

Veranda Learning Solutions Limited
(formerly known as Veranda Learning Solutions Private Limited)

Consolidated Balance Sheet as at March 31, 2021

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

Particulars	Notes	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
I. ASSETS				
1. Non Current Assets				
(a) Property, plant and equipment	4	139.17	-	-
(b) Intangible Assets	4	159.61	-	-
(c) Right-of-use Assets	5	77.05	-	-
(d) Intangible Asset Under Development	6	216.55	-	-
(e) Goodwill on Consolidation	7	6.62	-	-
(f) Deferred Tax Asset Net	8	0.79	-	-
(g) Other non current assets	9	45.64	-	-
Total non-current assets		645.43	-	-
2. Current assets				
(a) Inventories	10	72.48	-	-
(b) Financial assets				
(i) Trade Receivables	11	31.52	-	-
(ii) Cash and cash equivalents	12	42.71	0.09	0.10
(iii) Bank balances other than (iii) above	12	2.00	-	-
(iv) Other financial assets	13	98.51	-	-
(c) Current tax assets	14	23.11	-	-
(d) Other current assets	15	236.21	-	5.00
Total current assets		506.54	0.09	5.10
Total assets		1,151.96	0.09	5.10
II. EQUITY AND LIABILITIES				
1. Equity				
(a) Equity share capital	16	700.00	0.10	0.10
(b) Other equity	17	(705.95)	(29.42)	(9.84)
Total equity		(5.95)	(29.32)	(9.74)
2. Liabilities				
Non-current liabilities				
(a) Provisions	18	4.52	-	-
Total non-current liabilities		4.52	-	-
3. Current liabilities				
(a) Financial liabilities				
(i) Borrowings	19	615.81	11.59	5.29
(ii) Trade payables	20			
(a) Total outstanding dues of Micro Enterprises and Small Enterprises		91.45	-	-
(b) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		245.14	16.37	8.67
(iii) Lease Liabilities	5	77.06	-	-
(iv) Other financial liabilities	21	0.78	-	-
(b) Provisions	22	0.34	-	-
(c) Other current liabilities	23	122.82	1.45	0.88
Total current liabilities		1,153.40	29.41	14.84
Total liabilities		1,157.91	29.41	14.84
Total equity and liabilities		1,151.96	0.09	5.10

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



For and on behalf of the Board of Directors

K Praveen Kumar
Director

R Rangarajan
Director

Place : Chennai
Date : October 28, 2021

Place : Chennai
Date : October 28, 2021

Veranda Learning Solutions Limited
(formerly known as Veranda Learning Solutions Private Limited)

Consolidated Statement of Profit and Loss for the year ended March 31, 2021

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

Particulars	Notes	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
A Income			
Revenue from operations	24	253.96	-
Other income	25	0.48	-
Total Income		254.43	-
B Expenses			
Cost of materials consumed	26	0.77	-
Purchase of Stock - in - trade	27	96.57	-
Changes in Inventory of Stock - in - trade	28	(71.31)	-
Employee benefit expenses	29	320.45	-
Finance Cost	30	2.57	-
Depreciation and amortization expense	31	63.40	-
Other expenses	32	670.39	19.58
Total expenses		1,082.86	19.58
C Loss before tax		(828.42)	(19.58)
D Tax Expense			
Current tax		-	-
Deferred tax	33	(0.79)	-
E Loss for the year		(827.63)	(19.58)
F Other comprehensive income			
Items that will not be subsequently reclassified to profit or loss			
Re-measurement gains/(losses) on defined benefit obligations		-	-
Income-tax relating to items that will not be subsequently reclassified to profit or loss			
Re-measurement gains/(losses) on defined benefit obligations		-	-
Other comprehensive income/(loss) for the year, net of tax		-	-
G Total comprehensive loss for the year		(827.63)	(19.58)
H Earnings per share in INR			
Basic earnings per share (Nominal value per equity share of Rs.10) (March 31, 2020, Rs.10)		(7.29)	(195.80)
Diluted earnings per share (Nominal value per equity share of Rs.10) (March 31, 2020, Rs.10)		(7.29)	(195.80)

See accompanying notes forming part of the consolidated financial statements

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For Deloitte Haskins & Sells
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Ananthi Amarnath
Partner



For and on behalf of the Board of Directors

[Signature]

K Praveen Kumar
Director

[Signature]

R Rangarajan
Director

Place : Chennai
Date : October 28, 2021

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Date : October 28, 2021

Veranda Learning Solutions Limited
(formerly known as Veranda Learning Solutions Private Limited)

Consolidated Statement of Cash Flow for the year ended March 31, 2021
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Particulars	For the Year Ended March 31, 2021	For the Year Ended March 31, 2020
Cash Flow From Operating Activities		
Loss before tax	(828.42)	(19.58)
Adjustments for non cash expenditure		
Finance Cost	2.57	-
Share based payment expense	151.10	-
Depreciation and amortization expense	63.40	-
Interest Income on Fixed deposits	(0.24)	-
Interest on unwinding of Security Deposit	(0.24)	-
	(611.82)	(19.58)
Change in operating assets and liabilities		
(Increase)/ decrease in Inventories	(72.48)	-
(Increase)/ decrease in trade receivables	(31.52)	-
(Increase)/ decrease in Other financial assets	(98.51)	-
(Increase)/ decrease in Other assets	(181.57)	5.00
Increase/ (decrease) in provisions and other liabilities	4.52	0.57
Increase/ (decrease) in provisions - Current	0.34	-
Increase/ (decrease) in trade payables	292.38	7.70
Increase/ (decrease) in Other Financial liabilities	77.06	-
Increase/ (decrease) in Other current liabilities	122.96	-
	(498.64)	(6.31)
Cash generated from operations	(498.64)	(6.31)
Less : Income taxes paid (net of refunds)	(23.11)	-
	(521.75)	(6.31)
Net cash from (used in) operating activities (A)	(521.75)	(6.31)
Cash Flows From Investing Activities		
Purchase of property, plant and equipment and intangible assets	(520.71)	-
Right of Use assts	(104.36)	-
Investments in subsidiaries	(0.20)	-
Investment in Fixed Deposit	(1.76)	-
Loans provided	11.91	-
	(615.13)	-
Net cash from investing activities (B)	(615.13)	-
Cash Flows From Financing Activities		
Proceeds from issue of equity share capital	699.90	-
Proceeds from borrowings	495.42	6.30
Repayment of Borrowings	(14.80)	-
Finance Cost	(0.11)	-
Interest on lease liabilities	(1.68)	-
	1,178.73	6.30
Net cash from financing activities (C)	1,178.73	6.30
Net increase (decrease) in cash and cash equivalents (A+B+C)	41.85	(0.01)
Cash and cash equivalents at the beginning of the year	0.09	0.10
Cash inflow on account of acquisition of subsidiaries	0.77	-
Cash and cash equivalents at end of the year	42.71	0.09
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 12)		
Balances with banks - current accounts	42.34	0.09
Cash on hand	0.37	-
	42.71	0.09
3. Direct taxes paid are treated as arising from operating activities and are not bifurcated between investing and financing activities.		



