Placement Document
Not for circulation
Strictly confidential
Serial number: [●]

Veranda

Veranda Learning Solutions Limited

The information in this Preliminary Placement Document is not complete and may be changed. The Issue is meant only for Eligible QIBs under Chapter VI of the SEBI ICDR Regulations, on private placement basis and is not an offer to public or to any other categories of investors to purchase the Equity Shares. This Preliminary Placement Document is not an offer to sell securities and is not soliciting an offer to buy securities in any jurisdiction where such offer, solicitation, sale or subscription is not permitted. This Preliminary Placement Document is being issued for the sole purpose of information or discussion relating to the Equity Shares that may be Allotted pursuant to this Placement Document

Veranda Learning Solutions Limited (our "**Company**" or the "**Issuer**") was incorporated as "*Andromeda Edutech Private Limited*" under the provision of Companies Act, 2013, pursuant to the certificate of incorporation dated November 20, 2018, issued by Registrar of Companies, Central Registration Centre. Subsequently, pursuant to resolutions passed by our Board of Directors in their meeting held on August 20, 2020 and by our Shareholders in their Extraordinary General Meeting held on August 25, 2020 the name of our company was changed from *"Andromeda Edutech Private Limited"* to *"Veranda Learning Solutions Private Limited"* and a fresh certificate of incorporation dated September 10, 2020 was issued by the Registrar of Companies, Tamil Nadu at Chennai (the "**RoC**"). Further, pursuant to resolutions passed by our Board of Directors in their meeting held on September 29, 2021 and by our Shareholders in their Extra Ordinary General Meeting held on September 30, 2021, our Company was converted in to a public limited company, consequent to which its name was changed to "*Veranda Learning Solutions Limited"* and a fresh certificate of incorporation dated October 12, 2021, was issued by the RoC. For further details see "*General Information*" on page 233.

Registered Office: G.R Complex, First floor, No .807-808, Anna Salai, Nandanam, Chennai, Chennai City Corporation – 600 035, Tamil Nadu, India;
Telephone: +91 44 - 4690 1007; **E-mail**: secretarial@verandalearning.com; **Website**: www.verandalearning.com;
Corporate Identity Number: L74999TN2018PLC125880; **Contact Person**: Swaminadhan Balasundharam, Company Secretary and Compliance Officer;

Our Company is issuing up to 1,58,71,173 Equity Shares of face value of ₹10 each ("**Equity Shares**") at a price of ₹ 225.20 per Equity Share (the "**Issue Price**"), including a premium of ₹ 215.20 per Equity Share, aggregating up to ₹ 35,741.88 lakhs (the "**Issue**"). For further details, see "*Summary of the Issue*" on page 31.

THIS ISSUE IS BEING UNDERTAKEN IN RELIANCE UPON CHAPTER VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS"), SECTION 42 AND SECTION 62 OF THE COMPANIES ACT, 2013, READ WITH RULE 14 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014, AS AMENDED ("THE PAS RULES") AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER, EACH AS AMENDED ("THE COMPANIES ACT")

OUR COMPANY HAS PREPARED THIS PLACEMENT DOCUMENT SOLELY FOR PROVIDING INFORMATION IN CONNECTION WITH THE PROPOSED ISSUE. THE ISSUE AND THE DISTRIBUTION OF THIS PLACEMENT DOCUMENT IS BEING MADE TO ELIGIBLE QIBs (AS DEFINED HEREINAFTER) IN RELIANCE UPON SECTION 42 OF THE COMPANIES ACT, 2013 READ WITH RULE 14 OF THE PAS RULES AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT AND THE RULES MADE THEREUNDER AND CHAPTER VI OF THE SEBI ICDR REGULATIONS. THIS PLACEMENT DOCUMENT IS PERSONAL TO EACH PROSPECTIVE INVESTOR. THE ISSUE DOES NOT CONSTITUTE AN OFFER OR INVITATION OR SOLICITATION OF AN OFFER TO THE PUBLIC OR TO ANY OTHER PROSPECTIVE INVESTOR OR CLASS OR CATEGORY OF INVESTORS WITHIN OR OUTSIDE INDIA OTHER THAN ELIGIBLE QIBs. THIS PLACEMENT DOCUMENT SHALL BE CIRCULATED ONLY TO SUCH ELIGIBLE QIBs WHOSE NAMES ARE RECORDED BY OUR COMPANY PRIOR TO MAKING AN INVITATION TO SUBSCRIBE TO THE EQUITY SHARES.

YOU MAY NOT AND ARE NOT AUTHORISED TO (1) DELIVER THIS PLACEMENT DOCUMENT TO ANY OTHER PERSON; OR (2) REPRODUCE THIS PLACEMENT DOCUMENT IN ANY MANNER WHATSOEVER; OR (3) RELEASE ANY PUBLIC ADVERTISEMENT OR UTILISE ANY MEDIA, MARKETING OR DISTRIBUTION CHANNELS OR AGENTS TO INFORM THE PUBLIC AT LARGE ABOUT THE ISSUE. ANY DISTRIBUTION OR REPRODUCTION OF THIS PLACEMENT DOCUMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS INSTRUCTION MAY RESULT IN VIOLATION OF THE COMPANIES ACT, SEBI ICDR REGULATIONS OR OTHER APPLICABLE LAWS OF INDIA AND OF OTHER JURISDICTIONS.

INVESTMENTS IN EQUITY SHARES INVOLVE A HIGH DEGREE OF RISK AND PROSPECTIVE INVESTORS SHOULD NOT INVEST IN THE ISSUE UNLESS THEY ARE PREPARED TO TAKE THE RISK OF LOSING ALL OR PART OF THEIR INVESTMENT. PROSPECTIVE INVESTORS ARE ADVISED TO CAREFULLY READ THE SECTION "*RISK FACTORS*" ON PAGE 49, BEFORE MAKING AN INVESTMENT DECISION RELATING TO THE ISSUE. EACH PROSPECTIVE INVESTOR IS ADVISED TO CONSULT ITS OWN ADVISORS ABOUT THE PARTICULAR CONSEQUENCES OF AN INVESTMENT IN THE EQUITY SHARES TO BE ISSUED PURSUANT TO THE PRELIMINARY PLACEMENT DOCUMENT AND THIS PLACEMENT DOCUMENT. PROSPECTIVE INVESTORS OF THE EQUITY SHARES OFFERED SHOULD CONDUCT THEIR OWN DUE DILIGENCE ON THE EQUITY SHARES. IF YOU DO NOT UNDERSTAND THE CONTENTS OF THE PRELIMINARY PLACEMENT DOCUMENT AND/OR THIS PLACEMENT DOCUMENT, YOU SHOULD CONSULT AN AUTHORISED FINANCIAL ADVISOR AND/OR LEGAL ADVISOR.

