for credit losses	(4.03)	-
	345.04	**31.52**

Particulars	As at 31 March 2022					
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	342.61	2.43	-	-	-	345.05
(ii) Undisputed trade receivables – which have significant increase in credit risk	3.13	-	0.90	-	-	4.03
(iii) Undisputed trade receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed trade receivables – considered good	-	-	-	-	-	-
(v) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-

Particulars	As at 31 March 2021					
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	31.52	-	-	-	-	31.52
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed trade receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed trade receivables – considered good	-	-	-	-	-	-
(v) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

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

13 Cash and cash equivalents

	As at March 31, 2022	As at March 31, 2021
Balances with Banks - In current accounts	4,869.80	42.34
Cash - on - Hand	0.31	0.37
	4,870.11	**42.71**
Other bank balances		
In Fixed deposit - with remaining maturity less than 12 months - Under Lien	2,764.10	2.00
(Refer Note 13.1 below)	**2,764.10**	**2.00**
	7,634.21	**44.71**

13.1 The fixed deposit are held under lien against issue of Corporate Credit cards amounted to ₹ 2.14 Lakhs (as at March 31, 2021 - ₹ 2.00 Lakhs)

14 Other Financial assets

	As at March 31, 2022	As at March 31, 2021
(Unsecured considered good)		
Interest accrued but not due on bank deposits	4.42	0.01
Security Deposits	286.11	98.50
Unbilled Revenue	185.11	-
	475.64	**98.51**

14.1 Unbilled Revenue Ageing

Particulars	As at 31 March 2022					
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Unbilled revenue	185.11	-	-	-	-	185.11

Particulars	As at 31 March 2021					
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Unbilled revenue	-	-	-	-	-	-

15 Current Tax Assets (net)

	As at March 31, 2022	As at March 31, 2021
TDS receivables	167.09	23.11
	167.09	**23.11**

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

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

16 Other current assets

	As at March 31, 2022	As at March 31, 2021
Advance to vendors	989.18	21.66
Advance to employees	5.16	-
Prepaid Expenses	528.65	95.76
Other Receivables	14.01	-
Balance With Government Authorities	372.93	118.78
Unamortised share issue expenses (Refer Note 16.1)	1,708.57	-
	3,618.50	**236.21**

16.1 The Company has filed Red herring Prospectus on March 24, 2022.The Company has incurred certain expenses towards proposed Initial Public Offering of its equity shares. The Company has adjusted share issue expenses against securities premium subsequent to year end.

17 Share Capital

	As at March 31, 2022	As at March 31, 2021
Authorised share capital		
6,00,00,000 (March 31, 2021- 2,50,00,000) Equity Shares of ₹ 10/- each (March 31, 2021 - ₹ 1/-)	6,000.00	2,500.00
	6,000.00	**2,500.00**
Issued share capital		
4,11,76,979 (March 31, 2021- 7,00,00,000) Equity Shares of ₹ 10/- (March 31, 2021 - ₹ 1/-) each	4,117.70	700.00
	4,117.70	**700.00**
Subscribed and fully paid up share capital		
4,11,76,979 (March 31, 2021- 7,00,00,000) Equity Shares of ₹ 10/- (March 31, 2021 - ₹ 1/-) each	4,117.70	700.00
	4,117.70	**700.00**

17.1 Reconciliation of number of equity shares subscribed

Reconciliation of number of equity shares subscribed	As at 31 March 2022		As at March 31, 2021	
	No of Shares	Amount	No of Shares	Amount
Balance at the beginning of the year	7,00,00,000	700.00	1,000	1
Issued during the year	59,76,979	597.70	69,99,000	699
Bonus Shares issued during the year	2,82,00,000	2,820.00	-	-
Equity Share on share split from ₹ 10 to ₹ 1 per share	-	-	6,30,00,000	-
Equity Share on share Consolidation from ₹ 1 to ₹ 10 per share	(6,30,00,000)	-		
Balance at the end of the year	**4,11,76,979**	**4,117.70**	**7,00,00,000**	**700**

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17.2 Rights, preferences and restrictions in respect of equity shares issued by the Company

a) The company has issued only one class of equity shares having a par value of ₹ 1 each. The equity shares of the company having par value of ₹ 1/- rank pari-passu in all respects including voting rights.

b) The Company has not declared dividend on equity shares.

c) In the event of liquidation, shareholders will be entitled to receive the remaining assets of the company after distribution of all preferential amounts. The distribution will be proportionate to the number of equity shares held by the shareholder.

17.3 The Company has allotted further equity shares at face value of ₹ 10/- each during the year as follows:

Board meeting date	Shareholder	No. of shares allotted
No of shares at beginning of the year		70,00,000
September 2, 2021	Kalpathi S Aghoram	8,00,000
	Kalpathi S Ganesh	8,00,000
	Kalpathi S Suresh	8,00,000
		24,00,000
September 7, 2021	Kalpathi S Aghoram	94,00,002
	Kalpathi S Ganesh	93,99,999
	Kalpathi S Suresh	93,99,999
		2,82,00,000
September 21, 2021	Bennett & Coleman Company Limited	10
December 18, 2021	Others	30,76,969
January 17, 2022	Bennett & Coleman Company Limited	5,00,000
Total		**4,11,76,979**

17.4 Pursuant to the approval of the shareholders at the Extraordinary General Meeting of the Company held on July 30, 2021, ten equity share of face value of ₹ 1/- per share was consolidated into one equity shares of face value of Re. 10/- per share with effect from July 30, 2021. Consequently, the basic and diluted earnings per share have been computed for all the periods presented in the Consolidated Financial Statements of the Company on the basis of the new number of equity shares in accordance with Ind AS 33 – Earnings per Share.

17.5 Pursuant to the approval of the shareholders on September 06, 2021, Company has issued 2,82,00,000 bonus shares in the ratio of 3:1 to all shareholders. Consequently, the basic and diluted earnings per share have been computed for all the periods presented in the Consolidated Financial Statements of the Company on the basis of the new number of equity shares in accordance with Ind AS 33 – Earnings per Share.

17.6 The authorised share capital of the company has increased from ₹ 2,500 Lakhs to ₹ 5,500 Lakhs pursuant to the approval of the shareholders at the Extraordinary General Meeting of the Company held on July 26, 2021.

17.7 The authorised share capital of the company has increased from ₹ 5,500 Lakhs to ₹ 6,000 Lakhs pursuant to the approval of the shareholders at the Extraordinary General Meeting of the Company held on September 22, 2021.

17.8 Board of directors in its meeting dated 18 December 2021, issued 30,76,969 Equity Shares at a face value of ₹ 10/- (Rupees Ten) each for cash, at a premium of ₹ 120/- per share aggregating to ₹ 4000.06 Lakhs on private placement basis

17.9 During the FY 2021-22, the Company has issued 5,00,000 Equity Shares at a face value of ₹ 10/- (Rupees Ten) against Share warrants to Bennett, Coleman & Company Limited at a premium of ₹ 120/- per share aggregating to ₹ 650 Lakhs.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

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

17.10 Shareholders holding more than 5% of the total share capital

Name of the share holder	As at March 31, 2022		As at March 31, 2021	
	No of shares	% of Holding	No of shares	% of Holding
Kalpathi S Aghoram	1,20,33,636	29.22%	2,33,33,340	33.34%
Kalpathi S Ganesh	1,20,32,132	29.22%	2,33,33,330	33.33%
Kalpathi S Suresh	1,20,31,632	29.22%	2,33,33,330	33.33%

17.11 Shareholdings of Promoters *

Name of the share holder	As at March 31, 2022			As at March 31, 2021		
	No of shares	% of Holding	% Change during the year (Refer Note 17.4)	No of shares	% of Holding	% Change during the Year
Kalpathi S Aghoram	1,20,33,636	29.22%	-93.90%	2,33,33,340	33%	46.29%
Kalpathi S Ganesh	1,20,32,132	29.22%	-93.93%	2,33,33,330	33%	46.29%
Kalpathi S Suresh	1,20,31,632	29.22%	-93.93%	2,33,33,330	33%	46.29%

* Promoters as defined under the Companies Act' 2013 has been considered for the purpose of disclosure

18 Other Equity

	As at March 31, 2022	As at March 31, 2021
Retained earnings	(6,712.50)	(857.05)
Securities Premium Reserve	4,832.36	-
Money received against share warrants	-	-
Employee stock option Reserve	785.29	151.10
Share application money pending allotment (Refer Note 18.2)	4,675.13	-
	3,580.28	**(705.95)**
a) Retained Earnings		
Balance at the beginning of the year	(857.05)	(29.42)
Net Loss as per the Statement of Profit and Loss	(5,849.49)	(827.63)
Other Comprehensive Loss	(5.97)	-
Balance at the end of the year	**(6,712.50)**	**(857.05)**
b) Money received against share warrants		
Balance at the beginning of the year	-	-
Additions during the year (Refer Note 18.1 below)	195.00	-
Issued / cancelled during the year	(195.00)	
Balance at the end of the year	**-**	**-**
c) Securities Premium Reserve		
Balance at the beginning of the year	-	-
Additions during the year	4,832.36	-
Balance at the end of the year	**4,832.36**	**-**
d) Employee stock option Reserve		
Balance at the beginning of the year	151.10	-
Transfer during the year	634.19	151.10
Balance at the end of the year	**785.29**	**151.10**

18.1 On September 20 2021, the Company issued 6 warrants for a consideration of ₹ 32,50,000/- per warrant aggregating to ₹ 19,500,000 to M/s Benett Coleman & Company Limited (BCCL). These warrants were to be exercised anytime post determination of the Conversion Price but within a period of six years from the warrant exercise period at the sole discretion of the warrant holder. Provided that upon the Company proposing to have an IPO of its shares, the option holder may exercise the warrants at any time after the appointment of a lead manager for such IPO but prior to expiry of timeline prescribed under applicable Laws of conversion of

Notes to the Consolidated Financial Statements

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convertible securities of the Company in the event the Company proposing to have an IPO of its shares.