Veranda Learning Solutions Limited
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Consolidated Statement of Cash Flow for the year ended March 31, 2021
 (All amounts are in lakhs of Indian Rupees, unless otherwise stated)

4. Statement of Reconciliation of financing activities :

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Opening Balance	11.59	5.29
Proceeds from borrowings	495.42	6.30
Repayment of borrowings	(14.80)	-
Non Cash Changes	-	-
addition due to business combination	121.14	-
Interest Expense	2.57	-
Interest Paid	(0.11)	-
Closing Balance	615.81	11.59

- 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

Ananthi Amamath
Partner



Place : Chennai

Date : October 28, 2021

For and on behalf of the Board of Directors

K Praveen Kumar

K Praveen Kumar
Director

Place : Chennai

Date : October 28, 2021

R Rangarajan

R Rangarajan
Director

Veranda Learning Solutions Limited

(formerly known as Veranda Learning Solutions Private Limited)

Consolidated Statement of Changes in Equity for the year ended March 31, 2021

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


Statement of changes in equity**(A) Equity share capital**

	No of Shares	Amount
Balance at the beginning of April 1, 2019	1,000	0.10
Changes in equity share capital during the year (Refer Note 17)	-	-
Balance at the end of March 31, 2020	1,000	0.10
Issue of equity share capital during the year (Refer Note 17)	69,99,000	699.90
Equity share arising on share split from Rs.10 to Rs.1 per share (Refer Note 17(4))	6,30,00,000	-
Balance at the end of March 31, 2021	7,00,00,000	700.00

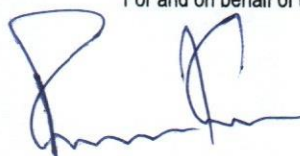

(B) Other equity

Particulars	ESOP	Retained Earnings	Total
Balance as at April 1, 2019	-	(9.84)	(9.84)
Loss for the year	-	(19.58)	(19.58)
Other comprehensive income / (loss), net of tax	-	-	-
Total comprehensive loss for the year	-	(19.58)	(19.58)
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	-	-	-
Total comprehensive loss for the year	-	(827.63)	(827.63)
Employee stock option reserve (Refer Note 29)	151.10	-	151.10
Balance as at March 31, 2021	151.10	(857.05)	(705.95)

See accompanying notes forming part of the consolidated financial statements

In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants
Ananthi Amarnath
PartnerPlace : Chennai
Date : October 28, 2021

For and on behalf of the Board of Directors


K Praveen Kumar
DirectorPlace : Chennai
Date : October 28, 2021
R Rangarajan
Director

Veranda Learning Solutions Limited
(formerly known as Veranda Learning Solutions Private Limited)

Notes to Consolidated Financial Statements for the year ended March 31, 2021

1 Corporate 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 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 - Tamilnadu Public Service Commission (TNPSC), SSC, RRB and Banking exams, Chartered Accountancy and IAS courses

1.1 The group subsidiaries are set out below

Name of the Subsidiary	Country of Incorporation	Proportion of ownership 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
M/s. Veranda XL Solutions Private Limited (Formerly Known as M/s. Veranda Excel Solutions Private Limited)	India	100%	16-Oct-20
M/s. Veranda IAS Learning Solutions Private Limited*	India	100%	Not applicable

* The Company has incorporated on 26th February 2021 by the Holding Company

1.2 Comparative Financial Information

The subsidiaries of the Company was acquired/incorporated during the year 2020-21. Accordingly, this is the first year of preparation of consolidated financial statements of the Company. Therefore, comparative information in respect of the preceding periods represents the standalone financial statements of the Parent.

2A Recent accounting pronouncements

"On March 24, 2021, the Ministry of Corporate Affairs ("MCA") through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

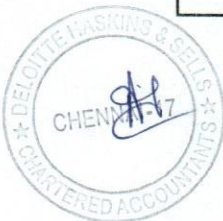
Balance Sheet:

- Lease liabilities should be separately disclosed under the head 'financial liabilities', duly distinguished as current or non-current.
- Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.
- If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

Statement of profit and loss:

- Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of the standalone 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



Standards amended during the year:

Amendments to Ind AS 1 and Ind AS 8 – Definition of "material"

The Company has adopted the amendments to Ind AS 1 and Ind AS 8 for the first time in the current period. The amendments make the definition of material in Ind AS 1 easier to understand and are not intended to alter the underlying concept of materiality in Ind ASs. The concept of 'obscuring' material information with immaterial information has been included as part of the new definition.

The threshold for materiality influencing users has been changed from 'could influence' to 'could reasonably be expected to influence'. The definition of material in Ind AS 8 has been replaced by a reference to the definition of material in Ind AS 1. In addition, the MCA amended other Standards that contain the definition of 'material' or refer to the term 'material' to ensure consistency.

The adoption of the amendments has not had any material impact on the disclosures or on the amounts reported in these Consolidated financial statements.

2B Basis of preparation of Consolidated financial statements

i) Statement of compliance

These Consolidated financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013 ('the Act') (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, as amended from time to time.

ii) 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 the 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.

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 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.



3 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:

- 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

Functional and presentation currency

These Consolidated 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).

3.1 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

Operating revenue:

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The company 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 Company 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.

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 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.

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 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 Rs.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.

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
Non compete fee	10

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. 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 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.

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.

k) Sharebased Payments

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

l) 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.



m) 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.

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 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) 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.

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 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.

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 fulfillment 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



Operating leases (where the Company 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 Company is the lessor)

Leases in which the Company 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 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.

s) 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 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.

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.



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4 Property, plant and equipment

Particulars	Tangible Assets				Intangible Assets				Total
	Furniture and fixtures	Office Equipment	Computer	Total	Software	Content cost	Intellectual property rights	Non-concept fees	
Cost as at April, 2019	-	-	-	-	-	-	-	-	-
Additions	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2020	27.48	32.10	69.52	129.10	8.42	75.65	81.00	10.00	175.07
Acquisitions through business combinations	-	-	30.70	30.70	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2021	27.48	32.10	100.22	159.80	8.42	75.65	81.00	10.00	175.07
Accumulated depreciation	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2019	-	-	-	-	-	-	-	-	-
Additions	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2020	1.06	4.94	14.63	20.63	1.99	10.65	2.51	0.31	15.46
Acquisitions through business combinations	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-
As at March 31, 2021	1.06	4.94	14.63	20.63	1.99	10.65	2.51	0.31	15.46
Net Block	-	-	-	-	-	-	-	-	-
As at March 31, 2021	26.42	27.16	85.59	139.17	6.43	65.00	78.49	9.69	159.61
As at March 31, 2020	-	-	-	-	-	-	-	-	-
As at April 01, 2019	-	-	-	-	-	-	-	-	-

Note:

(i) The Group has elected the previous GAAP carrying amount as deemed cost on the date of transition for Property, Plant & Equipment and Intangible Assets. Hence, Net Block of April 1, 2019 is considered as Opening Gross block for April 1, 2019.