The Equity Shares of the Company are listed on National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**", and together with **NSE**, the "**Stock Exchanges**". The closing price of the outstanding Equity Shares on BSE and NSE as on July 21, 2025, was ₹ 244.75 and ₹ 244.92 per Equity Share, respectively. In-principle approvals under Regulation 28(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), for listing of the Equity Shares to be issued pursuant to the Issue have been received by our Company from each of BSE and NSE on July 17, 2025. Our Company shall make applications to the Stock Exchanges for obtaining the final listing and trading approvals for the Equity Shares to be issued pursuant to the Issue. The Stock Exchanges assumes no responsibility for the correctness of any statements made, opinions expressed or reports contained herein. Admission of the Equity Shares to be issued pursuant to the Issue for trading on the Stock Exchanges should not be taken as an indication of the merits of our Company or of the Equity Shares.

A copy of the Preliminary Placement Document (which includes disclosures prescribed under Form PAS-4 *(as defined hereafter)*) was delivered to the Stock Exchanges and a copy of this Placement Document (which also includes disclosures prescribed under Form PAS-4) will be delivered to the Stock Exchanges in due course. Our Company shall also make the requisite filings with the RoC, within the stipulated period as prescribed under the Companies Act and the PAS Rules. The Preliminary Placement Document and this Placement Document have not been reviewed by the Securities and Exchange Board of India ("**SEBI**"), the Stock Exchanges, the RoC or any other regulatory or listing authority and is intended only for use by Eligible QIBs *(as defined hereinafter)*. This Placement Document has not been and will not be filed as a prospectus with the RoC, will not be circulated or distributed to the public in India or any other jurisdiction, and will not constitute a public offer in India or any other jurisdiction. The placement of Equity Shares proposed to be made pursuant to this Placement Document is meant solely for Eligible QIBs on a private placement basis and is not an offer to the public or to any other class of investors.

Invitations for subscription, offers and sales of Equity Shares to be issued pursuant to the Issue were only made pursuant to the Preliminary Placement Document (*along with the Application Form*) and this Placement Document and the Confirmation of Allocation Note *(each as defined hereinafter)*. The Preliminary Placement Document and this Placement Document relate to an issue made to Eligible QIBs under Chapter VI of the SEBI ICDR Regulations and no offer is being made to the public or any other class of investors. For further details, see "*Issue Procedure*" on page 186. The distribution of this Placement Document or the disclosure of its contents without our Company's prior consent, to any person, other than Eligible QIBs and persons retained by Eligible QIBs to advise them with respect to their purchase of Equity Shares, is unauthorised and prohibited. Each prospective investor, by accepting delivery of this Placement Document, agrees to observe the foregoing restrictions and to make no copies of this Placement Document or any documents referred to in this Placement Document.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or the securities laws of any state of the United States and may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable U.S. state securities laws. The Equity Shares offered in the Issue are being offered and sold only outside the United States in "offshore transactions", as defined in and in reliance on Regulation S ("**Regulation S**") under the U.S. Securities Act and in accordance with the applicable laws of the jurisdictions where those offers and sales are made. For the selling restrictions in certain other jurisdictions, see "*Selling Restrictions*" on page 203. See "*Transfer Restrictions*" on page 210 for information about transfer restrictions that apply to the Equity Shares sold in the Issue.

The information on the website of our Company or Subsidiaries, as applicable or any website directly or indirectly linked to such websites or the website of the Book Running Lead Manager or its affiliates does not constitute nor should form part of this Placement Document and Bidders should not rely on such information contained in, or available through, any such websites for investment in this Issue.

THIS PLACEMENT DOCUMENT IS DATED JULY 22, 2025

BOOK RUNNING LEAD MANAGER

SYSTEMATIX GROUP™
Investments Re-defined

SYSTEMATIX CORPORATE SERVICES LIMITED

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NOTICE TO INVESTORS

The information contained in this Placement Document has been provided by our Company and from other sources identified herein. Our Company has furnished and accepts full responsibility for all the information contained in this Placement Document and confirms that to the best of its knowledge and belief, having made all reasonable enquiries, this Placement Document contains all information with respect to our Company and the Equity Shares, which is material in the context of the Issue. The statements contained in this Placement Document relating to our Company and the Equity Shares are, in all material respects, true, accurate and not misleading, and the opinions and intentions expressed in this Placement Document with regard to our Company and the Equity Shares are honestly held, have been reached after considering all relevant circumstances and are based on reasonable assumptions and information presently available to our Company. There are no other facts in relation to our Company and the Equity Shares, the omission of which would, in the context of the Issue, make any statement in this Placement Document misleading in any material respect. Further, our Company has made all reasonable enquiries to ascertain such facts and to verify the accuracy of all such information and statements.

Unless otherwise stated, all information in this Placement Document is provided as of the date of this Placement Document and neither our Company nor the Book Running Lead Manager have any obligation to update such information to a later date.

This Placement Document is being furnished on a confidential basis solely for the purpose of enabling a prospective investor to consider subscribing for the particular securities described herein. Distribution of this Placement Document to any person other than the Eligible QIBs specified by the Book Running Lead Manager or its representatives, and those persons, if any, retained to advise such investor with respect thereto, is unauthorized, and any disclosure of its contents, without prior written consent of our Company, is prohibited. Any reproduction or distribution of this Placement Document, in whole or in part, and any disclosure of its contents to any other person is prohibited. Each prospective investor, by accepting delivery of this Placement Document, agrees to observe the foregoing restrictions and make no copies of this Placement Document or any offering material in connection with the Equity Shares.

Systematix Corporate Services Limited (the "**Book Running Lead Manager**") has made reasonable enquiries but have not separately verified all the information contained in this Placement Document (financial, legal or otherwise). Accordingly, neither the Book Running Lead Manager nor any of its shareholders, employees, counsels, officers, directors, representatives, agents, associates or affiliates make any express or implied representation, warranty or undertaking, and no responsibility or liability is accepted by the Book Running Lead Manager and/or any of its shareholders, employees, counsels, officers, directors, representatives, agents, associates or affiliates as to the accuracy or completeness of the information contained in this Placement Document or any other information (financial, legal or otherwise) supplied in connection with our Company and the Equity Shares or its distribution. Each person receiving this Placement Document acknowledges that such person has not relied either on the Book Running Lead Manager or on any of its shareholders, employees, counsels, officers, directors, representatives, agents, associates or affiliates in connection with such person's investigation of the accuracy of such information or such person's investment decision, and each such person must rely on its own examination of our Company and the merits and risks involved in investing in the Equity Shares issued pursuant to the Issue.