On January 17, 2022 the Company issued 5,00,000 Equity Shares against 2 Shares warrants issued to BCCL at a value of ₹ 130 per share (including premium of ₹ 120 per share).

On January 17, 2022 BCCL did not exercise its option for remaining 4 Share warrants. Hence, the Warrants shall stand forfeited and are considered to be lapsed.

18.2 Pursuant to the Initial Public Offering, the Company has opened the bid/offer on March 28, 2022 to the Anchor investors and has received ₹ 4,675.13 Lakhs on March 28, 2022. Out of this, the Company has allocated ₹ 4675.13 Lakhs towards fresh issue of equity shares and such shares have been issued at a price of ₹ 137 per share (including a premium of ₹ 127 per share) on April 06, 2022 subsequently.

19 Provision (Non current)

	As at March 31, 2022	As at March 31, 2021
Provision for Gratuity (Refer Note 44)	99.13	1.10
Provision for Compensated absences (Refer Note 44)	13.84	3.42
	112.97	**4.52**

20 Non Current Financial liabilities - Borrowings

	As at March 31, 2022	As at March 31, 2021
Non Convertible Debentures	7,378.59	-
Term Loan from Hinduja Leyland Finance Ltd	4,950.28	-
Vehicle loans (Refer Note 20.2)	9.34	-
Business loans (Refer Note 20.3)	198.82	-
Less: Current Maturities of long term debt	(473.13)	-
	12,063.90	**-**

20.1 Details of Borrowings

Particulars	Interest Rate	Repayment Terms	As at March 31, 2022	As at March 31, 2021
Term Loan from Hinduja Leyland Finance Ltd - Secured	9.75%	Repayable in monthly installments from February'22	4,992.92	-
Non Convertible Debentures - Unsecured	4.00%	Repayable on 16 September 2024	7,378.59	-

20.2 (Secured against hypothecation of vehicle and further secured by the personal guarantee of the promoter directors of the company. Defaults in instalments - Nil. Loans are repayable over a period of 60 monthly instalments).

20.3 (Secured against current and fixed assets and further secured by the personal guarantee of the promoter directors of the company. Defaults in instalments - Nil. Loans are repayable over a period of 48 monthly instalments).

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Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

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

21 Other Financial Liabilities - Non Current

	As at March 31, 2022	As at March 31, 2021
Purchase consideration payable - Non Current	1,027.01	-
Other Financial Liabilities - ESOP Liability (Refer Note 44.5)	1,635.05	-
	2,662.06	**-**

22 Short Term Borrowings

	As at March 31, 2022	As at March 31, 2021
Loan repayable on demand		
Grasslands Agro Private Limited	-	12.45
Kalpathi S Aghoram	-	184.15
Kalpathi S Ganesh	-	184.15
Kalpathi S Suresh	-	184.15
K Praveen Kumar	-	0.07
R Rangarajan	-	0.07
From Others (Secured)		
HDFC Bank - Credit Facility	5,270.25	50.77
(Secured by the personal guarantee of the promoter directors of the company. The Loan is repayable on demand. Rate of interest ranges from 6.20% p.a. to 7.0% p.a.)		
Hinduja Finance Ltd - Bridge Loan	2,519.00	-
Current Maturities of Long-term debt	473.13	-
	8,262.37	**615.81**

23 Trade Payables

	As at March 31, 2022	As at March 31, 2021
(a) Total outstanding dues of Micro Enterprises and Small Enterprises	348.30	80.43
(b) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises	3,171.81	256.16
	3,520.11	**336.59**

** Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management represents the principal amount payable to these enterprises. There are no interest due and outstanding as at the reporting date. Please refer note 38.

Particulars	Consolidated As at 31 March 2022				
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	348.30	-	-	-	348.30
(ii) Others	3,171.81	-	-	-	3,171.81
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Particulars	Consolidated As at 31 March 2021				
	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	80.43	-	-	-	80.43
(ii) Others	256.16	-	-	-	256.16
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

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for the year ended March 31, 2022

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

24 Other Financial Liabilities

	As at March 31, 2022	As at March 31, 2021
Interest payable	215.21	0.78
	215.21	**0.78**

25 Provision (current)

	As at March 31, 2022	As at March 31, 2021
Provision for Gratuity (Refer Note 44)	16.53	-
Provision for Compensated Absences (Refer Note 44)	23.24	0.34
	39.78	**0.34**

26 Other current liabilities

	As at March 31, 2022	As at March 31, 2021
Statutory Dues Payable	177.60	37.44
Deferred Revenue	1,419.76	83.37
Advance received from customers	41.84	2.00
Other Advances	3.70	-
	1,642.90	**122.81**

27 Revenue from Operations

	For the year ended March 31, 2022	For the year ended March 31, 2021
Sale of Online courses	4,564.76	234.82
Sale of Offline courses	2,559.38	9.69
Web Hosting Fees	6.14	0.95
Sale of Books	274.95	1.93
Franchisee License Fees	60.00	-
Other Operating Revenue		
Shipping Revenue	39.65	6.56
	7,504.88	**253.96**

27.1 Disaggregated Revenue

The Group derives revenue from transfer of goods and services over time and at a point in time as given below:

Timing of recognition:

	For the year ended March 31, 2022	For the year ended March 31, 2021
Over time		
Sale of Offline Courses	2,559.38	9.69
Web Hosting Fees	6.14	0.95
Point in time		
Sale of Online Courses	4,564.76	234.82
Sale of Books	274.95	1.93
Shipping Revenue	39.65	6.56
Franchisee License Fees	60.00	-
	7,504.88	**253.96**

Notes to the Consolidated Financial Statements
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27.2 Reconciliation of revenue with contract price

The Group derives revenue from transfer of goods and services over time and at a point in time as given below:

Timing of recognition:

	For the year ended March 31, 2022	For the year ended March 31, 2021
Contract Price		
Sale of Online Courses	4,710.34	246.10
Sale of Offline Courses	3,036.18	93.06
Sale of Books	274.95	1.93
Web Hosting Fees	6.14	0.95
Shipping Revenue	39.65	6.56
Franchisee License Fees	60.00	-
Adjustments:		
Discounts	(145.58)	(11.28)
Prepaid Income	(476.79)	(83.37)
Total	**7,504.88**	**253.96**

Contract balances :

Revenue from operations recognised is collected as per the terms of the contract. Trade receivables have been disclosed under Note 12 and Deferred revenue disclosed under Note 26.

Performance Obligations :

The Contracts with customers are structured in such a way that the Group has the right to consideration from a customer in an amount that corresponds directly with the value to the customer of the performance obligation complete to date and the Company has the right to invoice. Therefore, taking the practical expedient, the details on transaction price allocated to the remaining performance obligations are not disclosed.

Information about major customers:

During the year, there is no revenue from a single customer which is more than 10% of the Group's total revenue.

28 Other Income

	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest Income		
Interest on Fixed deposit	40.08	0.24
Interest on loans	7.67	-
Interest on unwinding of Security deposit	1.78	0.24
Foreign exchange gain, net	3.26	-
Reversal of Expected Credit Loss	1.92	-
Profit on sale of property, plant and equipment	0.07	-
Miscellaneous Income	0.49	-
	55.27	**0.48**

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29 Cost of Materials Consumed

	For the year ended March 31, 2022	For the year ended March 31, 2021
Opening Stock of Packing Material	1.17	-
Purchase of Packing Material	7.69	1.94
Less : Closing Stock of Packing Material	(1.51)	(1.17)
	7.35	**0.77**

30 Purchase of Stock - in - trade

	For the year ended March 31, 2022	For the year ended March 31, 2021
Purchase of Books	260.74	96.57
	260.74	**96.57**

31 Changes in Inventory of stock-in-trade

	For the year ended March 31, 2022	For the year ended March 31, 2021
Opening Stock of Books	71.31	-
Less : Closing Stock of Books	(62.14)	(71.31)
	9.17	**(71.31)**

32 Employee benefit expense

	For the year ended March 31, 2022	For the year ended March 31, 2021
Salaries, wages and bonus	2,291.86	158.87
Gratuity Expenses (Refer Note 44)	26.67	1.10
Contribution to provident and other funds (Refer Note 44)	63.05	4.37
Staff Welfare Expenses	70.57	5.01
Compensation cost for Restricted Stock Units (RSU) (Refer Note no 44.4)	634.19	151.10
Share based payment expense	77.76	-
	3,164.09	**320.46**

33 Finance costs

	For the year ended March 31, 2022	For the year ended March 31, 2021
Interest on Borrowings	459.70	0.88
Interest on Lease liabilities	2.37	1.68
Interest on NCD	159.30	-
Interest on MSME	1.07	0.01
Other Interest Expense	210.71	-
	833.15	**2.57**

34 Depreciation and amortization expense

	For the year ended March 31, 2022	For the year ended March 31, 2021
Depreciation on property, plant and equipment (Refer Note 4)	56.98	20.63
Depreciation on Right of use assets (Refer Note 5)	93.82	27.31
Amortisation on Intangible asset (Refer Note 4)	1,231.65	15.46
	1,382.45	**63.40**

