

BOARDS' REPORT

To
The Members
Brain4ce Education Solutions Private Limited

The Directors have pleasure in presenting **Tenth** Annual Report on the business and operations of **Brain4ce Education Solutions Private Limited** (hereinafter referred to as the 'Company') along with the Audited Financial Statements for the financial year ended 31st March, 2021.

The Company was incorporated on 13th May, 2011. The registered office of the Company is situated at 5th Floor, Indiqube ETA, No. 38/4, Doddanekundi Village, Outer Ring Road, Bengaluru - 560048.

1. REVIEW OF PERFORMANCE AND STATE OF COMPANY'S AFFAIRS:

Your Company is engaged in providing academic learning, professional skilling and corporate training services to professionals and higher education student. The financial results for the year are summarized below:

<i>(Amount in Rs.)</i>			
Sl. No.	Particulars	FY 2020-2021	FY 2019-2020
1	Revenue from operations and other income	80,48,13,977	70,42,64,211
2	Expenditure	91,74,59,191	93,44,05,719
3	Profit/Loss Before Tax	(11,26,45,215)	(23,01,41,508)
4	Provision for Taxation		
	(1) Current Tax (Including MAT)	-	-
	(2) Deferred Tax	10,02,81,886	(6,81,13,188)
5	Profit/Loss after Tax	(21,29,27,101)	(16,20,14,320)
6	Earning Per Equity Share:		
	1) Basic	(291.83)	(222.18)
	2) Diluted	(291.83)	(222.18)

During the current year your Company has generated a revenue of Rs. 79.96 Crores from online training services as against Rs. 70.16 Crores in the preceding financial year. Gross operating revenue has increased by 13.97% during the current year.

Brain4ce Education Solutions Private Limited.

Address: 5th Floor, Wing A, Indiqube ETA, Survey No. 38/4, Adjacent to EMC2, Doddanekundi Village,
Outer Ring Road, Bangalore - 560 048 Karnataka India CIN U80200KA201 IPTC094081
Website: www.edureka.co Email: finance@edureka.co Ph No/Mob No: +91 63665 50812

The Consolidated financial results for the year are summarized below:

<i>(Amount in Rs.)</i>			
Sl. No.	Particulars	FY 2020-2021	FY 2019-2020
1	Revenue from operations and other income	80,48,13,977	70,42,64,211
2	Expenditure	91,74,59,191	93,44,05,719
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6	Earning Per Equity Share:		
	1) Basic	(291.83)	(222.18)
	2) Diluted	(291.83)	(222.18)

2. TRANSFER TO RESERVES:

In view of the losses, the Board of Directors of your Company has not transferred any amount to the Reserves for the year under review.

3. DIVIDEND:

In view of the losses, the Board of Directors of your Company has not recommended any Dividend for the year under review.

4. PERFORMANCE OF SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

Your Company has a Wholly Owned subsidiary in Singapore in the name of Edureka Pte. Ltd. The details of Edureka Pte. Ltd. have been provided in Form AOC-1 attached as **Annexure I** to this report.

5. MAINTENANCE OF COST RECORDS:

The maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not required by the Company and accordingly no such accounts and records are made and maintained.

6. COST AUDIT:

The provisions of Section 148 relating to the appointment of Cost auditor is not applicable to your Company.

7. FRAUDS REPORTED BY AUDITORS:

During the year under review neither management has noted nor the Auditor has reported frauds under sub-section (12) of section 143 of the Companies Act, 2013 during the year.

8. CHANGE IN NATURE OF BUSINESS, IF ANY:

There was no change in the nature of business of your Company during the year.

9. BOARD MEETINGS CONDUCTED DURING THE YEAR:

8 (Eight) Board Meetings were held during the year under review in accordance with the provisions of Section 173 of the Companies Act, 2013.