No person is authorised to give any information or to make any representation not contained in this Placement Document and any information or representation not so contained must not be relied upon as having been authorised by or on behalf of our Company or by or on behalf of the Book Running Lead Manager. The delivery of this Placement Document at any time does not imply that the information contained in it is correct as of any time subsequent to its date.

The Equity Shares to be issued pursuant to this Issue have not been approved, disapproved or recommended by any regulatory authority in any jurisdiction, including SEBI. No authority has passed on or endorsed the merits of the Issue or the accuracy or adequacy of this Placement Document. Any representation to the contrary is a criminal offence in certain jurisdictions.

The distribution of this Placement Document or the disclosure of its contents without the prior consent of our Company to any person, other than Eligible QIBs whose names are recorded by our Company prior to the invitation to subscribe to the Issue in consultation with the Book Running Lead Manager or its representatives, and those retained by Eligible QIBs to advise them with respect to their purchase of the Equity Shares, is unauthorised and prohibited. Each prospective investor, by accepting delivery of this Placement Document, agrees to observe the foregoing restrictions and not further distribute or make any copies of this Placement Document or any documents referred to in this Placement Document. Any reproduction or distribution of this Placement Document, in whole or in part, and any disclosure of its contents to any other person is prohibited.

The distribution of this Placement Document and the Issue of the Equity Shares may be restricted in certain jurisdictions by applicable laws. As such, this Placement Document does not constitute, and may not be used for or in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. In particular, no action has been taken by our Company or the Book Running Lead Manager that would permit an offering of the Equity Shares offered in the Issue or the distribution of this Placement Document in any jurisdiction, other than India, where action for that purpose is required. Accordingly, the Equity Shares may not be offered or sold, directly or indirectly, and neither this Placement Document nor any offering material in connection with the Equity Shares may be distributed or published in or from any jurisdiction, except under circumstances that will result in compliance with any applicable rules and regulations of any such jurisdiction. In particular, the Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable U.S. state securities laws. The Equity Shares offered in the Issue are being offered and sold only outside the United States in "offshore transactions", as defined in and in reliance on Regulation S and in accordance with the applicable laws of the jurisdictions where such offers and sales are made. For the selling restrictions in certain other jurisdictions, see "*Selling Restrictions*" beginning on page 203.

In making an investment decision, the prospective investors must rely on their own examination of our Company, the Equity Shares and the terms of the Issue, including the merits and risks involved. Prospective investors should not construe the contents of this Placement Document as legal, business, tax, accounting, or investment advice and should consult their own counsels and advisors as to business, investment, legal, tax, accounting and related matters concerning the Issue. In addition, our Company and the Book Running Lead Manager are not making any representation to any investor, purchaser, offeree or subscriber of the Equity Shares in relation to this Issue regarding the legality of an investment in the Equity Shares by such investor, purchaser, offeree or subscriber under applicable legal, investment or similar laws or regulations. The prospective investors of the Equity Shares should conduct their own due diligence on the Equity Shares and our Company. If you do not understand the contents of this Placement Document, you should consult an authorized financial advisor and/or legal advisor.

Each investor, purchaser, offeree or subscriber of the Equity Shares in the Issue is deemed to have acknowledged, represented and agreed that it is an Eligible QIB and is eligible to invest in India and in our Company under applicable law, including Chapter VI of the SEBI ICDR Regulations, Section 42 and 62 of the Companies Act read with Rule 14 of the PAS Rules, and other provisions of the Companies Act, and that it is not prohibited by SEBI or any other regulatory, statutory or judicial authority in India or any other jurisdiction from buying, selling or dealing in securities including the Equity Shares or otherwise accessing the capital markets in India. Each investor, purchaser, offeree or subscriber of the Equity Shares in the Issue also acknowledges that it has been afforded an opportunity to request from our Company and review information relating to our Company and the Equity Shares.

This Placement Document does not purport to contain all the information that any Eligible QIB may require. Further, this Placement Document has been prepared for information purposes to this Issue only and upon the express understanding that it will be used for the purposes set forth herein.

Our Company and the Book Running Lead Manager are not liable for any amendment or modification or change to applicable laws or regulations that, may occur after the date of this Placement Document. QIBs are advised to make their independent investigations and satisfy themselves that they are eligible to apply. QIBs are advised to ensure that any single application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Placement Document. Further, QIBs are required to satisfy themselves that their Bids would not eventually result in triggering a tender offer under the SEBI Takeover Regulations and the QIB shall be solely responsible for compliance with the provisions of the SEBI Takeover Regulations, SEBI Insider Trading Regulations and other applicable laws, rules, regulations, guidelines and circulars.

This Placement Document contains summaries of certain terms of certain documents, which summaries are qualified in their entirety by the terms and conditions of such document. The information on our Company's website, *viz.*, www.verandalearning.com or any website directly or indirectly linked to the website of our

Company or to the website of the Book Running Lead Manager or any of its respective affiliates or agents, does not constitute nor form part of this Placement Document. Prospective investors should not rely on such information contained in, or available through, any such websites.

Our Company agrees to comply with any undertakings given by it from time to time in connection with the Equity Shares to the Stock Exchanges and, without prejudice to the generality of foregoing, shall furnish to the Stock Exchanges all such information as the rules of the Stock Exchanges may require in connection with the listing of the Equity Shares on the Stock Exchanges.