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35 Other expenses

	For the year ended March 31, 2022	For the year ended March 31, 2021
Power & Fuel	21.76	7.06
Rent	247.62	50.79
Repairs & Maintenance	49.78	20.20
Advertisement & Sales Promotion	2,216.00	246.45
Brokerage	4.50	-
Affiliate cost	113.91	-
Foreign exchange loss, net	19.90	-
Manpower Charges	591.21	81.03
Delivery Partner Fee	2,149.55	5.01
Faculty Content Charges	77.35	69.25
Rates and taxes	95.42	12.27
Auditors Remuneration		
- as statutory auditor	56.91	18.06
- as tax auditor	1.75	1.50
Legal & professional charges	1,450.77	105.92
Printing & Stationery	33.80	2.60
Payment Gateway Charges	161.86	5.43
Freight charges	31.87	6.39
Insurance & Business Support Services expenses	322.42	-
Communication Expenses	84.27	3.09
Postage & Courier	0.16	-
Subscription Charges	146.30	24.01
Office expenses	4.44	-
Travelling & Conveyance	61.28	6.60
Bank charges	23.46	0.55
Directors remuneration	23.80	-
Expected Credit Loss	1.55	-
Business Promotion Expense	8.76	-
Miscellaneous expenses	23.60	4.20
	8,024.01	**670.40**

36 Tax expense

	For the year ended March 31, 2022	For the year ended March 31, 2021
Deferred tax		
Acquired through business combination	(254.20)	-
Recognised in profit or loss	(17.13)	(0.79)
Net recognised in Profit & Loss	**(271.32)**	**(0.79)**
Recognised in OCI	(1.83)	-
	(273.15)	**(0.79)**

a) Movement of deferred tax expense during the year ended March 31, 2022

Deferred tax (liabilities)/assets in relation to:	Opening balance	Recognised in profit or loss	Recognised in OCI	Closing balance
Property, plant, and equipment and Intangible Assets	(3.90)	(0.32)	-	12.36
On expenses allowable on payment basis	1.27	14.77	1.83	78.62
On Prepaid Income	0.80	5.29	-	6.09
On Accrual on share based component	3.05	(3.05)	-	-
On fair valuation of financial instruments	(0.43)	0.43	-	17.01
Others	-	-	-	-
Total	**0.79**	**17.13**	**1.83**	**114.08**

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for the year ended March 31, 2022

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

b) Movement of deferred tax expense during the period ended March 31, 2021

Deferred tax (liabilities)/assets in relation to:	Opening balance	Recognised in profit or loss	Recognised in OCI	Closing balance
Property, plant, and equipment and Intangible Assets	-	(3.90)	-	(3.90)
On expenses allowable on payment basis	-	1.27	-	1.27
On Prepaid Income	-	0.80	-	0.80
On Accrual on share based component	-	3.05	-	3.05
On fair valuation of financial instruments	-	(0.43)	-	(0.43)
Total	**-**	**0.79**	**-**	**0.79**

On Account of business combination:

Deferred tax (liabilities)/assets in relation to:	Opening balance	Acquired through business combination	Recognised in profit or loss	Closing Balance
Property, plant, and equipment and Intangible Assets	-	2,150.81	(254.20)	1,896.62
Others	-			
Total	**-**	**2,150.81**	**(254.20)**	**1,896.62**

Reconciliation of accounting Profits

	Consolidated For the Period ended March 31, 2022	Consolidated For the year ended March 31, 2021
Accounting (loss) before tax	(3,905.21)	(762.45)
Income tax rate	26%	26%
At Statutory income tax rate	(1,015.36)	(198.24)
Non - deductible expenses for tax purposes		
Property, plant, and equipment and Intangible Assets	(0.32)	(3.90)
On expenses allowable on payment basis	16.60	1.27
On Prepaid Income	5.29	0.80
On Accrual on share based component	(3.05)	3.05
On fair valuation of financial instruments	0.43	(0.43)
Deferred tax on intangible assets acquired through business combination	(254.20)	-
Deferred tax not considered on Business loss and unabsorbed depreciation	979.27	198.24
At the effective income tax rate		
Income tax expenses reported in the statement of profit and loss	(271.32)	0.79

Brain4ce Educations Solutions Private Limited - Subsidiary

a) Movement of deferred tax expense during the year ended March 31, 2022

Deferred tax (liabilities)/assets in relation to:	Acquired through business combination	Recognised in profit or loss	Recognised in OCI	Closing Balance
Property, plant, and equipment and Intangible Assets	17.03	-	-	17.03
On expenses allowable on payment basis	61.22	-	-	61.22
		-	-	-
Total	**78.26**	**-**	**-**	**78.26**

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for the year ended March 31, 2022

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

37 Earnings per share

	For the year ended March 31, 2022	For the year ended March 31, 2021
Profit for the period / year attributable to owners of the Company	(5,849.49)	(827.63)
Weighted average number of ordinary shares outstanding Basic (Refer Notes below)	3,44,91,588	1,13,59,208
Weighted average number of ordinary shares outstanding for diluted EPS (Refer Notes below)	3,44,91,588	1,13,59,208
Basic earnings per share (₹)	(16.96)	(7.29)
Diluted earnings per share (₹)	(16.96)	(7.29)

37.1 The restricted stock units issued by the Company is based on specified conditions involving future events/ valuation of the Company. The number of ordinary shares contingently issuable may depend on the future market price of the ordinary shares and are therefore treated as contingently issuable shares because their issue is contingent upon satisfying specified conditions in addition to the passage of time. Contingently issuable ordinary shares are not included in the diluted earnings per share calculation unless both conditions are met. As at year end, since both the conditions have not been met, they have not been included in the calculation of diluted earnings per share. Also Refer Note 44.4.

37.2 Pursuant to the approval of the shareholders at the Extraordinary General Meeting of the Company held on July 30, 2021, ten equity share of face value of ₹ 1/- per share was consolidated into one equity shares of face value of Re. 10/- per share with effect from July 30, 2021. Consequently, the basic and diluted earnings per share have been computed on the basis of the new number of equity shares in accordance with Ind AS 33 – Earnings per Share.

37.3 Pursuant to the approval of the shareholders on September 06, 2021, Company has issued bonus shares in the ratio of 3:1 to all shareholders. Consequently, the basic and diluted earnings per share have been computed for on the basis of the new number of equity shares in accordance with Ind AS 33 – Earnings per Share.

38 Disclosures required by the Micro and Small Enterprises Development (MSMED) Act, 2006 are as under

	Consolidated For the Period ended March 31, 2022	Consolidated For the year ended March 31, 2021
(a) The principal amount remaining unpaid at the end of the year*	80.43	-
(b) The delayed payments of principal amount paid beyond the appointed date during the year	-	0.26
(c) Interest actually paid under Section 16 of MSMED Act		0.01
(d) Normal Interest due and payable during the year, as per the agreed terms	1.07	-
(e) Total interest accrued during the year and remaining unpaid	1.07	0.01

*There are micro, small and medium enterprises to whom the company owes dues which are outstanding for more than 45 days at the Balance Sheet date, computed on unit wise basis.

**The above information has been determined to the extent such parties have been identified on the basis of information available with the Group.

39 Corporate Social Responsibility

No amount is required to be spent by the Group towards corporate social responsibility under Section 135 of the Companies Act, 2013 on account of losses.

40 Contingent liabilities & Commitments

	Consolidated As at March 31,2022	Consolidated As at March 31,2021
Contingent Liabilities	-	-
Commitments (Refer Note 40.1 below)	80.76	154.69

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

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40.1 The Group has entered into content development agreement on 5th March 2021 with an Academy and paid advance of ₹ 17.23 Lakhs (excluding GST) as on 31 March, 2022. Total contract value as per terms of the agreement is ₹ 193.37 Lakhs (excluding GST) and Capital commitment outstanding disclosed under Note 30 is ₹ 80.76 Lakhs.

41 Operating Segment

Operating segments reflect the Company's management structure and the way the financial information is regularly reviewed by the Company's Chief Operating Decision Maker (CODM). The CODM considers the business from both business and product perspective based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / (loss) amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance. The Company's operations predominantly relates to sale of comprehensive learning programs and, accordingly, this is the only operating segment. The Group's revenue from operations and non-current operating assets are from single segment i.e. is India.

42 Financial Instruments

Capital management

The Group manages its capital to ensure that entities in the Group will be able to continue as going concern, while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The Group determines the amount of capital required on the basis of annual operating plans and long-term product and other strategic investment plans. The funding requirements are met through equity, long-term borrowings and other short-term borrowings.

For the purposes of the Group's capital management, capital includes issued capital and all other equity reserves attributable to the equity holders.

Gearing Ratio:	March 31, 2022	March 31, 2021
Debt	20,326.27	615.81
Less: Cash and bank balances	4,870.11	42.71
Net debt	**15,456.16**	**573.10**
Total equity	7,697.98	(5.95)
Net debt to equity ratio (%)	**200.78%**	**(9637.64%)**

Credit risk management

Credit Risk on cash and cash equivalents, deposits with the banks/financial institutions is generally low as the said deposits have been made with the banks/financial institutions, who have been assigned high credit rating by international and domestic rating agencies.

Liquidity risk management

Management monitors rolling forecasts of the Group's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows. The Group's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal requirements.