(ii) The carrying value as at April 01, 2019 amounting to INR. 0 represent gross cost of INR. 0 net of accumulated depreciation of INR.0 as at March 31, 2019.



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	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
5 Leases			
This note provides information for leases where the Group is a lessee. The Group has leased a rental premises for office purpose. The rent contract has been made for fixed period of 14 months, but may have extension clauses as described in (v) below.			
(i) Amounts recognised in the balance sheet			
The balance sheet shows the following amounts relating to leases:			
5 Right-of-use assets			
Buildings**	77.05	-	-
Total	<u>77.05</u>	<u>-</u>	<u>-</u>
Lease liabilities			
Current***	77.06	-	-
Non-Current	-	-	-
Total	<u>77.06</u>	<u>-</u>	<u>-</u>

Movement of Right-of-use assets and Lease liabilities

** Description of Assets	Buildings	Total
I. Gross carrying amount		
As at April 01, 2019	-	-
Reclassification from property, plant & equipment	-	-
Recognition on account of IND AS 116	-	-
Additions	-	-
Disposals	-	-
As at March 31, 2020	-	-
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	-	-
Ind AS 109 adjustment of Fair Value of security deposits during the	0.90	0.90
As at March 31, 2021	104.36	104.36
II. Accumulated depreciation and impairment		
As at April 01, 2019	-	-
Reclassification from property, plant & equipment	-	-
Depreciation / amortisation charge during the year	-	-
Disposals	-	-
As at March 31, 2020	-	-
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
III. Net carrying amount as at March 31, 2020	-	-
III. Net carrying amount as at March 31, 2021	77.05	77.05

*** Description of Liabilities	As at March 31, 2021	As at March 31, 2020
Opening Balance	-	-
Additions during the year	82.55	-
Lease modifications	20.91	-
Finance Cost accrued	1.68	-
Deletions during the year	-	-
Payment of lease liabilities	(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.

5.2 The impact of changes in accounting policy on account of adoption of Ind AS 116 is as follows:

Particulars	Amount
Decrease in Property, Plant and equipment by	-
Increase in lease liability by	77.06
Increase in right of use assets (net of depreciation) by	77.05
Increase/(decrease) in finance cost by	1.68
Increase/(decrease) in depreciation by	27.31
Increase/(decrease) in rent by	(28.08)



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	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
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5.3 The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2021 on an undiscounted basis:

Particulars	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
Less than one year	77.06	-	-
One to 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	As at March 31, 2021	As at March 31, 2020
Depreciation charge for right-of-use assets (Refer Note 30)	27.31	-
Total	27.31	-

Interest expense (included in finance costs) (Refer Note 29)

1.68

Expense relating to short-term leases (included in other expenses) (Refer Note 31)

50.79

(iii) Amounts recognized in cash flow statement

Particulars	As at March 31, 2021	As at March 31, 2020
Total cash outflows for leases	(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).

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

(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 Under Development

Content development Cost	216.55	-	-
	<u>216.55</u>	<u>-</u>	<u>-</u>

7 Goodwill on Consolidation (Refer note no 41 & 42)

Goodwill on consolidation	6.62	-	-
	<u>6.62</u>	<u>-</u>	<u>-</u>

7.1 Movement of Goodwill during the period / year

Particulars			
Opening Balance	-	-	-
Acquired during the year	6.62	-	-
Closing Balance	<u>6.62</u>	<u>-</u>	<u>-</u>

8 Deferred Tax Asset - Net

Deferred Tax Liability			
On property plant and equipment	(0.21)	-	-
	<u>(0.21)</u>	<u>-</u>	<u>-</u>
Deferred Tax Asset			
On expenses allowable on payment basis	1.00	-	-
	<u>1.00</u>	<u>-</u>	<u>-</u>
Net deferred tax asset	<u>0.79</u>	<u>-</u>	<u>-</u>

The Company has commenced its operations 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 amounting to Rs. 220.48 lakhs (Previous year Rs.5.09 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.



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	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019		
9 Other Non Current Assets					
Capital advances (Refer note no 46(iii))	45.64	-	-		
	<u>45.64</u>	<u>-</u>	<u>-</u>		
10 Inventories					
Valued at lower of cost and Net Realisable value unless otherwise stated					
Packing Material	1.17	-	-		
Stock in Trade (Books)	71.31	-	-		
	<u>72.48</u>	<u>-</u>	<u>-</u>		
11 Trade receivables					
Trade receivables - Unsecured considered good					
Undisputed trade receivables	21.23	-	-		
Receivable from payment gateway	10.29	-	-		
	<u>31.52</u>	<u>-</u>	<u>-</u>		
12 Cash and cash equivalents					
Cash and cash equivalents					
Balances with Banks - In current accounts	42.34	0.09	0.10		
Cash - on - Hand	0.37	-	-		
	<u>42.71</u>	<u>0.09</u>	<u>0.10</u>		
Other bank balances					
In Fixed deposit - with remaining maturity less than 12 months - Under Lien	2.00	-	-		
	<u>44.71</u>	<u>0.09</u>	<u>0.10</u>		
* The fixed deposit are held under lien against issue of Corporate Credit cards					
13 Other Financial assets (Unsecured considered good)					
Security Deposits	98.50	-	-		
Interest accrued but not due on bank deposits	0.01	-	-		
	<u>98.51</u>	<u>-</u>	<u>-</u>		
14 Current tax Asset					
TDS receivable	23.11	-	-		
	<u>23.11</u>	<u>-</u>	<u>-</u>		
15 Other current assets					
Advances to vendors (Refer note no 40.6)	21.65	-	5.00		
Prepaid Expenses	95.76	-	-		
Balance with statutory/government authorities	118.78	-	-		
	<u>236.21</u>	<u>-</u>	<u>5.00</u>		
	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019		
16 Share Capital					
Authorised Share Capital					
25,00,00,000 (March 31,2020: 1,00,000, April 1,2019: 1,00,000) Equity Shares of Rs.1/- (March 31,2020: 10/-, April 1, 2019: 10/-) each	2,500.00	10.00	10.00		
	<u>2,500.00</u>	<u>10.00</u>	<u>10.00</u>		
Issued Share Capital					
7,00,00,000 (March 31,2020: 1,000, April 1,2019: 1,000) Equity Shares of Rs.1/- (March 31, 2020: 10/-, April 1, 2019: 10/-) each	700.00	0.10	0.10		
	<u>700.00</u>	<u>0.10</u>	<u>0.10</u>		
Subscribed and fully paid up share capital					
7,00,00,000 (March 31,2020: 1,000, April 1,2019: 1,000) Equity Shares of Rs.1/- (March 31, 2020: 10/-, April 1, 2019: 10/-) each	700.00	0.10	0.10		
	<u>700.00</u>	<u>0.10</u>	<u>0.10</u>		
Notes:					
	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019		
1) Reconciliation of number of equity shares subscribed	No. of Shares	Amount	No. of Shares	Amount	Amount
Balance at the beginning of the year	1,000	10,000.00	1,000	0.10	1,000
Changes in equity share capital during the period	69,99,000	6,99,90,000.00	-	-	-
Equity Share arising on share split from Rs.10 to Rs.1 per share	6,30,00,000	-	-	-	-
Balance at the end of the year	<u>7,00,00,000</u>	<u>7,00,00,000.00</u>	1,000	0.10	1,000