Details of Board Meeting held during the Financial Year is as follows:

Date of the Meeting	Name of the Director			
	Kapil Tyagi	Lovleen Bhatia	Rajul Garg	Ramakant Sharma
22/04/2020	Present	Present	Absent	Absent
07/06/2020	Present	Present	Present	Present
17/06/2020	Present	Present	Absent	Absent
25/09/2020	Present	Present	Absent	Absent
04/12/2020	Present	Present	Present	Present
25/01/2021	Present	Present	Absent	Absent
18/02/2021	Present	Present	Absent	Absent
24/03/2021	Present	Present	Absent	Absent

The intervening gap between any two meetings was within 120 days as prescribed by the Companies Act, 2013.

10. DIRECTORS RESPONSIBILITY STATEMENT:

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits that:

- a. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of financial year and of the profit and loss of the company for that period;
- c. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. The directors have prepared the annual accounts on a going concern basis;

- e. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

11. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

There were no loans, guarantees given or investments made by the company under Section 186 of the Companies Act, 2013 during the year.

12. CONTRACTS AND ARRANGEMENTS MADE WITH RELATED PARTIES:

The details of the related party transaction made under section 188 of the Companies Act, 2013 have been provided in Form AOC-2 in Annexure II

13. MATERIAL CHANGES AND COMMITMENTS:

There were no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate and the date of this report.

However, the Company became the Wholly owned Subsidiary of Veranda Learning Solutions Private Limited on 17th September, 2021 on acquisition of 100% stakes in the Company.

14. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of the conservation of energy, technology absorption as required to be disclosed under section 134(3)(m) of the Companies Act, 2013 read with rule 8(3) of the Companies (Accounts) Rules, 2014 are given hereunder:

(a) Conservation of energy:

(i)	the steps taken or impact on conservation of energy	The operations of your Company are not energy-intensive. Significant measures are being taken to reduce energy consumption by ensuring that the entire product range including personal computers, servers, and peripherals are purchased keeping in view the Company's energy saving philosophy.
(ii)	the steps taken by the company for utilizing alternate sources of energy	Considering the nature of the industry, location of offices and quantum of energy utilised by the company it is not economically viable for utilizing alternate sources of energy.
(iii)	the capital investment on energy conservation equipments	Considering the nature of the industry, location of offices and quantum of energy utilised by the company, it is not economically viable for capital investment on energy conservation equipments.

(b) Technology Absorption:

(i)	the efforts made towards technology absorption	Your Company constantly evaluates new technologies and invests to make its infrastructure latest in the technologies adopted.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	Acquiring IT equipments with latest technologies results in cost reduction and better performance.
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) -	Your company has not imported technology during the last three years from the beginning of the financial year.
	(a) the details of technology imported	
	(b) the year of import;	
	(c) whether the technology been fully absorbed	
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	
(iv)	the expenditure incurred on Research and Development	Your company did not incur any expenditure on Research and Development during the year.

(c) Foreign Exchange Earnings:

Foreign exchange earnings in terms of actual inflows was:

Particulars	FY 2020-21	FY 2019-20
Income from Online Training	34,10,52,719	32,57,55,465

(d) Foreign Exchange Outflow:

Particulars	FY 2020-21	FY 2019-20
Business Support Services	2,80,04,829	3,65,64,559
Marketing Expense	54,83,922	1,16,10,434

15. RISK MANAGEMENT POLICY OF THE COMPANY:

Your Company has an effective Risk Management Policy which is capable of identifying various types of risks associated with the business, its assessment, risk handling, monitoring and reporting.

16. CORPORATE SOCIAL RESPONSIBILITY POLICY AND INITIATIVES:

The provisions of Section 135 of the Companies Act, 2013 pertaining to the Corporate Social Responsibility were not applicable to the Company for the financial year 2020-21.

17. DIRECTORS:

The composition of the Board of Directors and the Key Managerial Personnel of your Company as at 31st March, 2021 is stated below:

Sl. No	Name	Designation	DIN
1	Kapil Tyagi	Whole time Director	01212240
2	Lovleen Bhatia	Director	05158609
3	Rajul Garg	Director	00085256
4	Ramakanth Sharma	Director	02318054

However after the end of the financial year, Mr. Kapil Tyagi, Mr. Rajul Garg and Mr. Ramakanth Sharma resigned from the office of Director of the company with effect from 17th September, 2021.