Market risk management

Market risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Liquidity tables

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

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Particulars	March 31, 2022			
	Due in 1st year	Due in 2nd to 5th year	Due after 5th year	Carrying amount
Borrowings (Fixed rate)	8,262.37	12,063.90	-	20,326.27
Trade payables (Non-interest bearing)	3,520.11	-	-	3,520.11
Other Financial Liabilities (Non - Interest bearing)	215.21	2,662.06	-	2,877.28
	11,997.69	**14,725.96**	**-**	**26,723.65**

Particulars	March 31, 2021			
	Due in 1st year	Due in 2nd to 5th year	Due after 5th year	Carrying amount
Borrowings (Fixed rate)	615.81	-	-	615.81
Trade payables (Non-interest bearing)	336.59	-	-	336.59
Lease Liabilities (Non-interest bearing)	77.06	-	-	77.06
	1,029.47	**-**	**-**	**1,029.47**

	March 31, 2022	March 31, 2021
Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required):	Nil	Nil

42 Fair value measurements

Financial instruments measured at amortised cost

Financial assets	Note	Hierarchy	March 31, 2022	March 31, 2021
Trade Receivables	12	NA	345.04	31.52
Cash and cash equivalents	13	NA	4,870.11	42.71
Bank balances other than cash and cash equivalents	13	NA	2,764.10	2.00
Other Financial assets	14	NA	475.64	98.51
Total financial assets			**8,454.89**	**174.74**

Financial liabilities	Note	Hierarchy	March 31, 2022	March 31, 2021
Borrowings	19 & 21	NA	20,326.27	615.81
Trade payables	23	NA	3,520.11	336.58
Lease Liabilities	5	NA	-	77.06
Other Financial Liabilities	24	NA	215.21	0.78
Total financial liabilities			**24,061.59**	**1,030.24**

Fair value measurement

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level is as under:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Notes to the Consolidated Financial Statements

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

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

-the use of quoted market prices or dealer quotes for similar instruments

-the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

The carrying amounts of trade receivables, trade payables, cash and cash equivalents and other current financial liabilities are considered to be the same as their fair values, due to their short-term nature.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

The borrowing rate of the Group has been taken as the discount rate used for determination of fair value.

43 Related party disclosure

a) List of parties having significant influence

Entities having control or controlled by the Company

Subsidiary companies	
Veranda Race Learning Solutions Private Limited (formerly Bharathiyar Education Private Limited)	(Since October 16, 2020)
Veranda XL Learning Solutions Private Limited (formerly known as Veranda Excel Learning Solutions Private Limited)	(Since October 16, 2020)
Veranda IAS Learning Solutions Private Limited	(Since February 26, 2021)
Brain4ce Education Solutions Private Limited	(Since September 17, 2021)

Key management personnel (KMP) and their relatives	
Sri. Kalpathi S Aghoram	Director (Director w.ef. October 28, 2021)
Sri. Kalpathi S Ganesh	Director (Director w.ef. October 28, 2021)
Sri. Kalpathi S Suresh	Director (Director w.ef. October 28, 2021)
Smt. Kalpathi A Archana	Non- Executive Women Director
Sri. K. Praveen Kumar*	President - Corporate Strategy
Sri. R. Rangarajan**	Chief Financial Officer
Sri. M Ananthramakrishnan	Company Secretary
Sri. Lovleen Bhatia	Director

*Sri Praveen Kumar has resigned as director on 28th October 2021 and was appointed as President - Corporate Strategy w.e.f 29th October 2021.

**Sri Rangarajan R has resigned as director on 28th October 2021 and was appointed as Chief Financial Officer w.e.f 29th October 2021.

Independent Directors	
Sri. S Lakshminarayanan	Independent Director
Smt. Revathi S Raghunathan	Independent Director
Sri. K Ullas Kamath	Independent Director
Sri. PB Srinivasan	Independent Director

Enterprises in which Key Management Personnel and their relatives have significant influence

Leonne Hill Property Developments Private Limited
Grasslands Agro Private Limited

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

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b) Transactions during the year

Sl. No.	Nature of transactions	Amount	
		2021-22	2020-21
1	**Loans taken From**		
	Kalpathi S Aghoram	-	184.15
	Kalpathi S Ganesh	-	184.15
	Kalpathi S Suresh	-	184.15
	R Rangarajan	-	0.07
	K Praveen Kumar	-	0.07
	Grasslands Agro Private Limited		0.85
	Loan Repaid		
	Grasslands Agro Private Limited	-	(0.85)
2	**Rent paid towards Registered office**		
	Kalpathi S Aghoram	0.08	0.05
	Kalpathi S Ganesh	0.08	0.05
	Kalpathi S Suresh	0.08	0.05
3	**Rent paid towards Corporate office**		
	Leonne Hill Property Developments Private Limited	54.00	24.00
4	**Staff Welfare Expenses**		
	AGS Cinemas Private Limited	-	0.30
5	**Trade Mark**		
	Veranda Children's Educational Institution Private Limited	-	0.10
6	**Finance Cost**		
	Interest on Borrowings	-	0.87
	(Grasslands Agro Private Limited)		
7	**Shares allotted**		
	Kalpathi S Aghoram	970.06	233.30
	Kalpathi S Ganesh	969.91	233.30
	Kalpathi S Suresh	969.86	233.30
8	**Repayment of Loans taken from**		
	Kalpathi S Aghoram	184.15	-
	Kalpathi S Ganesh	184.15	-
	Kalpathi S Suresh	184.15	-
9	**Remuneration to Key Managerial Personnel**		
	M Anantharamakrishnan	34.88	-
	R Rangarajan	45.53	-
10	**Director Sitting Fees**		
	Kalpathi S Aghoram	3.44	-
	Kalpathi S Ganesh	2.50	-
	Kalpathi A Archana	2.50	-
	S Lakshminarayanan	4.10	-
	Revathi S Raghunathan	2.90	-
	K Ullas Kamath	2.50	-
	PB Srinivasan	2.50	-
	K Praveen Kumar	1.60	-
	R Rangarajan	1.60	-
	Lovleen Bhatia	0.20	-

Notes to the Consolidated Financial Statements

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

c) Balance as at the end of the year

Sl. No.	Particulars	Amount As at March 31, 2022	Amount As at March 31,2021
1	**Loans taken From**		
	Kalpathi S Aghoram	-	184.15
	Kalpathi S Ganesh	-	184.15
	Kalpathi S Suresh	-	184.15
	R Rangarajan	-	0.07
	K Praveen Kumar	-	0.07
	Grasslands Agro Private Limited	-	12.45
2	**Interest Accrued**	-	0.78
	(Grasslands Agro Private Limited)		

44 Retirement benefit plans

44.1 Defined Contribution plans

The Group has defined contribution plan of provident fund. Additionally, the Group also provides, for covered employees, health insurance through the employee state insurance scheme.

Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The obligation of the Group is limited to the amount of disbursement required and it has no further contractual nor any constructive obligation. The obligation of the Group is limited to the amount of disbursement required and it has no further contractual nor any constructive obligation. The Group has recognized in the Statement of Profit and Loss for the year ended March 31, 2022 an amount of ₹ 63.05 Lakhs (March 31, 2022 - ₹ 4.37 Lakhs) towards expenses under defined contribution plans and included in 'Contribution to provident and other funds'.

44.2 Defined benefit plans

(a) Gratuity

Gratuity is payable as per Payment of Gratuity Act, 1972. In terms of the same, gratuity is computed by multiplying last drawn salary (basic salary including dearness Allowance if any) by completed years of continuous service with part thereof in excess of six months and again by 15/26. The Act provides for a vesting period of 5 years for withdrawal and retirement and a monetary ceiling on gratuity payable to an employee on separation, as may be prescribed under the Payment of Gratuity Act, 1972, from time to time. However, in cases where an enterprise has more favourable terms in this regard the same has been adopted.

These plans typically expose the Group to actuarial risks such as: investment risk, interest rate risk and salary risk.

These plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk and salary risk.

Interest risk	A decrease in the bond interest rate will increase the plan liability. However, this will be partially offset by an increase in the return on the plan's debt investments.
Longevity risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The principal assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	March 31, 2022	March 31, 2021
Attrition rate	5.00%	5.00%
Discount Rate	7.18%	6.80%
Rate of increase in compensation level	10.00%	6.00%

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The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Particulars	March 31, 2022 (Amount in lakhs)		March 31, 2021 (Amount in lakhs)	
	Current	Non-current	Current	Non-current
Gratuity	16.53	99.13	-	1.10

Amounts recognised in total comprehensive income in respect of these defined benefit plans are as follows:

Particulars	March 31, 2022	March 31, 2021
DBO at beginning of the year	1.10	-
Current service cost	10.29	1.10
Net interest expense	0.07	-
Return on plan assets (excluding amounts included in net interest expense)	-	-
Acquired through business combination	91.71	-
Components of defined benefit costs recognised in profit or loss	**102.07**	**1.10**
Remeasurement on the net defined benefit liability comprising:		
Actuarial (gains)/losses recognised during the period	12.49	-
Components of defined benefit costs recognised in other comprehensive income	**12.49**	**-**
	115.66	**1.10**

The current service cost and the net interest expense for the year are included in the 'employee benefits expense' in profit or loss.

The actuarial gain/ loss on remeasurement of the net defined benefit liability is included in other comprehensive income.

The amount included in the balance sheet arising from the Group's obligation in respect of its defined benefit plans is as follows:

Particulars	March 31, 2022	March 31, 2021
Present value of defined benefit obligation	23.95	-
Fair value of plan assets	-	-
Net liability arising from defined benefit obligation	**23.95**	**-**
Funded	-	-
Unfunded	23.95	-
	23.95	**-**

Movements in the present value of the defined benefit obligation in the current year were as follows:

Particulars	March 31, 2022	March 31, 2021
Opening defined benefit obligation	1.10	-
Current service cost	10.28	1.10
Past service cost - (vested benefit)	-	-
Interest cost	0.07	-
Actuarial (gains)/losses	12.49	-
Acquired through business combination	91.71	-
Benefits paid	-	-
Closing defined benefit obligation	**115.65**	**1.10**

Proportionate cost for the period 18 September 2021 to 30 September 2021 for one subsidiary has been included above.