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	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
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- 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 Rs. 1 each. The equity shares of the company having par value of Rs.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.
- d. The Company has increased its Authorized Equity Share Capital from 25 Crores to 60 Crores on September 22, 2021
- e. The Company has allotted equity shares on right basis at face value of Rs. 10/- each to all its existing shareholders during the period as follows:

Board meeting date	Shareholder	No. of shares allotted
October 05, 2020	Kalpathi S Aghoram	7,65,000
	Kalpathi S Ganesh	7,65,000
	Kalpathi S Suresh	7,65,000
		22,95,000
October 26, 2020	Kalpathi S Aghoram	2,34,666
	Kalpathi S Ganesh	2,34,667
	Kalpathi S Suresh	2,34,667
		7,04,000
November 02, 2020	Kalpathi S Aghoram	4,00,000
	Kalpathi S Ganesh	4,00,000
	Kalpathi S Suresh	4,00,000
		12,00,000
November 30, 2020	Kalpathi S Aghoram	6,35,000
	Kalpathi S Ganesh	6,35,000
	Kalpathi S Suresh	6,35,000
		19,05,000
December 05, 2020	Kalpathi S Aghoram	2,98,334
	Kalpathi S Ganesh	2,98,333
	Kalpathi S Suresh	2,98,333
		8,95,000
Total		69,99,000

- 3) Pursuant to the approval of the shareholders at the Extraordinary General Meeting of the Company held on March 15, 2021, each equity share of face value of Rs. 10/- per share was subdivided into ten equity shares of face value of Re. 1/- per share with effect from March 15, 2021.
- 4) (a) The authorised share capital of the company has increased from Rs. 1 Lakh to Rs. 50 Lakh pursuant to the approval of the shareholders at the Extraordinary General Meeting of the Company held on September 04, 2020.
- (b) The authorised share capital of the company has increased from Rs. 50 Lakh to Rs. 70 Lakh pursuant to the approval of the shareholders at the Extraordinary General Meeting of the Company held on October 29, 2020.
- (c) The authorised share capital of the company has increased from Rs. 70 Lakh to Rs. 2,500 Lakh pursuant to the approval of the shareholders at the Extraordinary General Meeting of the Company held on March 15, 2021.

5) Shares held by holding company, its subsidiaries and associates

Name of the share holder	March 31, 2021		March 31, 2020		April 1, 2019	
	No of shares	% of Holding	No of shares	% of Holding	No of shares	% of Holding
Veranda XL Learning Solutions Private Limited & its nominees	-	0.00%	1,000	100.00%	1,000	100.00%

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

Name of the share holder	March 31, 2021		March 31, 2020		April 1, 2019	
	No of shares	% of Holding	No of shares	% of Holding	No of shares	% of Holding
Kalpathi S Aghoram	2,33,33,340	33.34%	-	0.00%	-	0.00%
Kalpathi S Ganesh	2,33,33,330	33.33%	-	0.00%	-	0.00%
Kalpathi S Suresh	2,33,33,330	33.33%	-	0.00%	-	0.00%
Veranda XL Learning Solutions Private Limited & its nominees (formerly known as Veranda Excel Learning Solutions Private Limited)	-	0.00%	1,000	100.00%	1,000	100.00%



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	As at March 31, 2021	As at March 31, 2020	As at April 1, 2019
17 Other Equity			
Retained earnings	(857.05)	(29.42)	(9.84)
Share Based Payment Reserve	151.10	-	-
	<u>(705.95)</u>	<u>(29.42)</u>	<u>(9.84)</u>
a) Retained earnings			
Balance at the beginning of the year	(29.42)	(9.84)	-
Net Loss for the year as per the Statement of Profit and Loss	(827.63)	(19.58)	(9.84)
Balance at the end of the year	<u>(857.05)</u>	<u>(29.42)</u>	<u>(9.84)</u>
18 Provision (Non Current) (Refer note no 40.3)			
Provision for Gratuity	1.10	-	-
Provision for Leave Encashment	3.42	-	-
	<u>4.52</u>	<u>-</u>	<u>-</u>
19 Short Term Borrowings			
Loan repayable on demand			
From related parties (unsecured)			
Grasslands Agro Private Limited	12.45	-	-
Veranda XL Learning Solutions Private Limited (formerly known as Veranda Excel Learning Solutions Private Limited) (formerly Aggrenc Education Management Private Limited)	-	11.59	5.29
Loans from Directors (Unsecured)			
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 (Secured by the personal guarantee of the promoter directors of the company. The Loan is repayable on demand)	50.77	-	-
	<u>615.81</u>	<u>11.59</u>	<u>5.29</u>
19.1 The inter corporate loans are borrowed at interest rate of 7% and repayable on demand (Unsecured)			
20 Payables			
Trade Payable			
Total outstanding dues of creditors of micro enterprises and small enterprises	91.45	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	245.14	16.37	8.67
	<u>336.59</u>	<u>16.37</u>	<u>8.67</u>
** 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. Refer note 34			
21 Other Financial Liabilities			
Interest Accrued	0.78	-	-
	<u>0.78</u>	<u>-</u>	<u>-</u>
22 Provision (Current) (Refer note no 40.3)			
Provision for Leave Encashment	0.34	-	-
	<u>0.34</u>	<u>-</u>	<u>-</u>
23 Other current liabilities			
Statutory Dues Payable	37.45	1.45	0.88
Deferred Revenue	83.37	-	-
Advance received from customers	2.00	-	-
	<u>122.82</u>	<u>1.45</u>	<u>0.88</u>