REPRESENTATIONS BY INVESTORS

References herein to "you" or "your" in this section is to the Bidders in this Issue. By Bidding for and/or subscribing to any Equity Shares under this Issue, you are deemed to have represented, warranted, acknowledged, and agreed to contents set forth in the sections "*Notice to Investors*", "*Selling Restrictions*" and "*Transfer Restrictions*" on pages 3, 203 and 210, respectively, and have represented, warranted and acknowledged to and agreed to our Company and the Book Running Lead Manager, as follows:

- Your decision to subscribe to the Equity Shares to be issued pursuant to the Issue has not been made based on any information relating to our Company which is not set forth in this Placement Document;

- You are a "**Qualified Institutional Buyer**" as defined in Regulation 2(1)(ss) of the SEBI ICDR Regulations and not excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations, having a valid and existing registration under applicable laws and regulations of India, and undertake to (i) acquire, hold, manage or dispose of any Equity Shares that are Allotted to you in accordance with Chapter VI of the SEBI ICDR Regulations, the Companies Act, and all other applicable laws; and (ii) comply with the SEBI ICDR Regulations, the Companies Act and all other applicable laws, including any reporting obligations, and (iii) to make necessary filings, if any, in connection with the Issue or otherwise accessing capital markets;

- You are eligible to invest in India under applicable law, including the FEMA Rules *(as defined hereinafter)* and any notifications, circulars or clarifications issued thereunder, and have not been prohibited by SEBI, RBI or any other regulatory authority, statutory authority or otherwise, from buying, selling, or dealing in securities or otherwise accessing capital markets in India;

- If you are not a resident of India, but are an Eligible QIB, (i) you are a foreign portfolio investor, and you confirm that you are an Eligible FPI as defined in this Placement Document and have a valid and existing registration with SEBI under the applicable laws in India; or (ii) a multilateral or bilateral development financial institution and can participate in the Issue only under Schedule II of FEMA Rules and you are eligible to invest in India under applicable law, including FEMA Rules, and any other notifications, circulars or clarifications issued thereunder. You will make all necessary filings with appropriate regulatory authorities, including RBI, as required pursuant to applicable laws. You are eligible to invest in India under applicable law, including the FEMA Rules, and any notifications, circulars or clarifications issued thereunder and have not been prohibited by SEBI or any other regulatory authority, from buying, selling or dealing in securities or otherwise accessing the capital markets;

- You are aware that in terms of the FEMA Rules, the total holding by each FPI including its investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50.00% or common control) shall be below 10.00% of the total paid-up Equity Share capital of our Company on a fully diluted basis and the total holdings of all FPIs put together shall not exceed the sectoral cap applicable to the sector in which our Company operates. In terms of the FEMA Rules, for calculating the total holding of FPIs in a company, holding of all registered FPIs shall be included. Hence, Eligible FPIs may invest in such number of Equity Shares in this Issue such that (i) the individual investment of the FPI in our Company does not exceed 10.00% of the post-Issue paid-up Equity Share capital of our Company on a fully diluted basis and (ii) the aggregate investment by FPIs in our Company does not exceed the sectoral cap applicable to our Company. In case the holding of an FPI together with its investor group increases to 10.00% or more of the total paid-up Equity Share capital, on a fully diluted basis, such FPI together with its investor group shall divest the excess holding within a period of five trading days from the date of settlement of the trades resulting in the breach. If however, such excess holding has not been divested within the specified period of five trading days, the entire shareholding of such FPI together with its investor group will be re-classified as FDI, subject to the conditions as specified by SEBI and the RBI in this regard and compliance by our Company and the investor with applicable reporting requirements and the FPI and its investor group will be prohibited from making any further portfolio investment in our Company under the SEBI FPI Regulations. Since FVCIs are not permitted to participate in the Issue, you confirm that you are not an FVCI;

- You will provide the information as required under the provisions of the Companies Act, the PAS Rules, the applicable provisions of the SEBI ICDR Regulations and any other applicable rules for record keeping by our Company, including your name, nationality, complete address, phone number, e-mail address, permanent account number (if applicable) and bank account details and such other details as may be prescribed or otherwise required even after the closure of the Issue and the list of Eligible QIBs including the aforementioned details shall be filed with the RoC and SEBI, as may be required under the Companies Act and other applicable laws;

- If you are Allotted Equity Shares, you shall not, for a period of one year from the date of Allotment, sell the Equity Shares so acquired except on the floor of the Stock Exchanges and in accordance with any other resale restrictions applicable to you. For more information, please see the sections entitled "*Selling Restrictions*" and "*Transfer Restrictions*" on page 203 and 210, respectively;

- You are aware that this Placement Document has not been and will not be filed as a prospectus with the RoC under the Companies Act, the SEBI ICDR Regulations or under any other law in force in India and, no Equity Shares will be offered in India or overseas to the public or any members of the public in India or any other class of investors, other than Eligible QIBs. The Preliminary Placement Document (which includes disclosures prescribed under Form PAS-4) has not been reviewed or affirmed by the RBI, SEBI, the Stock Exchanges, the RoC or any other regulatory or listing authority and is intended only for use by Eligible QIBs. This Placement Document shall be filed with the Stock Exchanges for record purposes only and be displayed on the websites of our Company and the Stock Exchanges;

- You confirm that neither is your investment as an entity of a country which shares land border with India nor is the beneficial owner of your investment situated in or a citizen of such country (in each of which case, investment can only be through the Government approval route), and that your investment is in accordance with consolidated FDI Policy and press note no. 3 (2020 Series), dated April 17, 2020, issued by the Department for Promotion of Industry and Internal Trade, Government of India, and Rule 6 of the FEMA Rules;

- You are permitted to subscribe for and acquire the Equity Shares under the laws of all relevant jurisdictions that apply to you and that you have fully observed such laws and you have necessary capacity, have obtained all necessary consents, governmental or otherwise, and authorisations, as may be required and complied and shall comply with all necessary formalities, to enable you to participate in the Issue and to perform your obligations in relation thereto (including, without limitation, in the case of any person on whose behalf you are acting, all necessary consents and authorisations to agree to the terms set out or referred to in this Placement Document), and will honour such obligations;

- You are aware that, our Company, the Book Running Lead Manager or any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates are not making any recommendations to you or advising you regarding the suitability of any transactions it may enter into in connection with the Issue and your participation in the Issue is on the basis that you are not, and will not, up to the Allotment, be a client of the Book Running Lead Manager. The Book Running Lead Manager or any of its shareholders, directors, officers, employees, counsels, representatives, agents or affiliates do not have any duties or responsibilities to you for providing the protection afforded to their clients or customers or for providing advice in relation to the Issue and are not in any way acting in any fiduciary capacity;

- You confirm that, either: (i) you have not participated in or attended any investor meetings or presentations by our Company or its agents (the "**Company Presentations**") with regard to our Company or the Issue; or (ii) if you have participated in or attended any Company Presentations: (a) you understand and acknowledge that the Book Running Lead Manager may not have knowledge of all the statements that our Company or its agents may have made at such Company Presentations and is therefore unable to determine whether the information provided to you at such Company Presentations may have included any material misstatements or omissions, and, accordingly you acknowledge that the Book Running Lead Manager have advised you not to rely in any way on any information that was provided to you at such Company Presentations, and (b) confirm that you have not been provided any material or price sensitive information relating to our Company and the Issue that was not publicly available;