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Movements in the fair value of the plan assets in the current year were as follows:

Particulars	March 31, 2022	March 31, 2021
Opening fair value of plan assets	-	-
Expected return on assets	-	-
Contributions	-	-
Benefits paid	-	-
Expected return on plan assets (excluding amounts included in net interest expense)	-	-
Closing fair value of plan assets	-	-

Assumptions regarding future mortality are set based on actuarial advice in accordance with published statistics and experience. The estimates of future salary increases, considered in actuarial valuation, take into account, inflation, seniority, promotions and other relevant factors such as demand and supply in the employment market.

Sensitivity analysis

In view of the fact that the Group for preparing the sensitivity analysis considers the present value of the defined benefit obligation which has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

Defined benefit obligation sensitivities were as follows:	As at March 31, 2022	As at March 31, 2021
1) DBO - Base assumptions	115.66	1.10
2) Discount rate: +1%	99.55	1.02
3) Discount rate: -1%	131.77	1.20
4) Salary escalation rate: +1%	127.23	1.28
5) Salary escalation rate: -1%	104.09	0.94
6) Attrition rate: 25% increase	144.58	1.15
7) Attrition rate: 25% decrease	86.75	1.04

44.3 Compensated absences

The compensated absences cover the Group's liability for privilege leave provided to the employees. Based on past experience, the Group does not expect all employees to take the full amount of accrued leave or require payment for such leave within the next 12 months.

Particulars	March 31, 2022 (Amount in lakhs)		March 31, 2021 (Amount in lakhs)	
	Current	Non-current	Current	Non-current
Compensated absences	23.24	13.84	0.34	3.41

44.4 Share based payments

During the year ended March 31, 2021, Veranda Race Learning Solutions Private Limited ("VRLSPL"), subsidiary company had issued RSU to one of its employees, where the employee had the following options:

a. Cash Option to the extent of ₹ 4200 Lakhs; or

b. Equity Option to the extent of ₹ 5600 Lakhs; or

c. Lower of Equity Option of ₹ 5600 Lakhs or 1.33 times the turnover of calendar year ended 31.12.2027 (duly adjusted for proportionate debt) of VRSPL..

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

Vesting conditions:

The vesting options would be subject to continued employment with the VRLSPL, no breach in terms mentioned in the framework agreement dated 31.12.2020 and upon occurrence of Veranda Liquidity event or Veranda Partial Liquidity Event or as on 31.12.2027 as detailed below:

(i) Veranda Liquidity Event means the successful closure of any event whereby Veranda Learning Solutions Limited receives external equity funding of not less than US $ 1000 Lakhs (at a valuation of Veranda Learning Solutions Limited of not less than US$ 1,0000 Lakhs); or, where Veranda Learning Solutions Limited. publicly lists its shares on any recognized stock exchange with an IPO issue and valuation of not less than INR equivalent of US$ 1,0000 Lakhs.

(ii) Veranda Partial Liquidity Event means successful closure of any event other than a Veranda Liquidity Event, whereby the company receives external equity funding, but shall not include a Deemed Partial Liquidity Event. In the event that only a Veranda Partial Liquidity Event occurs, VRLSPL shall have the right (but not an obligation) to treat the same as Veranda Liquidity Event. If it does so, then, all the rights the option holder possesses in relation of the Veranda Liquidity Event shall be exercisable mutatis mutandis in relation to the Veranda Partial Liquidity Event, provided however, that the Cash Option and Share Option referred above shall be proportionately reduced to reflect the ratio of actual external equity funding received by the Holding Company to the extent the same is less than US $ 1000 Lakhs.

(iii) If, as on 31.12.2027, no Veranda Liquidity Event have consummated, then, the employee shall be entitled to subscribe to shares only in VRLSPL worth ₹ 5600 Lakhs, or share valuing 1.33 times of Turnover, valuing the enterprise of VRLSPL at 3 times of Turnover (duly adjusted for debt) of calendar year ending 31.12.2027, whichever is lower after adjusting any Cash Paid or shares issued by VRLSPL.

In the event of the termination of the RSU Agreement or the Employment agreement with the employee, the above rights shall no longer be available to or exercisable by the employee and the RSUs shall lapse.

Exercise of Options:

The options are required to be exercised within 30 days from the vesting date (RSU exercise time limit). Otherwise, the options would lapse.

In the event of a Veranda Liquidity Event or Veranda Partial Liquidity Event, during the RSU exercise time limit, the employee shall have the right to either take a cash option or a share option after adjusting any amounts paid or shares issued.

Upon exercising the share option, the VRLSPL, subsidiary company shall issue shares worth ₹ 5600 Lakhs. The exercise price for the share option shall be 1% of the value of the share options, i.e., 1% of ₹ 5600 Lakhs, which amounts to ₹ 56 Lakhs. Within 45 days of the exercise date, the employee shall submit to the VRLSPL, subsidiary company all necessary forms for exchange of shares so allotted by VRSPL with the shares worth ₹ 5600 Lakhs of the Holding Company. At the time of exercise of option, the shares allotted by VRLSPL will be exchanged with the shares of the Holding company.

In the event, when no Veranda Liquidity Event has been consummated, then, the employee shall be entitled to subscribe to shares only in the company worth ₹ 5600 Lakhs, or share valuing 1.33 times of Turnover, valuing the enterprise of he company at 3 times of Turnover (duly adjusted for debt) of calendar year ending 31.12.2027, whichever is lower after adjusting any Cash Paid or shares issued by the company. The shares of the company will not be exchanged with shares of holding company in this case.

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Based on the management's assessment as at the time of issue, the occurrence of Veranda Liquidity Event / Veranda Partial Liquidity Event was considered probable.

The fair value is discounted at a rate of 8 % and is amortized over the vesting period (i.e. 31.12.2027). Accordingly, the fair value is discounted at a rate of 8% and is amortized over the vesting period (i.e.31.12.2027). Further as the shares of the holding company will be exchanged for Nil consideration. the amount of compensation cost charged to the statement of profit and loss has been considered as deemed investment from the parent company and credited to Share - based payment reserve in other equity in the books of the company.

The total compensation cost recognized in the statement of Profit and Loss for the year ended March 31, 2022 amounted to ₹ 634.19 Lakhs (March 31, 2021 - ₹ 151.10 lakhs.).

Amendments during 2021-22

On December 7, 2021, VRLSPL has amended the RSU contract as follows:

a) Upon IPO of the Holding Company, the exchange of shares to be allotted by VRLSPL with the shares of the Holding Company are no longer applicable and to the extent shall stand rescinded and not enforceable.

b) The employee shall no longer have option of cash settlement of ₹ 4200 Lakhs and he shall receive only equity shares worth:

   i) ₹ 5,600 Lakhs, or

   ii) Shares valuing 1.33 times of turnover (duly adjusted for proportionate debt) of calendar year ending 31st December 2021 of the company valuing the enterprise at 3 times of turnover (duly adjusted for debt)

c) the employee receives such shares as per (b) above regardless of Veranda Liquidity / Veranda Partial Liquidity event.

Post the balance sheet date, the IPO of the Holding Company was completed, and its shares were listed with effect from April 11, 2022. Consequently, exchange of shares of the holding company against the shares allotted by VRSPL under the RSU will no longer be enforceable.

44.5 ESOPs issued by Brain4ce Education Solutions Private Limited (Subsidiary):

On the date of acquisition of Brain4ce, the subsidiary had granted 89,914 options issued to their eligible employees under the ESOP Scheme which were fully vested but not exercised.

As per the shareholders agreement entered into between the holding company and Brain4ce, these options will be settled through issuance of redeemable preference shares in the ratio of 1:1 instead of issuance of equity shares in the ratio of 1:1. The exercise period has been capped at 31st July, 2024 instead of 96 months from the vesting date. All the redeemable preference shares issued on such exercise will be redeemed at a price of ₹ 2,415 in August 2024. These cash settled share options are accounted for at their fair value on the balance sheet date.

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45 Business Combinations

Subsidiaries

45.1 Brain4ce Education Solutions Private Limited

Group acquired 100% shareholding of Brain4ce Education Solutions Private Limited on 17th September 2021. Goodwill on consolidation was computed as under:

Particulars	Provisional
Property, plant and equipment	37.50
Intangibles	
- Brand - Brain4ce	2,001.94
- Technology - Brain4ce	2,917.29
- Non - Compete - Brain4ce	3,626.93
Cash & Bank Balance	133.79
Other Non Current Assets	257.14
Other Current Assets	635.30
Total Assets	9,609.90
Borrowings	(751.40)
Trade Payables	(1,986.10)
Other Non current financial liability	(1,560.71)
Other Non-Current Liabilities	(73.09)
Other Current Liabilities	(821.17)
- Deferred Tax Liabilities on above intangible assets	-
Total Liabilities	(5,192.47)
Net identifiable Asset Acquired	**4,417.43**

Calculation of Goodwill

Particulars	Provisional
Purchase Consideration	19,567.61
Add: Deferred tax liability recognised on Intangible Assets acquired	2,150.81
Less: Net identifiable assets acquired	4,417.43
Goodwill*	**17,300.99**

*Goodwill is not deductible for tax purpose.

The Group signed a Term Sheet dated July 15 2021 and Share purchase agreement dated August 30 2021 to acquire 100% shareholding and control of Brain4ce Education Solutions Private Limited (Brain4ce) for a total consideration of ₹ 19567.61 Lakhs. The effective date of acquisition is 17th September 2021.