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Particulars	For the Year Ended March 31, 2021	For the year ended March 31, 2020
24 Revenue from operations		
Sale of Online Courses	236.72	-
Sale of Offline Courses	4.35	-
Sale of Books	5.38	-
Web Hosting Fees	0.95	-
Other operating revenue		
Shipping Charges	6.56	-
	253.96	-
24.1 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:		
Over time		
Sale of Offline Courses	4.35	-
Web Hosting Fees	0.95	-
Point in time		
Sale of Online Courses	236.72	-
Sale of Books	5.38	-
Shipping Charges	6.56	-
Total	253.96	-
24.2 Reconciliation of revenue with contract price		
Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
Contract Price		
Sale of Online Courses	259.75	-
Sale of Offline Courses	75.97	-
Web Hosting Fees	5.38	-
Sale of Books	6.56	-
Shipping Charges	0.95	-
Adjustments:		
Discounts	(11.28)	-
Prepaid Income	(83.37)	-
Total	253.96	-
24.3 Contract balances :		
Revenue from operations recognised is collected as per the terms of the contract. Trade receivables have been disclosed under Note 11 and deferred revenue disclosed under Note 23.		
24.4 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.		
24.5 Information about major customers:		
During the year, there is no revenue from a single customer which is more than 10% of the Company's total revenue.		
25 Other Income		
Interest Income		
Interest on Fixed deposit	0.24	-
Interest on unwinding of security deposit	0.24	-
	0.48	-
26 Cost of materials consumed		
Opening Stock of Packing Material	-	-
Purchase of Packing Material	1.94	-
Less : Closing Stock of Packing Material	(1.17)	-
	0.77	-
27 Purchase of Stock - In - trade		
Purchase of Books	96.57	-
	96.57	-
28 Changes in Inventory of stock-in-trade		
Opening Stock of Books	-	-
Less : Closing Stock of Books	(71.31)	-
	(71.31)	-



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Particulars	For the Year Ended March 31, 2021	For the year ended March 31, 2020
29 Employee benefit expenses		
Salaries, wages and bonus	158.87	-
Gratuity Expenses	1.10	-
Contribution to provident and other funds	4.37	-
Staff welfare expenses	5.01	-
Compensation cost for Restricted Stock Units (RSU) (Refer Note no 38.4)	151.10	-
	320.45	-
30 Finance costs		
Interest on Borrowings	0.89	-
Interest on lease liability	1.68	-
	2.57	-
31 Depreciation and amortization expense		
Depreciation on property, plant and equipment	20.63	-
Depreciation on Right of use assets	27.31	-
Amortisation on Intangible asset	15.46	-
	63.40	-
32 Other expenses		
Power & Fuel	7.06	-
Rent	50.79	-
Repairs & Maintenance	19.88	-
Manpower Charges	81.03	-
Delivery Partner Fee	5.01	-
Faculty Content Cost	69.25	-
Rates and taxes	12.27	0.06
Auditors Remuneration		
- as statutory auditor	18.06	0.02
- as tax auditor	1.50	-
Professional & Consultancy charges	105.92	19.49
Printing & Stationery	2.60	-
Advertisement & Sales Promotion	246.45	-
Payment to Gateway	5.43	-
Freight charges	6.39	-
Communication Expenses	3.09	-
Subscription Charges	24.02	-
Travelling & Conveyance	6.60	-
Bank charges	0.55	0.01
Miscellaneous expenses	4.69	-
	670.39	19.58
33 Tax expense:		
Deferred tax		
Deferred tax	(0.79)	-
	(0.79)	-

a) Movement of deferred tax expense during the year ended March 31, 2020

Deferred tax (liabilities)/assets in relation to:	Opening balance	Recognised in profit or loss	Recognised in OCI	Closing balance
Property, plant, and equipment and On expenses allowable on payment basis	-	-	-	-
On Prepaid Income	-	-	-	-
On Accrual on share based component	-	-	-	-
On fair valuation of financial instruments	-	-	-	-
Total	-	-	-	-

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 On expenses allowable on payment basis	-	(0.21)	-	(0.21)
On expenses allowable on payment basis	-	1.00	-	1.00
Total	-	0.79	-	0.79



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Particulars	For the Year Ended March 31, 2021	For the year ended March 31, 2020
-------------	--------------------------------------	--------------------------------------

Reconciliation of accounting Profits	For the year ended March 31, 2021	For the year ended March 31, 2020
Accounting (loss) before tax	(828.42)	(19.58)
Income tax rate	26%	0.26
At Statutory income tax rate	(215.39)	(5.09)
Non - deductible expenses for tax purposes		
Property, plant, and equipment and On expenses allowable on payment basis	(0.21)	-
Deferred tax not considered on Business	215.39	5.09
At the effective income tax rate		
Income tax expenses reported in the statement of profit and loss	0.79	-

The Company has commenced its operations 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 Rs. 223.10 lakhs (Previous year Rs.5.09 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.

34 Earnings per share

Loss for the period attributable to owners of the Company	(827.63)	(19.58)
Weighted average number of ordinary shares outstanding (Refer Notes below)	1,13,59,208	4,000
Basic earnings per share (Rs.)	(7.29)	(489.50)
Diluted earnings per share (Rs.) (Refer note no 34.1)	(7.29)	(489.50)

34.1 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 March 31, 2021, since both the conditions have not been met, they have not been included in the calculation of diluted earnings per share.

34.2 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 Rs. 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.

34.3 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 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.

35 Disclosures required by the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 are

Particulars	As at 31st March 2021	As at 31st March 2020
(a) The principal amount remaining unpaid at the end of the period*	91.45	-
(b) The delayed payments of principal amount paid beyond the period	0.26	-
(c) Interest actually paid under Section 16 of MSMED Act	0.01	-
(d) Normal interest due and payable during the period, as per the agreed terms	-	-
(e) Total interest accrued during the period and remaining unpaid	0.01	-

*There are micro, small and medium enterprises to whom the group owes dues which are outstanding for more than 45 days at the Balance Sheet date, computed on unit wise basis.

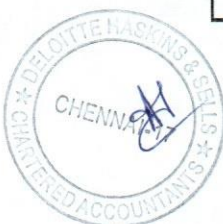
**The above information has been determined to the extent such parties have been identified on the basis of information available with the Group.

36 Contingent liabilities & Commitments

Particulars	As at March 31,2021	As at March 31,2020
Contingent Liabilities	Nil	Nil
Commitments (Refer Note 46 (iii))	154.69	Nil

37 Operating Segments

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.