- Your decision to subscribe to the Equity Shares to be issued pursuant to the Issue has not been made on the basis of any information relating to our Company that is, not set forth in this Placement Document;

- You are subscribing to the Equity Shares to be issued pursuant to the Issue in accordance with applicable laws and by participating in this Issue, you are not in violation of any applicable law, including but not limited to the SEBI Insider Trading Regulations, the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003, as amended, and the Companies Act;

- You understand that the Equity Shares issued pursuant to the Issue shall be subject to the provisions of the Memorandum of Association and Articles of Association of our Company and will be credited as fully paid and will rank *pari passu* in all respects with the existing Equity Shares including the right to receive dividend and other distributions declared or to be declared;

- You acknowledge that all statements other than statements of historical fact included in this Placement Document, including, without limitation, those regarding our business strategy, plans and objectives of management for future operations (including development plans and objectives relating to our Company's business), are forward-looking statements. You are aware that such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause actual results to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. You acknowledge that such forward-looking statements are based on numerous assumptions regarding our present and future business strategies and environment in which we will operate in the future. You have not placed undue reliance on forward-looking statements, which speak only as at the date of this Placement Document. You acknowledge that neither our Company nor the Book Running Lead Manager or any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates assume any responsibility to update any of the forward-looking statements contained in this Placement Document;

- You are aware and understand that the Equity Shares are being offered only to Eligible QIBs on a private placement basis and are not being offered to the general public or any other category of investors other than Eligible QIBs, and the Allotment of such Equity Shares shall be at the discretion of our Company, in consultation with the Book Running Lead Manager;

- You are aware that in terms of the requirements of the Companies Act, upon Allocation, our Company has disclosed names and percentage of post-Issue shareholding of the proposed Allottees in this Placement Document. However, disclosure of such details in relation to the proposed Allottees in this Placement Document will not guarantee Allotment to them, as Allotment in the Issue shall continue to be at the sole discretion of our Company, in consultation with the Book Running Lead Manager;

- You are aware that if, together with any other Allottee belonging to the same group or under common control, you are Allotted more than 5.00% of the Equity Shares in the Issue, our Company shall be required to disclose your name and the number of the Equity Shares Allotted to you to the Stock Exchanges and the Stock Exchanges will make the same available on their website and you consent to such disclosures;

- You have made, or have been deemed to have made, as applicable, the representations, warranties, acknowledgments and undertakings as set out in *"Selling Restrictions"* and *"Transfer Restrictions"* on pages 203 and 210, respectively;

- You have been provided a serially numbered copy of this Placement Document and have read it in its entirety, including in particular, "*Risk Factors*" on page 49;

- In making your investment decision, you have (i) relied on your own examination of our Company, the Equity Shares and the terms of the Issue, including the merits and risks involved, (ii) made and continue to make your own assessment of our Company and the Equity Shares and the terms of the Issue based solely on and in reliance of the information contained in this Placement Document and no other disclosure or representation by our Company or any other party, (iii) consulted your own independent counsels and advisors or otherwise have satisfied yourself concerning, without limitation, the effects of local laws (including tax laws), (iv) received all information that you believe is necessary or appropriate in order to make an investment decision in respect of our Company and the Equity Shares, and (v) relied upon your own investigation and resources in deciding to invest in the Issue;

- Neither our Company, the Book Running Lead Manager nor any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates have provided you with any tax advice or otherwise made any representations regarding the tax consequences of purchase, ownership and disposal of the Equity Shares (including but not limited to the Issue and the use of the proceeds from the Equity Shares). You will obtain your own independent tax advice from a reputable service provider and will not rely on the Book Running Lead Manager or any of its shareholders, directors, officers, employees, counsels, representatives, agents or affiliates, when evaluating the tax consequences in relation to the Equity Shares (including, in relation to the Issue and the use of proceeds from the Equity Shares). You waive, and agree not to assert any claim against, our Company, the Book Running Lead Manager or any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates, with respect to the tax aspects of the Equity Shares or as a result of any tax audits by tax authorities, wherever situated;

- You are a sophisticated investor and have such knowledge and experience in financial, business and investment matters as to be capable of evaluating the merits and risks of an investment in the Equity Shares. You and any managed accounts for which you are subscribing for the Equity Shares: (i) are aware that an investment in Equity Shares involves a high degree of risk and that the Equity Shares are, therefore, a speculative investment and are able to bear the economic risk of your investment in the Equity Shares, including a complete loss on the investment in the Equity Shares; (ii) will not look to our Company and/or the Book Running Lead Manager or any of their respective shareholders, directors, officers, employees, counsels, advisors, representatives, agents or affiliates for all or part of any such loss or losses that may be suffered in connection with the Issue, including losses arising out of non-performance by our Company of any of its obligations or any breach of any representations and warranties by our Company, whether to you or otherwise; and (iii) are seeking to subscribe to the Equity Shares in the Issue for your own investment and not with a view to resell or distribute and have no need for liquidity with respect to the investment in the Equity Shares and have no reason to anticipate any change in your circumstances, financial or otherwise, which may cause or require any sale of all or any part of the Equity Shares purchased in the Issue.;

- You are not a 'promoter' (as defined under section 2(69) of the Companies Act and regulation 2(oo) of the SEBI ICDR Regulations) of our Company and are not a person related to our Promoter, either directly or indirectly and your Bid does not directly or indirectly represent our 'Promoter', or 'Promoter Group' (as defined under the SEBI ICDR Regulations) of our Company or persons or entities related thereto;

- You have no rights under a shareholders' agreement or voting agreement entered into with our Promoter or members of the Promoter Group or persons related to the Promoter, no veto rights or right to appoint any nominee director on our Board, other than the rights acquired, if any, in the capacity of a lender not holding any Equity Shares (a QIB who does not hold any Equity Shares and who has acquired the said rights in the capacity of a lender shall not be deemed to be a person related to our Promoter);

- You agree that in terms of Section 42(7) of the Companies Act, 2013 and Rule 14 of the PAS Rules, we shall file the list of Eligible QIBs (to whom the Preliminary Placement Document and this Placement Document will be circulated) along with other particulars including your name, complete address, phone number, e-mail address, permanent account number and bank account details, including such other details as may be prescribed or otherwise required even after the closure of the Issue with the RoC and SEBI within 30 days of circulation of the Preliminary Placement Document and other filings required under the Companies Act, 2013;