Subsequently, Mr. Koorapati Praveen Kumar and Mr. R Rangarajan were appointed as an Additional Director of the Company on 17th September, 2021 and Mr. Lakshminarayanan Seshadri was appointed as an Additional Director of the Company on 8th November, 2021.

The Board proposes to appoint Mr. Koorapati Praveen Kumar, Mr. R Rangarajan and Mr. Lakshminarayanan Seshadri as the Directors of the Company in the ensuing Annual General Meeting of the Company with the approval of the shareholders.

18. DECLARATION BY INDEPENDENT DIRECTORS:

Your Company being a private limited company, the provisions of Section 149(4) of the Companies Act, 2013 relating to the appointment of Independent Directors are not applicable.

19. COMMITTEES OF THE BOARD:

Your Company being a private limited company, the provisions of Section 177 and Section 178 of the Companies Act, 2013 relating to the formation of Audit Committee and Nomination and Remuneration Committee are not applicable.

However, the Company had formed Compensation Committee to oversee Employee Stock Option Plan.

20. EXTRACT OF ANNUAL RETURN:

By virtue of amendment to Section 92(3) of the Companies Act, 2013 read with MCA Notification No. G.S.R. 159(E) dated 5th March, 2021, the Company is not required to provide extract of Annual Return in Form MGT-9 as the part of the Boards' report.

However, the copy of the annual return in Form MGT-7 shall be placed in the website of the company at www.edureka.co as and when the same is filed with the Registrar of Companies.

21. DEPOSITS:

As per Section 74 of the Companies Act, 2013 your Company has neither accepted nor renewed any deposits during the year under review. There were no such instances of deemed deposits in the company during the financial year.

However, the Company has availed loan from following Directors along with the declaration declaring the money so lent is from owned fund and not borrowed funds:

Sl. No.	Name of the Director	Loan received by the company
1	Mr. Lovleen Bhatia	1,00,00,000
2	Mr. Kapil Tyagi	1,00,00,000

22. STATUTORY AUDITORS & THEIR REPORT:

M/s. Deloitte Haskins and Sells, Chartered Accountants were appointed as the Statutory Auditor of the Company to fill the casual vacancy arising out of the resignation of M/s. K. R. Kiran Kumar and Associates, Chartered Accountants, to hold the office till the conclusion of the ensuing Annual General Meeting of the Company to conduct Audit for the Financial Year 2020-21.

Further M/s. Deloitte Haskins and Sells, Chartered Accountants having Firm Reg. No. 008072S is hereby recommended to be appointed as the Statutory Auditors of the Company to hold the office till the conclusion of Annual General Meeting to be held in the Financial Year 2026.

In this regard, the Company has received a certificate from the auditors to the effect that, they are not disqualified in accordance with the provision of Section 141 of the Companies Act, 2013.

23. QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS IN THEIR REPORTS:

There are no qualifications, reservations or adverse remarks made by the Auditors in their report.

The Notes to the Audited Financial Statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

24. INTERNAL AUDIT:

The provisions of Section 138 relating to the appointment of Internal Auditor is not applicable to the Company.

25. SECRETARIAL AUDIT:

The provisions of Section 204 of the Companies Act, 2013 were not applicable to your Company during the year under review.

26. QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE SECRETARIAL AUDITORS IN THEIR REPORTS:

The provisions of Secretarial Audit pursuant to the provisions of Section 204 of the Companies Act, 2013 were not applicable to the company during the year under review.

27. SIGNIFICANT AND MATERIAL ORDERS:

There were no significant and material orders passed against your Company by any Regulators or Courts or Tribunals during the year under review impacting the going concern status and Company's operations in future.

28. ADEQUACY OF INTERNAL CONTROLS ON FINANCIAL STATEMENTS:

Your Company has effective and adequate internal financial controls with reference to the Financial Statements.