As at 31 March 2022 initial accounting for the business combination is incomplete and Group has recorded the provisional amounts of identified assets and liabilities. Group has initiated the process of identification of assets and liabilities and appointed an external independent expert to carry out detailed Purchase Price Allocation (PPA) of the purchase consideration paid/payable to the shareholders of Brain4ce Education Solutions Private Limited. Group is confident of completing this evaluation during the measurement period (One year from the date of acquisition i.e. 17th September 2021).

At the end of the above process of identification or measurement period whichever is earlier Group shall retrospectively adjust the provisional amounts recognised at the acquisition date or recognise additional assets or liabilities to reflect the new information obtained about the facts and circumstances that existed as on the acquisition date and if known would have affected the measurement of the amounts recognised as of that date.

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45.2 Veranda Race Learning Solutions Private Limited

Group acquired 100% shareholding of Veranda Race Learning Solutions Private Limited on 16th October 2020. Goodwill on consolidation was computed as under:

Particulars	Provisional
Property, plant and equipment	30.70
Cash & Bank Balance	0.45
Other Assets	5.18
Total Assets	**36.33**
Borrowings	18.82
Trade Payables	18.14
Other Current Liabilities	0.02
Total Liabilities	**36.98**
Net identifiable Asset Acquired	(0.65)
Purchase Consideration	0.10
Goodwill	**0.75**

45.3 Veranda Excel Learning Solutions Private Limited

Group acquired 100% shareholding of Veranda Race Learning Solutions Private Limited on 16th October, 2020. Goodwill on consolidation was computed as under:

Particulars	Provisional
Cash & Bank Balance	0.32
Investment	-
Loans	11.91
Other assets	94.85
Total Assets	**107.08**
Borrowings	102.32
Trade Payables	9.70
Other Current Liabilities	0.84
Total Liabilities	**112.86**
Net identifiable Asset Acquired	(5.77)
Purchase Consideration	0.10
Goodwill	**5.87**

45.4 Veranda IAS Learning Solutions Private Limited

On February 26, 2021, Group incorporated wholly owned subsidiary Veranda IAS Learning Solutions Private Limited with a share capital of ₹ 1 Lakh which is offering affordable online learning solutions for IAS course through experienced faculty members.

45.5 Goodwill on consolidation

Goodwill represents goodwill on consolidation and is the excess of purchase consideration paid over net asset value of acquired subsidiary on the date of such acquisition. Such goodwill is tested for impairment annually or more frequently, if there are indicators for impairment. The management does not foresee any risk of impairment on the carrying value of goodwill as at reporting date.

Goodwill on consolidation as at March 31, 2022 stood at ₹ 17,307.61 Lakhs. The Group acquired 100% equity share stake in Brain4ce Education Solutions Private Limited during the period and excess purchase consideration paid over the net assets taken over to the extent was recognised as Goodwill amounting to INR 17,300.99 Lakhs on the acquisition.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

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

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to the Group's cash generating unit that is expected to benefit from the synergies of the acquisition. The Chief operating decision maker reviews the goodwill for any impairment at each reporting date. The fair value of a CGU is determined based on pre-tax cash flow projections for a CGU over a period of five years. As of March 31, 2022 the estimated recoverable amount of the CGU exceeds its carrying amount. The recoverable amount was computed based on the fair value less cost to sell being higher than value-in-use. The values assigned to the key assumptions represents management assessment of future trend in the relevant industries and have been based on both historical data from both internal and external sources:-

Particulars	For the year ended March 31, 2022
Discount rate	16.24%
Terminal value of growth rate	5.00%

46 Estimation of uncertainties relating to the global health pandemic from COVID-19

M/s. Veranda Learning Solutions Limited ("The Holding Company") has made detailed assessment of its liquidity position for the next year and the recoverability and carrying value of its assets comprising other assets, PPE & Intangibles etc., Based on current indicators of future economic conditions, M/s. Veranda Learning Solutions Limited ("The Holding Company") expects to recover the carrying amount of these assets. The situation is changing rapidly giving rise to inherent uncertainty around the extent and timing of the potential future impact of the COVID-19 which may be different from that estimated as at the date of approval of the financial statements. M/s. Veranda Learning Solutions Limited ("The Holding Company") will continue to closely monitor any material changes arising of future economic conditions and impact on its business.

47 Ratio analysis

a) Current Ratio = Current Assets/ Current Liabilities

Particulars	March 31, 2022	March 31, 2021
Current assets	12,304.13	506.54
Current liabilities	13,680.37	1,153.39
Ratio	**0.90**	**0.44**

Change in ratios of more than 25% is compared to the previous years is because the company has started its commercial operations in September 2020.

b) Debt - Equity Ratio = Total debt divided by Total equity where total debt refers to sum of current & non current borrowings

Particulars	March 31, 2022	March 31, 2021
Total debt	20,326.27	615.81
Total equity	7,697.98	(5.95)
Ratio	**2.64**	**(103.56)**

Change in ratios of more than 25% is compared to the previous years is because the company has started its commercial operations in September 2020.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

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

c) Debt Service Coverage Ratio (DSCR) = Earnings available for debt services divided by Total interest and principal repayments

Particulars	March 31, 2022	March 31, 2021
Loss before tax for the period	(3,905.21)	(762.45)
Add: Non cash expenses and finance costs		
Depreciation and amortization expense	1,382.45	63.40
Finance costs	833.15	2.57
Earnings available for debt services	(1,689.62)	(696.47)
Interest cost on borrowings	459.70	0.88
Principle repayments	(71.32)	(14.80)
Total interest and principal repayments	388.38	(13.92)
Ratio	**(4.35)**	**50.04**

Change in ratios of more than 25% is compared to the previous years is because the company has started its commercial operations in September 2020.

d) Return on Equity Ratio / Return on Investment Ratio = Net profit after tax divided by Equity

Particulars	March 31, 2022	March 31, 2021
Loss before tax for the period	(3,905.21)	(762.45)
Total Equity	7,697.98	(5.95)
Ratio	**(0.51)**	**128.22**

Change in ratios of more than 25% is compared to the previous years is because the company has started its commercial operations in September 2020.

e) Inventory Turnover Ratio = Purchases Changes in inventory divided by closing inventory

Particulars	March 31, 2022	March 31, 2021
Purchases	268.43	98.51
Changes in inventory	9.17	(71.31)
Closing Inventory	(63.65)	(72.48)
Ratio	**(4.36)**	**(0.38)**

Change in ratios of more than 25% is compared to the previous years is because the company has started its commercial operations in September 2020.

f) Trade Receivables turnover ratio = Credit Sales divided by Closing trade receivables

Particulars	March 31, 2022	March 31, 2021
Credit sales	7,504.88	253.96
Closing trade receivables	345.04	31.52
Ratio	**21.75**	**8.06**

Change in ratios of more than 25% is compared to the previous years is because the company has started its commercial operations in September 2020.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

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

g) Trade payables turnover ratio = Credit purchases divided by closing trade payables

Particulars	March 31, 2022	March 31, 2021
Credit purchases	260.74	96.57
Closing trade payables	3,520.11	336.59
Ratio	**0.07**	**0.29**

Change in ratios of more than 25% is compared to the previous years is because the company has started its commercial operations in September 2020.

h) Net capital Turnover Ratio =Revenue from Operations divided by Net Working capital (whereas net working capital= current assets - current liabilities)

Particulars	March 31, 2022	March 31, 2021
Revenue from operations	7,504.88	253.96
Net Working Capital	(1,376.24)	(646.85)
Ratio	**(0.49)**	**(0.49)**

Change in ratios of more than 25% is compared to the previous years is because the company has started its commercial operations in September 2020.

i) Net profit ratio = Net profit after tax divided by Revenue from operations

Particulars	March 31, 2022	March 31, 2021
Loss for the year	(5,849.49)	(827.63)
Revenue from operations	7,504.88	253.96
Ratio	**(0.78)**	**(3.26)**

Change in ratios of more than 25% is compared to the previous years is because the company has started its commercial operations in September 2020.

j) Return on Capital employed- pre cash (ROCE)=Earnings before interest and taxes(EBIT) divided by Capital Employed- pre cash

Particulars	March 31, 2022	March 31, 2021
(Loss) before tax (A)	(3,905.21)	(762.45)
Finance Costs* (B)	833.15	2.57
Other income* (C)	55.27	0.48
EBIT (D) = (A)+(B)-(C)	**(3,127.33)**	**(760.35)**
Capital Employed- Pre Cash (J)=(E)-(F)-(G)-(H)-(I)	**16,799.32**	**(46.14)**
Total Assets (E)	38,113.90	1,151.96
Current Liabilities (F)	13,680.37	1,153.39
Current Investments (G)	-	-
Cash and Cash equivalents (H)	4,870.11	42.71
Bank balances other than cash and cash equivalents (I)	2,764.10	2.00
Ratio (D/J)	**(0.19)**	**16.48**

Change in ratios of more than 25% is compared to the previous years is because the company has started its commercial operations in September 2020.

The Non-GAAP measures presented may not be comparable to similarly titled measures reported by other companies. Further, it should be noted that EBIDTA, EBITDA Margin, Gross Margin, Net worth, Return on Net Worth, Net Asset Value (per Equity Share), debt equity ratio, Return on Capital Employed, Return on Equity is not a measure of operating performance or liquidity defined by generally accepted accounting principles and may not be comparable to similarly titled measures presented by other companies.