- You acknowledge that you will have no right to withdraw your Application Form or revise your Bid downwards after the Bid / Issue Closing Date (*as defined hereinafter*);

- You are eligible to Bid for and hold the Equity Shares so Allotted, together with any Equity Shares held by you prior to the Issue. Further, you confirm that your aggregate holding after the Allotment of the Equity Shares shall not exceed the level permissible as per any applicable law;

- The Bid made by you would not result in triggering a tender offer under the SEBI Takeover Regulations (as defined hereinafter) and you shall be solely responsible for compliance with all other applicable provisions of the SEBI Takeover Regulations;

- The aggregate number of Equity Shares Allotted to you under the Issue, together with other Allottees that belong to the same group or are under common control as you, pursuant to the Allotment under the Issue shall not exceed 50.00% of the Issue Size. For the purposes of this representation:

  (a) Eligible QIBs "belonging to the same group" shall mean entities where (a) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15.00% of the voting rights in the other; (b) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (c) there is a common director, excluding nominee and independent directors, amongst an Eligible QIBs, its subsidiary or holding company and any other Eligible QIB; and

(b) 'Control' shall have the same meaning as is assigned to it by Regulation 2(1)(e) of the SEBI Takeover Regulations;

- You are eligible to Bid for and hold Equity Shares so Allotted together with any Equity Shares held by you prior to this Issue. Please note that submitting a Bid for Equity Shares should not be taken to be indicative of the number of Equity Shares that will be Allotted to a successful Bidder. Allotment of Equity Shares will be undertaken by our Company, in its absolute discretion, in consultation with the Book Running Lead Manager. Further, you confirm that, your aggregate holding after the Allotment of the Equity Shares shall not exceed the level permissible as per any applicable law;

- You shall not undertake any trade in the Equity Shares credited to your beneficiary account until such time that the final listing and trading approvals for such Equity Shares are issued by the Stock Exchanges;

- You are aware that in relation to the Issue (i) in-principle approval, in terms of Regulation 28(1)(a) of the SEBI Listing Regulations, for listing and admission of the Equity Shares has been received by our Company from each of the Stock Exchanges, and (ii) the application for the final listing and trading approval will be made only after Allotment. There can be no assurance that the final listing and trading approvals for listing of the Equity Shares to be issued pursuant to this Issue will be obtained in time or at all. Neither our Company nor the Book Running Lead Manager nor any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates shall be responsible for any delay or non-receipt of such final listing and trading approvals or any loss arising from such delay or non-receipt;

- You are aware and understand that the Book Running Lead Manager has entered into a Placement Agreement with our Company whereby the Book Running Lead Manager has, subject to the satisfaction of certain conditions set out therein, undertaken to use its reasonable efforts to procure subscription for the Equity Shares on the terms and conditions set forth therein;

- You understand that the contents of this Placement Document are exclusively the responsibility of our Company, and that neither the Book Running Lead Manager nor any person acting on its behalf or any of the counsels or advisors to the Issue has or shall have any liability for any information, representation or statement contained in this Placement Document or any information previously published by or on behalf of our Company and will not be liable for your decision to participate in the Issue based on any information, representation or statement contained in this Placement Document or otherwise. By accepting a participation in the Issue, you agree to the same and confirm that the only information you are entitled to rely on, and on which you have relied in committing yourself to acquire the Equity Shares is contained in this Placement Document, such information being all that you deem necessary to make an investment decision in respect of the Equity Shares, you have neither received nor relied on any other information, representation, warranty or statement made by or on behalf of the Book Running Lead Manager or our Company or any other person, and the Book Running Lead Manager or our Company or any of their respective affiliates, including any view, statement, opinion or representation expressed in any research published or distributed by them, the Book Running Lead Manager and its affiliates will not be liable for your decision to accept an invitation to participate in the Issue based on any other information, representation, warranty, statement or opinion;

- You understand that the Book Running Lead Manager or any of its shareholders, directors, officers, employees, counsels, representatives, agents or affiliates do not have any obligation to purchase or acquire all or any part of the Equity Shares purchased by you in the Issue or to support any losses directly or indirectly sustained or incurred by you for any reason whatsoever in connection with the Issue, including the non-performance by our Company or any of its obligations or any breach of any representations or warranties by our Company, whether to you or otherwise;

- You are able to purchase the Equity Shares in accordance with the restrictions described in "*Selling Restrictions*" on page 203 and you have made, or are deemed to have made, as applicable, the representations, warranties, acknowledgements, undertakings and agreements in "*Selling Restrictions*" beginning on page 203;

- You understand and agree that the Equity Shares are transferable only in accordance with the restrictions described in "*Transfer Restrictions*" on page 210 and you have made, or are deemed to have made, as applicable, the representations, warranties, acknowledgements, undertakings and agreements in "*Transfer Restrictions*" beginning on page 210;

- You agree that any dispute arising in connection with the Issue will be governed by and construed in accordance with the laws of Republic of India, and the court(s) in Haryana, India shall have exclusive jurisdiction to settle any disputes which may arise out of or in connection with the Preliminary Placement Document and this Placement Document;

- Each of the representations, warranties, acknowledgements and agreements set out above shall continue to be true and accurate at all times up to and including the Allotment, listing and trading of the Equity Shares in the Issue;

- You agree to indemnify and hold our Company, the Book Running Lead Manager and their respective directors, officers, employees, affiliates, associates, controlling persons and representatives harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of the foregoing representations, warranties, acknowledgements, agreements and undertakings made by you in this Placement Document. You agree that the indemnity set out in this paragraph shall survive the resale of the Equity Shares by, or on behalf of, the managed accounts;

- You will make the payment for subscription to the Equity Shares pursuant to this Issue from your own bank account. In case of joint holders, the monies shall be paid from the bank account of the person whose name appears first in the application;

- You acknowledge that the Preliminary Placement Document does not, and this Placement Document shall not confer upon or provide you with any right of renunciation of the Equity Shares offered through the Issue in favour of any person;

- You are aware and understand that you are allowed to place a Bid for Equity Shares. Please note that submitting a Bid for Equity Shares should not be taken to be indicative of the number of Equity Shares that will be Allotted to a successful Bidder. Allotment of Equity Shares will be undertaken by our Company, in its absolute discretion, in consultation with the Book Running Lead Manager;

- You represent that you are not an affiliate of our Company or the Book Running Book Running Lead Manager or a person acting on behalf of such affiliate. However, affiliates of the Book Running Lead Manager, which are Eligible QIBs, may purchase, to the extent permissible under law, the Equity Shares in the Issue, and may issue Offshore Derivative Instruments in respect thereof. For further details, please see "*Offshore Derivative Instruments*" on page 12;

- You will make all necessary filings with appropriate regulatory authorities, including the RBI, as required pursuant to applicable laws, including but not limited to the necessary filings required to be made under section 42 of the Companies Act, 2013 and Rule 14 of the PAS Rules.