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38 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, 2021	March 31, 2020	April 1, 2019
Debt	615.81	11.59	5.29
Less: Cash and bank balances	42.71	0.09	0.1
Net debt	573.10	11.50	5.19
Total equity	(5.95)	(29.32)	(9.74)
Net debt to equity ratio (%)	(9628.87%)	(39.22%)	(53.29%)

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.

Particulars	March 31, 2021			Carrying amount
	Due in 1st year	Due in 2nd to	Due after 5th	
Borrowings (Fixed rate instrument)	615.81	-	-	615.81
Trade payables (Non - interest bearing)	336.58	-	-	336.58
Lease Liabilities (Non - interest bearing)	77.06	-	-	77.06
	1,029.46	-	-	1,029.46

Particulars	March 31, 2020			Carrying amount
	Due in 1st year	Due in 2nd to	Due after 5th	
Borrowings (Fixed rate instrument)	11.59	-	-	11.59
Trade payables (Non - interest bearing)	16.37	-	-	16.37
Lease Liabilities (Non - interest bearing)	-	-	-	-
	27.96	-	-	27.96



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39 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 Limited) (formerly known as Aggrenc Education Private Limited) (Since 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)(formerly Aggrenc Education Management Private Limited) (Since October 16, 2020)

Veranda IAS Learning Solutions Private Limited (Since October 16, 2020)

Key management personnel (KMP) and their Relatives

Mr. Kalpathi S Aghoram Director (w.e.f October 28, 2020)
Mr. Kalpathi S Ganesh Director (w.e.f October 28, 2020)
Mr. Kalpathi S Suresh Director (w.e.f October 28, 2020)
Mr. K. Praveen Kumar* Director
Mr.R. Rangarajan** 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

AGS Cinemas Private Limited
Veranda Children's Educational Institution Private Limited
Leonne Hill Property Developments Private Limited
Grasslands Agro Private Limited

b) Transactions during the year

S.No.	Nature of transactions	Amount	
		2020-21	2019-20
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	
2	Loan Repaid		
	Grasslands Agro Private Limited	(0.85)	
2	Rent paid towards Registered office		
	Kalpathi S Aghoram	0.05	-
	Kalpathi S Ganesh	0.05	-
	Kalpathi S Suresh	0.05	-



3	Security Deposit Leonne Hill Property Developments Private Limited	20.00	-	
4	Rent paid towards Corporate office Leonne Hill Property Developments Private Limited	24.00	-	
5	Staff Welfare Expenses AGS Cinemas Private Limited	0.30	-	
6	Trade Mark Veranda Children's Educational Institution Private Limited	0.10	-	
7	Finance Cost Interest on Borrowings (Grasslands Agro Private Limited)	0.87		
8	Shares allotted Kalpathi S Aghoram Kalpathi S Ganesh Kalpathi S Suresh	233.30 233.30 233.30	- - -	

c) Balance outstanding at the year end

S.No.	Particulars	Amount		
		As at March 31,2021	As at March 31,2020	As at April 01,2019
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 (Grasslands Agro Private Limited)	0.78	-	-



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Notes to Consolidated Financial Statements for the year ended March 31, 2021

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40 Retirement benefit plans

40.1 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, 2021 an amount of Rs. 4.37 lakhs towards expenses under defined contribution plans and included in 'Contribution to provident and other funds'.

40.2 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.

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, 2021	March 31, 2020
Attrition rate	5.00%	-
Discount Rate	6.80%	-
Rate of increase in compensation level	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.

Amounts recognised in total comprehensive income in respect of these

	March 31, 2021	March 31, 2020
Current service cost	1.10	-
Net interest expense	-	-
Return on plan assets (excluding amounts included in net interest expense)	-	-
Components of defined benefit costs recognised in profit or loss	<u>1.10</u>	<u>-</u>
Remeasurement on the net defined benefit liability comprising:		
Actuarial (gains)/losses recognised during the period	-	-
Components of defined benefit costs recognised in other comprehensive income	<u>-</u>	<u>-</u>
	<u>1.10</u>	<u>-</u>

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.



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The amount included in the balance sheet arising from the Group's obligation in respect of its defined benefit plans is as follows:

	March 31, 2021	March 31, 2020
Present value of defined benefit obligation	1.10	-
Fair value of plan assets	-	-
Net liability arising from defined benefit obligation	<u>1.10</u>	<u>-</u>
Funded	1.10	-
Unfunded	-	-
	<u>1.10</u>	<u>-</u>

The above provisions are reflected under Provision for gratuity (Long-term provisions) - [Refer Note

Movements in the present value of the defined benefit obligation in the current year were as follows:

Opening defined benefit obligation	-	-
Current service cost	1.10	-
Past service cost - (vested benefit)	-	-
Interest cost	-	-
Actuarial (gains)/losses	-	-
Benefits paid	-	-
Closing defined benefit obligation	<u>1.10</u>	<u>-</u>

Movements in the fair value of the plan assets in the current year were as follows:

Opening fair value of plan assets	-	-
Expected return on assets	-	-
Contributions	-	-
Benefits paid	-	-
Expected return on plan assets (excluding amounts included in net interest)	-	-
Closing fair value of plan assets	<u>-</u>	<u>-</u>

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 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, 2021	As at March 31, 2020	As at March 31, 2019
1) DBO - Base assumptions	1.10	-	-
2) Discount rate: +1%	1.02	-	-
3) Discount rate: -1%	1.20	-	-
4) Salary escalation rate: +1%	1.28	-	-
5) Salary escalation rate: -1%	0.94	-	-
6) Attrition rate: 25% increase	1.15	-	-
7) Attrition rate: 25% decrease	1.04	-	-

40.3 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, 2021 (Amount in lakhs)		March 31, 2021 (Amount in lakhs)	
	Current	Non-current	Current	Non-current
Compensated absences	0.34	3.42	0.00	0.00



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40.4 Share based payments

During the year, Veranda Race Learning Solutions Private Limited ("VRLSPL"), subsidiary company has issued RSU to one of its employees, where the employee has the following options:

- a. Cash Option to the extent of Rs.4200 Lakhs; or
- b. Equity Option to the extent of Rs.5600 Lakhs; or
- c. Lower of Equity Option of Rs.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\$ 1,000 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\$ 1,000 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 Rs.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 Rs.5600 Lakhs. The exercise price for the share option shall be 1% of the value of the share options, i.e., 1% of Rs.5600 Lakhs, which amounts to Rs. 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 Rs.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 Rs.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 as at March 31, 2021, the occurrence of Veranda Liquidity Event / Veranda Partial Liquidity Event is considered probable.

The fair value is discounted at a rate of 8 % and is amortized over the vesting period (i.e. 31.12.2027). The amount of compensation cost has been charged to the statement of profit and loss and credited to "Share-based Payment Reserve" in other equity in the books of group.