Notes to the Consolidated Financial Statements

for the year ended March 31, 2022

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

48 Events after the Reporting Date

48.1 The Company completed its Initial Public Offering (IPO) of its equity shares which have been listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) with effect from April 11, 2022. The net proceeds from the fresh issue of the IPO would be utilised towards the following:-

i) Repayment or pre-payment, in part or full of all or certain of our borrowings;

ii) Repayment of a bridge loan availed specifically for the purpose of discharge of acquisition consideration of Edureka; and

iii) Growth initiatives

iv) General corporate purposes

48.2 The Group signed a Share purchase agreement dated April 25, 2022 to acquire 100% share holding and control of Advanced Educational Activities Private Limited (AEAPL) for a total consideration of ₹ 28,700 Lakhs.

49 Approval of consolidated financial statements.

The Consolidated financial statements.were approved by the Board of Directors and authorised for issuance on May 30, 2022.

For and on behalf of the Board of Directors

Kalpathi S Suresh
Executive Director cum Chairman

R Rangarajan
Chief Financial Officer

M Anantharamakrishnan
Company Secretary

Place : Chennai
Date : May 30, 2022

Notice to the Shareholders

NOTICE is hereby given that the Fourth Annual General Meeting of the Company will be held on **FRIDAY, 30th September 2022 at 11.00.A.M IST** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

Ordinary Business

1. **To Receive, Consider and Adopt:**

   The Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year Ended March 31, 2022 the Reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 and the Report of the Board of Directors and the Auditors of the Company thereon, as circulated to the members be and are hereby considered and adopted"

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

   "**RESOLVED THAT** Mr.Kalpathi S Ganesh, Director (DIN: 00526451), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company to liable to retire by rotation."

Special Business:

3. **Grant of employee stock options to the employees of associate company(ies) of the company under 'veranda learning solutions limited- employee stock option plan 2022'.**

   To Consider and, if thought fit, to pass the following resolution as a Special Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, relevant provisions of the Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/ notifications/ guidance/frequently asked questions issued thereunder, as amended from time to time (collectively referred as "SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the consent of the members' of the Company be and is hereby accorded authorizing the Board of Directors of the Company to grant from time to time, in one or more tranches, such number of employee stock options ("Options") under the 'Veranda Learning Solutions Limited-Employee Stock Option Plan 2022' ("ESOP 2022"/ "Plan") within the limit prescribed therein to or for the benefit of such person(s) who are exclusively working with any **existing or future associate company(ies),** in India or outside India, including any Director thereof, whether whole time or otherwise, exercisable into corresponding number of equity shares of face value of ₹ 10/- (Rupees Ten) each fully paid-up upon exercise to be allotted to the Option grantee by the Company, on such terms and in such manner as the Board /Committee may decide in accordance with the provisions of the applicable laws and the provisions of ESOP 2022.

(By order of the Board)

M. Anantharamakrishnan
Company Secretary and
Compliance Officer
ACS: 7187

Place: Chennai
Date: 08th September, 2022

I. General Instructions & Information:

1. In view of the outbreak of CoVID-19 pandemic, social distancing norms is being followed and pursuant to the General Circular No. 02/2022 dated 05th May 2022, General Circular No.02/2021 dated 13th January, 2021, General Circular No.19/2021 dated 08th December 2021 and 21/2021 dated 14th December 2021 issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 issued by the Securities and Exchange Board of India ("SEBI") and in compliance with the provisions of the Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), physical attendance of the Members at the AGM venue is not required and AGM can be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate at the ensuing AGM through VC/OAVM.

2. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment at this AGM is annexed.

3. Pursuant to the General Circular No. 02/2022 dated 05th May, 2022, issued by the Ministry of Corporate Affairs (MCA), the facility to appoint proxy to attend and cast vote on behalf of the members is not applicable for this 4th AGM. Hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-Voting.

4. The Members can join the AGM in the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend AGM without restriction on account of first come first served basis.

5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to bharathi.j@akshayacs.com with a copy marked to Registrar and Share Transfer Agent (RTA) at mohan.a@kfintech.com.

6. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 05th May, 2022, Notice of the 04th AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories as on Tuesday, 06th September, 2022. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.verandalearning.com and website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Central Depository Services (India) Limited www.evotingindia.com

7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

8. The register of members and the share transfer register will remain closed for a period of seven clear days from Thursday, 22nd September 2022 to Friday, 30th September 2022 for the purpose of AGM.

9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members holding shares in electronic form are requested to advise change of their address to their Depository Participants. Members are also advised not to leave their demat account(s) dormant for a long period. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant of securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holdings shares in physical form can submit their PAN details to the company.

11. Members holding shares in physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding / trading.

12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form to their Depositories.

13. Members, holding shares in physical form, are requested to notify / send the following to the Registrar and Share Transfer Agent (KFin Technologies Limited (formerly known as KFin Technologies Private Limited) of the Company: -

    a) any change in their address / bank mandate.

    b) particulars of their bank account, in case they have not been sent earlier.

    c) nomination in Form SH-13, in duplicate, as provided under Section 72 of the Companies Act, 2013, in case they have not been sent earlier.

    d) share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into one account.

14. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by Central Depository Services (India) Limited (CDSL), on all the resolutions set forth in this Notice. Members holding shares either in physical form or in dematerialized form, as on Thursday 22nd September, 2022 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by Central Depository Services (India) Limited (CDSL) for voting thereafter. Those Members, who are present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the AGM.

15. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

16. The Voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off date Thursday 22nd September, 2022. Members whose names appear on the Register of Members / List of Beneficial Owners as on Cut-off date i.e Thursday 22nd September, 2022 will be considered for the purpose of availing Remote e-Voting or Vote in the Annual General Meeting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

17. The board has appointed Ms. Bharathi. J, Practising Company Secretary,holding certificate of practice (CP No.24897) issued by the Institute of Company Secretaries of India (ICSI) as the Scrutinizer (ID: Bharathi.J) to Scrutinize the e-Voting process in a fair and transparent manner.

18. The Scrutiniser shall, immediately after the conclusion of voting at annual general meeting, unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company. Scrutiniser shall within 2 working days of conclusion of the meeting submit the report to the Chairman / Chief Financial Officer & Company Secretary of the Company.

19. The voting results of the Annual General Meeting will be declared and communicated to the Stock Exchanges and would also be displayed on the Company's website at www.verandalearning.com and will also available in website of Central Depository Services (India) Limited (CDSL) www.evotingindia com.

AGM-CALENDER

Sr. No.	Particulars	Date
1	Cut off date for Eligibility of Voting for the AGM	Thursday, 22nd September 2022
2	Remote E-Voting Period	Tuesday, 27th September, 2022 From 9:00 A.M.(IST) and ends on Thursday, 29th September, 2022 at 05:00 P.M.(IST)
3	Date & Time of AGM	Friday, 30th September, 2022 at 11.00 a.m.

II. The instructions for members for remote e-voting are as under:

Please read the instructions printed below before exercising your vote. These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on Friday, 30th September, 2022.

(i) The voting period begins on Tuesday, 27th September, 2022 From 9:00 A.M.(IST) and ends on Thursday, 29th September, 2022 at 05:00 P.M.(IST). 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 Thursday, 22nd September, 2022. may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with **CDSL**	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.
	2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.
	3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800225533.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(V) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

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

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	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. • 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.

(vi). After entering these details appropriately, click on "SUBMIT" tab.

(vii). Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 shareholders 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 for the relevant <Company Name> 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv). If a demat account holder has forgotten the 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). **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; bharathi.j@akshayacs.com and secretarial@verandalearning.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Instructions for shareholders attending the AGM through vc/oavm & e-voting during meeting are as under:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **04 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in 04 days advance **prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Process for those shareholders whose email/mobile No. are not registered with the company/depositories.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Senior Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800225533.

Explanatory statement pursuant to Section 102 of the Companies Act, 2013.

Details of directors seeking re-appointment at the 04th Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting.

Item No: 02

Reappointment of Mr. Kalpathi S Ganesh, (DIN: 00526451) as a Director of the Company

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Kalpathi S Ganesh, Non-Executive Director of the company, retires at this Annual General Meeting and being eligible for Re-appointment, offers himself for Re-appointment subject to approval of Shareholders.

Further in terms of Regulation 36 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, a brief resume of the Director who is proposed to be re-appointed in this meeting, nature of his expertise in specific functional areas, disclosure of relationships between Directors inter-se, his other Directorship and the membership, his shareholdings are given below:

<table>
<tr><td>Name</td><td colspan="2">Mr. Kalpathi S Ganesh</td></tr>
<tr><td>Age</td><td colspan="2">59 years</td></tr>
<tr><td>DIN</td><td colspan="2">00526451</td></tr>
<tr><td>Qualification</td><td colspan="2">He holds a Bachelor’s degree in Applied Sciences from the college of Engineering at Guindy, Master of Science in Software Systems Branch from the Birla Institute of Technology and Science, and AMIE from the Institution of Engineers (India).</td></tr>
<tr><td>Experience and other details</td><td colspan="2">He started his entrepreneurial journey in 1991 with founding SSI, along with our other Promoters. He served as the Promoter and Vice-Chairman of SSI. SSI was engaged in providing software education and IT training in emerging software technologies and established itself as a leading player in India. Under his leadership, SSI achieved various milestones such as becoming a public listed company, entering into a joint venture with NASDAQ, acquiring Albion Orion Company LLC and also acquiring controlling stake in Aptech Limited, a publicly listed entity.

Under his guidance, SSI also positioned itself as a company engaged in the business of hospitality and property development.

He, along with our other Promoters founded Kalpathi Investments Private Limited, a NBFC in year 2007 which invest in various ventures.