- Our Company, the Book Running Lead Manager and their respective affiliates, directors, counsels, officers, employees, shareholders, representatives, agents, controlling persons and others will rely on the truth and accuracy of the foregoing representations, warranties, acknowledgements and undertakings, and are irrevocable. It is agreed that if any of such representations, warranties, acknowledgements and undertakings are no longer accurate, you will promptly notify our Company and the Book Running Lead Manager; and

- If you are acquiring the Equity Shares for one or more managed accounts, you represent and warrant that you are authorised in writing, by each such managed account to acquire such Equity Shares for each managed account and hereby make the representations, warranties, acknowledgements, undertakings and agreements herein for and on behalf of each such account, reading the reference to "you" to include such accounts

OFFSHORE DERIVATIVE INSTRUMENTS

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 ("**SEBI FPI Regulations**"), an Eligible FPI including the affiliates of the Book Running Lead Manager, which is registered as a category I FPIs may issue, subscribe to or otherwise deal in offshore derivate instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying, and all such offshore derivative instruments are referred to herein as "**P-Notes**"), and persons who are eligible for registration as Category I FPIs can subscribe to or deal in such P-Notes provided that in the case of an entity that has an investment manager who is from the Financial Action Task Force member country, such investment manager shall not be required to be registered as a Category I FPI. The above-mentioned category I FPIs may receive compensation from the purchasers of such instruments. Such P-Notes can be issued subject to compliance with the 'know your client' norms and such other conditions as specified by SEBI from time to time, including payment of applicable regulatory fee. In terms of Regulation 21 of SEBI FPI Regulations, P-Notes may be issued only by such persons who are registered as Category I FPIs and they may be issued only to persons eligible for registration as Category I FPIs subject to exceptions provided in the SEBI FPI Regulations and compliance with 'know your client' requirements, as specified by SEBI and subject to payment of applicable regulatory fee and in compliance with such other conditions as may be specified from the SEBI from time to time. An Eligible FPI shall also ensure that no transfer of any instrument referred to above is made to any person unless such FPIs are registered as Category I FPIs and such instrument is being transferred only to person eligible for registration as Category I FPIs subject to requisite consents being obtained in terms of Regulation 21 of SEBI FPI Regulations. P-Notes have not been and are not being offered or sold pursuant to this Placement Document. This Placement Document does not contain any information concerning P-Notes or the issuer(s) of any P-Notes, including without limitation any information regarding any risk factors relating thereto.

Persons purchasing Equity Shares in the Issue may only issue P-Notes in accordance with the conditions set forth in "*Transfer Restrictions*" beginning on page 210.

For further details relating to investment limits of FPIs, please see the section entitled "*Issue Procedure*" beginning on page 186. P-Notes may be issued only in favour of those entities which meet the eligibility criteria as laid down in Regulation 4 of the SEBI FPI Regulations. Pursuant to its circular dated June 10, 2016, SEBI has introduced additional requirements applicable to P-Notes, including (i) KYC norms for issuers of P-Notes which require identification and verification of beneficial owners of entities subscribing to the P-Note holding more than a prescribed threshold; (ii) the requirement for issuers to file suspicious transaction reports with the Indian Financial Intelligence Unit; and (iii) the requirement for the issuer to report details of intermediate transfers in the monthly reports on P-Notes submitted to SEBI. An Eligible FPI shall also ensure that no further issue or transfer of any instrument referred to above is made by or on behalf of it to any person other than such entities regulated by appropriate foreign regulatory authorities.

Subject to certain relaxations provided under Regulation 22(4) of the SEBI FPI Regulations, investment by a single FPI including its investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than 50.00% or common control,) is not permitted to be 10.00% or above of our post Issue Equity Share capital on a fully diluted basis ("**Investment Restrictions**"). The SEBI has, *vide* a circular dated November 5, 2019, issued the operational guidelines for FPIs, designated depository participants and eligible foreign investors (the "**FPI Operational Guidelines**"), to facilitate implementation of the SEBI FPI Regulations. In terms of such FPI Operational Guidelines, the Investment Restrictions shall also apply to subscribers of offshore derivative instruments and two or more subscribers of offshore derivative instruments having common ownership, directly or indirectly, of more than 50.00% or common control shall be considered together as a single subscriber of the offshore derivative instruments. Further, in the event a prospective investor has investments as an FPI and as a subscriber of offshore derivative instruments, these Investment Restrictions shall apply on the aggregate of the FPI and offshore derivative instruments investments held in the underlying Indian company.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020, read with Consolidated FDI Policy, issued by the Department for Promotion of Industry and Internal Trade, Government of India, and the related amendments to the FEMA Rules, investments made by an entity of a country, which shares land border with India, or investments where the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. These investment restrictions shall also apply to subscribers of P-Notes.

Affiliates of the Book Running Lead Manager which are Eligible FPIs may purchase, to the extent permissible under law, the Equity Shares in the Issue, and may issue P-Notes in respect thereof. Any P-Notes that may be issued are not securities of our Company and do not constitute any obligation of, claims on or interests in our Company. Our Company has not participated in any offer of any P-Notes, or in the establishment of the terms of any P-Notes, or in the preparation of any disclosure related to any P-Notes. Any P-Notes that may be offered are issued by, and are the sole obligations of, third parties that are unrelated to our Company. Our Company and the Book Running Lead Manager do not make any recommendation as to any investment in P-Notes and do not accept any responsibility whatsoever in connection with any P-Notes. Any P-Notes that may be issued are not securities of the Book Running Lead Manager and does not constitute any obligations of or claims on the Book Running Lead Manager.

Bidders interested in purchasing any P-Notes have the responsibility to obtain adequate disclosure as to the issuer(s) of such P-Notes and the terms and conditions of any such P-Notes from the issuer(s) of such P-Notes. Neither SEBI nor any other regulatory authority has reviewed or approved any P-Notes or any disclosure related thereto. Bidders are urged to consult with their own financial, legal, accounting and tax advisors regarding any contemplated investment in P-Notes, including whether P-Notes are issued in compliance with applicable laws and regulations. Please also see the "*Selling Restrictions*" and "*Transfer Restrictions*" on the pages 203 and 210, respectively.