The total compensation cost recognized in the statement of Profit and Loss for the year ended March 31, 2021 amounted to Rs. 151.10 lakhs.



Veranda Learning Solutions Limited

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Notes to Consolidated Financial Statements for the year ended March 31, 2021

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

40.5 First-time adoption of Ind AS

Transition to Ind AS

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

The accounting policies set out in Note 3 have been applied in preparing the financial statements for the year ended March 31, 2021, the comparative information presented in these financial statements for the year ended March 31, 2020 and in the preparation of an opening Ind AS balance sheet at April 1, 2019 (The company's date of transition).

In preparing its opening Ind AS balance sheet, the company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP).

An explanation of how the transition from previous GAAP to Ind AS has affected The company's financial position, financial performance and cash flows is set out in the following notes.

A. Exemptions and exceptions availed

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

A.1 Ind AS optional exemptions

A.1.1 Deemed cost for property, plant and equipment (PPE) & intangible assets

Ind AS 101 permits a first-time adopter to elect to fair value a class of property, plant and equipment or to continue with the carrying value for all of its PPE as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

Ind AS 101 permits a first-time adopter to elect to fair value of intangible assets or to continue with the carrying value for all of its intangible assets as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition.

The company has elected to adopt the carrying value for all of its intangible assets as recognised in the financial statements as the deemed cost as at the date of transition to Ind AS

A.1.2. Designation of previously recognised financial instruments

Ind AS 101 allows an entity to designate investments in equity instruments at FVOCI or FVTPL on the basis of the facts and circumstances at the date of transition to Ind AS. The company has elected to apply this exemption for its investment in equity investments.

A.1.3. Fair valuation of financial instruments

Ind AS 101 allows an entity to fair value the financial instruments for the first time on the date of transition to Ind AS instead of the date of acquisition. The company has elected to apply this exemption for all its financial instruments existing on April 1, 2019 (the date of transition).

A.2 Ind AS mandatory exceptions

A.2.1 Estimates

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at April 1, 2019 are consistent with the estimates as at the same date made in conformity with previous GAAP except as disclosed in Note 36. The company made estimates for impairment of financial assets based on expected credit loss model in accordance with Ind AS at the date of transition as these were not required under previous GAAP.

B. Notes to first-time adoption

B.1 Fair valuation impact of PPE as deemed cost

Ind AS 101 permits a first-time adopter to elect to fair value a class of property, plant and equipment as at the date of transition to Ind AS as its deemed cost as per Ind AS at the date of transition.

B.2 Deferred tax

Under Ind AS, the deferred tax asset and liabilities are required to be accounted based on balance sheet approach and also to be recognised on all adjustments considered in the opening Ind AS balance sheet. The Company has remeasured its deferred tax assets and liabilities as aforesaid and accounted in the Ind AS financial statements in the respective periods.



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Notes to Consolidated Financial Statements for the year ended March 31, 2021

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

40.6 Key reconciliation required as per Ind AS 101 on transition to Ind AS

Particulars	As at March 31, 2020			As at April 01, 2019				
	Note	Previous GAAP	Effect of transition / Adjustments	As per Ind AS	Note	Previous GAAP	Effect of transition / Adjustments	As per Ind AS
I. ASSETS								
(1) Non-current assets								
(a) Property, plant and equipment	4	-	-	-	4	-	-	-
(b) Intangible assets	4	-	-	-	4	-	-	-
(c) Financial assets								
(i) Investments	5	-	-	-	5	-	-	-
(d) Deferred tax asset (net)	6	-	-	-	6	-	-	-
Total non-current assets		-	-	-		-	-	-
2. Current assets								
(a) Financial assets								
(i) Trade receivables	7	-	-	-	7	-	-	-
(ii) Cash and cash equivalents	8	0.09	-	0.09	8	0.10	-	0.10
(iii) Bank balances other than (ii) above		-	-	-		-	-	-
(iv) Loans	9	-	-	-	9	-	-	-
(v) Other financial assets	10	-	-	-	10	-	-	-
(b) Current tax asset (net)	11	-	-	-	11	-	-	-
(c) Other current assets	12	5.00	(5.00)	-	12	5.00	-	5.00
Total current assets		5.09	(5.00)	0.09		5.10	-	5.10
Total assets		5.09	(5.00)	0.09		5.10	-	5.10
II. EQUITY AND LIABILITIES								
1. Equity								
(a) Equity share capital	13	0.10	-	0.10	13	0.10	-	0.10
(b) Other equity	14	(9.97)	(19.45)	(29.42)	14	(9.84)	-	(9.84)
Total equity		(9.87)	(19.45)	(29.32)		(9.74)	-	(9.74)
2. Liabilities								
Non-current liabilities								
(a) Provisions	15	-	-	-	15	-	-	-
Total non-current liabilities		-	-	-		-	-	-
3. Current liabilities								
(a) Financial liabilities								
(i) Borrowings	16	11.59	-	11.59	16	5.29	-	5.29
(ii) Trade payables	17	-	-	-	17	-	-	-
(a) Total outstanding dues of Micro Enterprises and Small Enterprises		-	-	-		-	-	-
(b) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		3.27	13.10	16.37		8.67	-	8.67
(b) Other current liabilities	18	0.10	1.35	1.45	18	0.88	-	0.88
Total current liabilities		14.96	14.45	29.41		14.84	-	14.84
Total liabilities		14.96	14.45	29.41		14.84	-	14.84
Total equity and liabilities		5.09	(5.00)	0.09		5.10	-	5.10

(ii) Reconciliation of statement of profit & loss for the year ended March 31, 2020

Particulars	Note	For the year ended March 31, 2020		
		Previous GAAP	Effect of transition / Adjustments	As per Ind AS
A Income	20	-	-	-
Revenue from operations	21	-	-	-
Other income		-	-	-
Total income		-	-	-



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Notes to Consolidated Financial Statements for the year ended March 31, 2021

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

B Expenses					
Employee benefits expenses	22	-	-	-	
Finance Costs	23	-	-	-	
Depreciation and amortization expenses	24	-	-	-	
Other expenses	25	0.13	19.45	19.58	
Total expenses		0.13	19.45	19.58	
C Loss before tax					
		(0.13)	(19.45)	(19.58)	
D Tax expense					
Current tax		-	-	-	
Deferred tax	25	-	-	-	
E Loss for the year					
		(0.13)	(19.45)	(19.58)	
F Other comprehensive income					
Items that will not be subsequently reclassified to profit or loss					
Re-measurement gains/(losses) on defined benefit obligations					
		-	-	-	
Income-tax relating to items that will not be subsequently reclassified to profit or loss					
Re-measurement gains/(losses) on defined benefit obligations					
		-	-	-	
Other comprehensive income/(loss) for the year, net of tax					
		-	-	-	
Reconciliation of profits					
G Total comprehensive loss for the year					
		(0.13)	(19.45)	(19.58)	