29. SECRETARIAL STANDARDS:

The Board confirms that the applicable Secretarial Standards i.e., SS-1 and SS-2 relating to Board Meetings and General Meetings respectively have been duly complied by your Company.

30. PARTICULARS OF EMPLOYEES:

Your Company being a private limited company, is not required to give disclosures under Rule 5 sub rule (2) of the Companies (Appointment and Remuneration of managerial Personnel) Rules, 2014 pursuant to Section 197(12) of the Companies Act, 2013.

31. VIGIL MECHANISM:

During the year under review, your company was not required to maintain the policies for the vigil mechanism.

32. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder. There were no complaints received on Sexual Harassment at Workplace during Financial Year 2020-21.

Sl. No.	Particulars	Status
1	No. of complaints received in the year	NIL
2	No. of complaints disposed off in the year	NIL
3	Cases pending for more than 90 days	NIL
4	No. of workshops and awareness programmes conducted in the year	NIL
5	Nature of action by employer or District office, if any	NIL

33. ACKNOWLEDGEMENT:

We thank our customers, vendors, investors & bankers for their continued support during the year. We place on record our appreciation of the contributions made by our employees at all levels. Our consistent growth was made possible by their hard work, solidarity, cooperation and support.

For and on behalf of Board of Directors
Brain4ce Education Solutions Private Limited



R Rangarajan
Director
DIN: 00591483



K Praveen Kumar
Director
DIN: 00591450

Date: 8th November, 2021

Place: Chennai

Form AOC-1

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

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

Part "A": Subsidiaries

(Information in respect of subsidiary presented with amounts in Rs.)

Sl. No.	Particulars	Details
1	Name of the subsidiary	Edureka Pte. Ltd.
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	1 st April, 2020 to 31 st march, 2021
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiary	Singapore Dollars (SGD)
4	Share capital	NIL
5	Reserves & surplus	NIL
6	Total assets	NIL
7	Total Liabilities excluding Reserves & surplus	NIL
8	Investments	NIL
9	Turnover	NIL
10	Profit before taxation	NIL
11	Provision for taxation	NIL
12	Profit after taxation	NIL
13	Proposed Dividend	NIL
14	% of shareholding	NIL


Part "B": Associates and Joint Ventures


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

Sl. No.	Name of Associates/Joint Ventures	NIL
1	Latest audited Balance Sheet Date	NA
2	Shares of Associate/Joint Ventures held by the company on the year end	NA
	No	NA
	Amount of Investment in Associates/Joint Venture	NA
	Extend of Holding %	NA
3	Description of how there is significant Influence	NA
4	Reason why the associate/joint venture is not consolidated	NA
5	Networth attributable to Shareholding as per latest audited Balance Sheet	NA

6	Profit / Loss for the year	NA
i.	Considered in Consolidation	NA
ii.	Not Considered in Consolidation	NA

For and on behalf of Board of Directors
For Brain4ce Education Solutions Private Limited


R Rangarajan
Director
DIN: 00591483


K Praveen Kumar
Director
DIN: 00591450

Date: 8th November, 2021
Place: Chennai

FORM NO - AOC -2

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

Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis: NIL

SL. No.	Particulars	Details
1.	Name(s) of the related party & nature of relationship	
2.	Nature of contracts / arrangements / transaction	
3.	Duration of the contracts / arrangements / transaction	
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	
5.	Date of approval by the Board	
6.	Amount paid as advances, if any	

2. Details of contracts or arrangements of transactions at Arm's length basis: NIL

SL. No.	Particulars	Details
1.	Name(s) of the related party & nature of relationship	
2.	Nature of contracts / arrangements / transaction	
3.	Duration of the contracts / arrangements / transaction	
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	
5.	Date of approval by the Board	
6.	Amount paid as advances, if any	

For and on behalf of Board of Directors



R Rangarajan
Director
DIN: 00591483



K Praveen Kumar
Director
DIN: 00591450

Date: 8th November, 2021

Place: Chennai