In the year 2003, he along with our other Promoters also embarked into the entertainment industry by founding a production house in AGS Entertainment Private Limited and further ventured into film exhibition and established AGS Cinemas Private Limited.</td></tr>
<tr><td>Date of first appointment on the Board</td><td colspan="2">September 07, 2020</td></tr>
<tr><td>Shareholding in the Company</td><td colspan="2">He holds 1,20,32,132 fully Paid-up Equity Shares of ₹ 10/- each</td></tr>
<tr><td>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</td><td colspan="2">Mr. Kalpathi S Ganesh, Non- Executive Director is a brother of Mr. Kalpathi S Aghoram Non- Executive Director Cum Vice Chairman, Mr. Kalpathi S Suresh, Executive Director Cum Chairman and Uncle of Mrs. Kalpathi A Archana, Non- Executive Director.</td></tr>
<tr><td>Number of meetings of the Board attended during the year</td><td colspan="2">26 Board Meetings</td></tr>
<tr><td rowspan="5">Other Directorships, Memberships / Chairmanship of Committees of other Boards</td><td>Directorship</td><td>Committee Membership</td></tr>
<tr><td>1. Kalpathi Investments Private Limited.</td><td rowspan="4">NIL</td></tr>
<tr><td>2. AGS Cinemas Private Limited.</td></tr>
<tr><td>3. AGS Entertainment Private Limited</td></tr>
<tr><td>4. Yuva Active Advocacy Forum</td></tr>
<tr><td>Nature of expertise in specific functional area</td><td colspan="2">He possesses experience in finance, education, information technology, and the entertainment industry</td></tr>
</table>

Item No: 03

Grant of employee stock options to the employees of associate company(ies) of the company under 'veranda learning solutions limited- employee stock option plan 2022'

The Company had implemented an employee stock option scheme namely 'Veranda Learning Solutions Limited- Employee Stock Option Plan 2022' (ESOP 2022/ Plan) with a view to attract, retain, incentivise and motivate its eligible employees and employees of the subsidiary company(ies) to contribute to the growth and profitability of the Company and to enable them to get a share in the value, they create for the Company in the years to come. The Plan was originally approved by the members of the Company by way of a special resolution dated 27th May, 2022 in due compliance of the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SBEB Regulations). The Company had granted employee stock options (Options) thereunder.

As the business is growing and in view of delivering long term sustainable corporate growth and creation of shareholder value, it is thought expedient to reward the talents working exclusively with the associate company(ies) for their contribution to the corporate growth, to create a co-ownership, and to retain the key resources of the associate company(ies). Consequently, the coverage of core members of the strategic team shall also be extended to include employees of the associate company(ies).

In this regard, it is informed to the Company that separate shareholders' approval by way of a special resolution was not obtained earlier by the Company to grant Options to employees of the associate company(ies). In terms of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SBEB Regulations), the Company now seeks your approval to facilitate grant of Options to employees of the associate company(ies), as decided from time to time as per provisions of the ESOP 2022 read with provisions of SBEB Regulations.

Accordingly, the Nomination and Remuneration Committee of the Directors (Committee) and the Board of Directors of the Company at their respective meetings held on 13th August 2022 had approved before the proposal of grant of Options to employees of the associate company(ies) subject to your approval.

Features of the Plan (except stated above) shall remain the same as last approved vide special resolution dated 27th May, 2022 and are reproduced again in terms of SBEB Regulations as under:

A. Brief Description of the Plan:

Keeping view the aforesaid objectives, the Plan contemplates grant of options to the eligible employees of the Company and/or subsidiary company or group company including associate company. After vesting of options, the eligible employees earn a right, but not obligation, to exercise the vested options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon.

The Nomination and Remuneration Committee shall act as compensation committee for the administration of Plan. All questions of interpretation of the Plan shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Plan.

B. Total number of options to be granted:

The total number of options to be granted under the Plan shall not exceed 27,88,775 (Twenty Seven Lakhs Eighty Eight Thousand Seven Hundred and Seventy Five) Comprising of 16,73,265 (Sixteen Lakhs Seventy Three Thousand two Hundred and Sixty Five) Options to the Strategic Team (defined under the Plan) and 11,15,510 (Eleven Lakhs Fifteen Thousand Five Hundred and Ten) Options to the other eligible Employees. Each option when exercised would be converted in to one equity share (Share) of ₹ 10/- (Rupees Ten) each fully paid-up.

Further, SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the options granted. In this regard, the Committee shall adjust the number and price of the options granted in such a manner that the total value of the options granted under the Plan remain the same after any such corporate action. Accordingly, if any additional options are issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of 27,88,775 (Twenty Seven Lakhs Eighty Eight Thousand Seven Hundred and Seventy Five), shall be deemed to be increased to the extent of such additional options issued.

C. Identification of classes of employees entitled to participate in the Plan:

All employees and Directors (hereinafter referred to as Employees) of the Company and/ or subsidiary company, shall be eligible subject to determination or selection by the Committee. Following classes of employees/ Directors are eligible being:

(i) an employee as designated by the Company, who is exclusively working in India or outside India; or

(ii) a director of the Company, whether whole time or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or

(iii) an employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary company or its associate company in India or outside India, or of a holding company of the company.

But excludes

a. an employee who is a promoter or belongs to the promoter group; and

b. a director who either by himself or through his relatives or through anybody corporate, directly or indirectly holds more than 10% of the issued and subscribed Shares of the Company.

D. Requirements of Vesting and period of Vesting:

All the options granted on any date shall vest not earlier than minimum period of 1 (One) year and not later than a maximum period of 4 (Four) years from the date of grant of options as may be determined by the Committee. The Committee may extend, shorten, or otherwise vary the vesting period from time to time subject to these minimum and maximum vesting period.

The vesting dates in respect of the options granted under the Plan shall be determined by the Committee and may vary from an employee to employee or any class thereof and / or in respect of the number or percentage of options to be vested.

Options shall vest essentially based on continuation of employment/ service as per requirement of SEBI SBEB & SE Regulations. Apart from that the Committee may prescribe achievement of any performance condition(s) to one or more Employee covered under the Plan, on a mutually agreed basis, subject to satisfaction of which the Options would vest.

E. Maximum period within which the options shall be vested:

All the options granted on any date shall vest not later than a maximum of 4(Four) years from the date of grant of options as stated above.

F. Exercise price or pricing formula:

For Strategic Team:

The Exercise Price shall be 50% of the IPO Price.

For Others forming part of general team:

The Exercise Price shall be at 25% discount to Current Market Price at the time of grant.

Provided that in any circumstances, the exercise price shall not be less than the face value of the Share as on date of grant of such option.

G. Exercise period and the process of exercise:

The exercise period would commence from the date of vesting and will expire on completion 6 (Six) years from the date of respective vesting, or such other shorter period as may be decided by the Committee from time to time.

The vested option shall be exercisable by the option grantees by a written application to the Company expressing his/ her desire to exercise such options in such manner and on such format as may be prescribed by the Committee from time to time. Exercise of options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the option grantee. The options shall lapse if not exercised within the specified exercise period.

H. Appraisal process for determining the eligibility of employees under the Plan:

The Appraisal process for determining the eligibility of the Employees will be based on designation, period of service, performance linked parameters such as work performance and such other criteria as may be determined by the Committee at its sole discretion, from time to time

I. Maximum number of options to be issued per employee and in aggregate:

The maximum number of options that may be granted to any specific employee and in aggregate, under the Plan shall not exceed 1% of the issued capital excluding outstanding warrants and conversions of the Company at the time of grant of options.

J. Maximum quantum of benefits to be provided per employee under the Plan:

Apart from grant of options as stated above, no monetary benefits are contemplated under the Plan.

K. Route of the Plan implementation:

The Plan shall be implemented and administered directly by the Company.

L. Source of acquisition of shares under the Plan:

The Plan contemplates issue of fresh/ primary shares by the Company.

M. Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc,:

This is currently not contemplated under the present Plan.

N. Maximum percentage of secondary acquisition:

This is not relevant under the present Plan.

O. Accounting and Disclosure Policies:

The Company shall follow the IND AS 102 on Share-based payments and/ or any relevant accounting standards as may be prescribed by the Institute of Chartered Accountants of India or any other appropriate authority, from time to time, including the disclosure requirements prescribed therein, in compliance with relevant provisions of SEBI SBEB & SE Regulations. In case, the existing guidance note, or accounting standards do not prescribe accounting treatment or disclosure requirements, any other Accounting Standard that may be issued by ICAI or any other competent authority shall be adhered to in due compliance with the requirements of Regulation 15 of SEBI SBEB & SE Regulations.

P. Method of option valuation:

The Company shall adopt 'fair value method' for valuation of options as prescribed under guidance note or under any accounting standard, as applicable, notified by appropriate authorities from time to time.

Q. Terms & conditions for buyback, if any, of specified securities/ Options covered granted under the Plan:

Subject to the provisions of the then prevailing applicable laws, the Committee shall determine the procedure for buy-back of Options granted under the Plan if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

R. Lock-in period:

The shares issued pursuant to exercise of options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended.

S. Declaration:

In case, the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

Consent of the members is being sought by way of special resolution pursuant to the Regulation 6 of the SBEB Regulations.

None of the Directors, key managerial personnel of the Company including their relatives are interested or concerned in the resolutions, except to the extent of options granted and they may be lawfully granted options under the Plan.

In light of above, you are requested to accord your approval to the Special Resolution as set out at in Item No.3 of the accompanying notice.

(By order of the Board)

M. Anantharamakrishnan
Company Secretary and
Compliance Officer
ACS: 7187

Place: Chennai
Date: 08th September, 2022

Veranda

Annual Report 2021-22

Corporate Office

Veranda Learning Solutions Ltd
34, Thirumalai Pillai road,
T. Nagar, Chennai, Tamil Nadu – 600 017

Website

https://www.verandalearning.com/

/Concept, content and design at AICL (hello@aicl.in)