H Reconciliation of equity as per previously reported under Previous GAAP and that computed under Ind AS

Particulars	Note	As at	
		March 31, 2020	April 01, 2019
Equity as per Indian GAAP		(9.97)	(9.84)
Adjustments:			
On account of short/under accrual of legal and professional fees	25	(19.45)	-
Equity as per Ind AS		(29.42)	(9.84)

I Reconciliation between financial results as per previously reported under Previous GAAP and Ind AS for the year ended March 31, 2020

Particulars	As at	
	March 31, 2020	
Loss for the year under Previous Indian GAAP	(0.13)	
Adjustments:		
On account of short/under accrual of legal and professional fees	19.45	
Net profit / (loss) as per Ind AS	19.32	
Other comprehensive income / (loss) (net of tax)	-	
Total comprehensive income/(loss) as per Ind AS	19.32	

Particulars	For the year ended March 31, 2020		
	Previous GAAP	Effect of Transition / Adjustments	Ind AS
Net cash flows from operating activities	(25.76)	(19.45)	(6.31)
Net cash flows from investing activities	-	-	-
Net cash flows from financing activities	6.30	6.30	6.30
Net increase in cash and cash equivalents	(19.46)	(13.15)	(0.01)
Cash and cash equivalents at the beginning of the year	0.10	0.10	0.10
Cash and cash equivalents at the end of the year	(19.36)	(13.05)	0.09

K Earnings per share

	Note No.		
Basic earnings per share (Nominal value per equity share of Rs.01 (March 31, 2020 Rs.10)	13(4)	(195.80)	
Diluted earnings per share (Nominal value per equity share of Rs.10 (March 31, 2020 Rs.10)	13(4)	(195.80)	

40.7 This being the first year of adoption on Ind AS, the figures for the previous comparative periods have been re-grouped/ reclassified to conform to the current year's classification and in accordance with the presentation and disclosure requirements of Ind AS.



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Notes to Consolidated Financial Statements for the year ended March 31, 2021

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41 Business Combinations

Subsidiaries

41.1 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	Amount
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

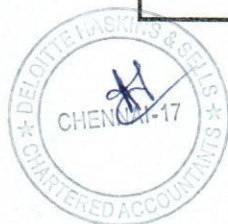
41.2 Veranda Excel Learning Solutions Private Limited

Group acquired 100% shareholding of Veranda Race Learning Solutions Private Limited on 16th October 2020. Goodwill on consolidation was computed as under:

Particulars	Amount
Property, plant and equipment	-
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	0.83
Total Liabilities	112.85
Net identifiable Asset Acquired	(5.77)
Purchase Consideration	0.10
Goodwill	5.87

41.3 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 Rs.1 Lakh which is offering affordable online learning solutions for IAS course through experienced faculty members.



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42 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 March 31, 2021.

Goodwill on consolidation as at March 31, 2021 stood at Rs. 6.62 Lakhs (Previous year March 31, 2020 :Nil). The Group acquired 100% equity share stake in Veranda XL Learning Solutions Private Limited (formerly known as Veranda Excel Learning Solutions Private Limited) and Veranda Race Learning Solutions Private Limited (formerly known as Bharthiyar Education Services Private Limited) through investment on various dates and excess purchase consideration paid over the net assets taken over to the extent of Rs. 5.87 Lakhs and Rs. 0.75 Lakhs respectively was recognised as Goodwill.

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, 2021 and March 31, 2020 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.

43 Note on Common Control

The share capital of M/s. Veranda Learning Solutions Limited (Formerly Known as M/s. Veranda Learning Solutions Private Limited) is held by Kalpathi S Aghoram, Kalpathi S Ganesh and Kalpathi S Suresh (collectively known as shareholders) in the proportion of 33.33% each. The Company acquired 100% shareholding in M/s. Veranda XL Solutions Private Limited (Formerly known as M/s. Veranda Excel Solutions Private Limited) with effect from 16th October 2020. Prior to this date, the shares of M/s. Veranda XL Solutions Private Limited was held by M/s. Grassland Agro Private Limited., the share capital of which was also held by the same shareholders in the proportion of 33.33% each. Based on representations provided by the shareholders, there is no contractual arrangement between them to collectively control and govern the financial and operating policies of any of the above mentioned entities and all decisions about the relevant activities require a simple majority of the shareholders. Accordingly, the acquisition of M/s. Veranda XL Solutions Private Limited is accounted under acquisition method under Ind AS 103 not considered as a Common Control Business Combination

44 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 results. 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.

45 Going Concern

Veranda Group is focusing on offering online educational courses across various segments and expanding the customer base with their offerings. This is the first year of commercial operation for the holding company and its subsidiary, Veranda Race Learning Solutions Private Limited (formerly known as Bharthiyar Education Services Private Limited). The other subsidiaries in the group are expected to commence their commercial operations in FY 22. The Group is in the process of developing content for commercialisation. Based on the business projections and cash flow projections of the Holding Company and its subsidiaries and undrawn funds sanctioned by the bank to the Holding Company and continued support from the promoters, the Company is expected to have adequate funds to meet its obligations as they occur. Accordingly, the financials have been prepared on a going concern basis.



Veranda Learning Solutions Limited
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46 Events after the Reporting Date

i) The name of the holding company has been changed from Veranda Learning Solutions Private limited to Veranda Learning Solutions limited with effect from October 12, 2021.

ii) 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 Rs. 20,520 lakhs, of which Rs.19,328 lakhs was paid to the shareholders towards purchase of equity shares and Rs.1,192 lakhs was infused as cash into Brain4ce for working capital purposes.

iii) The group has signed a Term Sheet on 5th March 2021 with an Academy, which operates on the similar line of activity as that of the Company, for acquiring its training business under slump sale basis, including arrangements with colleges / educational institutions, subject to the terms and conditions as mentioned in the term sheet and due diligence. The Group has also entered into content development agreement on 5th March 2021 with this Academy and paid advance of Rs. 38.67 Lakhs (excluding GST) as on 31st March 2021. Total contract value as per terms of the agreement is Rs. 193.37 Lakhs (excluding GST) and Capital commitment outstanding disclosed under Note 34 is Rs. 154.69 Lakhs

47 Approval of Accounts

The Consolidated Financial statements for the period ended March 31,2021 were approved by the Board of Directors and authorised for issuance on October 28, 2021

For and on behalf of the Board of Directors



K Praveen Kumar
Director



R Rangarajan
Director

Place : Chennai
Date : October 28 , 2021