DISCLAIMER CLAUSE OF THE STOCK EXCHANGES

As required, a copy of this Placement Document has been submitted to each of the Stock Exchanges. The Stock Exchanges do not in any manner:

1. warrant, certify or endorse the correctness or completeness of any of the contents of this Placement Document;

2. warrant that the Equity Shares to be issued pursuant to this Issue will be listed or will continue to be listed on the Stock Exchanges; or

3. take any responsibility for the financial or other soundness of our Company, our Promoter, our management or any scheme or project of our Company;

and it should not for any reason be deemed or construed to mean that the Preliminary Placement Document and this Placement Document has been cleared or approved by the Stock Exchanges. Every person who desires to apply for or otherwise acquire any Equity Shares of our Company may do so pursuant to an independent inquiry, investigation and analysis and shall not have any claim against the Stock Exchanges whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition, whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Certain Conventions

In this Placement Document, unless otherwise specified or the context otherwise indicates or implies, references to 'you', 'your', 'bidder(s)', 'offeree', 'purchaser', 'subscriber', 'recipient', 'investor(s)', 'prospective investor(s)' and 'potential investor(s)' are to the Eligible QIBs who are the prospective investors in the Equity Shares issued pursuant to the Issue, references to 'our Company', 'Company', 'the Company' and the 'Issuer', are to Veranda Learning Solutions Limited on a standalone basis and references to 'we', 'us', 'our' or 'the Group' are to Veranda Learning Solutions Limited together with its Subsidiaries on a consolidated basis.

Currency and units of presentation

In this Placement Document, all references to:

1. '₹', 'INR', 'Rs.', 'Indian Rupees' and 'Rupees' are to the legal currency of Republic of India; and
2. '$', 'US$', 'USD' and 'U.S. dollars' are to the legal currency of the United States of America.

All references herein to "India" are to the Republic of India and its territories and possessions and all references herein to the 'Government' or 'GoI' or the 'Central Government' or the 'State Government' are to the Government of India, central or state, as applicable. All references herein to the 'US' or the 'U.S.' or the 'USA' or the 'United States' are to the United States of America and its territories and possessions.

References to the singular also refer to the plural and one gender also refers to any other gender, wherever applicable. Unless stated otherwise, all references to page numbers in this Placement Document are to the page numbers of this Placement Document.

All the numbers in this Placement Document have been presented in ₹ lakhs, unless stated otherwise. The amounts derived from financial statements included herein are presented in ₹ lakhs.

Except as otherwise set out in this Placement Document, all figures set out in this Placement Document have been rounded off to the two-decimal place. However, all figures expressed in terms of percentage, have been rounded off to one or two decimal places, as applicable. Due to such rounding off, in certain instances, the sum or percentage change of such numbers may not conform exactly to the total figure given. Unless otherwise specified, all financial numbers in parenthesis represent negative figures.

Financial data and other information

Our Company publishes its financial statements in Indian Rupees in lakhs.

The financial year of our Company commences on April 1 of each calendar year and ends on March 31 of the following calendar year, and, unless otherwise specified or if the context requires otherwise, all references to a particular 'financial year', "Fiscal" or "Fiscal Year" or "FY", are to the twelve-month period ended on March 31 of that year and references to a particular 'year' are to the calendar year ending on December 31 of that year.

As required under applicable regulations, and for the convenience of prospective investors, we have included the following in this Placement Document:

1. the audited consolidated financial statements of the Group as at and for the Fiscal 2025, prepared in accordance with the Indian Accounting Standards ("**Ind AS**"), specified under Section 133 of Companies Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended (the "**Fiscal 2025 Audited Consolidated Financial Statements**");

2. the audited consolidated financial statements of the Group as at and for the Fiscal 2024, prepared in accordance with the Indian Accounting Standards ("**Ind AS**"), specified under Section 133 of Companies Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended (the "**Fiscal 2024 Audited Consolidated Financial Statements**"); and

3. the audited consolidated financial statements of the Group as at and for the Fiscal 2023, prepared in accordance with the Indian Accounting Standards ("**Ind AS**"), specified under Section 133 of Companies Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended (the "**Fiscal 2023**

Audited Consolidated Financial Statements" and collectively, together with the Fiscal 2025 Audited Consolidated Financial Statements and the Fiscal 2024 Audited Consolidated Financial Statements, the "**Audited Consolidated Financial Statements**").

The Fiscal 2025 Audited Consolidated Financial Statements, the Fiscal 2024 Audited Consolidated Financial Statements and the Fiscal 2023 Audited Consolidated Financial Statements, together with the respective reports thereon issued by our Statutory Auditors, have been included in this Placement Document.

Our Company prepares its annual financial statements in accordance with Ind AS, Companies Act, and other applicable statutory and/or regulatory requirements. Ind AS differs from accounting principles with which prospective investors may be familiar in other countries, including IFRS and US GAAP and the reconciliation of the financial statement to other accounting principles has not been provided. No attempt has been made to explain those differences or quantify their impact on the financial data included in this Placement Document and investors should consult their own advisors regarding such differences and their impact on our Company's financial data. The degree to which the financial statement included in this Placement Document will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Ind AS, the Companies Act, the SEBI ICDR Regulations and practices on the financial disclosures presented in this Placement Document should accordingly be limited. Also see, "*Risk Factors– Risk Factor 57 – Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, IFRS and U.S. GAAP, which may be material to investors' assessments of our financial condition.*" on page 74.

Figures in this Placement Document, except for the information in the section "Industry Overview" have been presented in lakhs or in whole numbers where the numbers have been too small to present in lakhs unless stated otherwise. Further, any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources or presented in figures other than ₹ lakhs. References to the singular also refer to the plural and one gender also refers to any other gender, wherever applicable. In this Placement Document, references to "lakh(s)" represent "1,00,000", "million" represents "10 lakhs" or "10,00,000", "crore(s)" represents "1,00,00,000" or "10 million" or "100 lakhs", and "billion" represents "1,00,00,00,000" or "1,000 million" or "100 crore".

Certain figures contained in this Placement Document, including financial statement, have been subject to rounding adjustments. Any discrepancies in any table between the totals and the sum of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given, and (ii) the sum of the figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Unless otherwise specified, all financial numbers in parenthesis represent negative figures. Unless otherwise stated or unless the context requires otherwise, the financial statement contained in this Placement Document is derived from the Audited Consolidated Financial Statements, as applicable. For details, please see the section titled "*Financial Statements*" and "*Management Discussion and Analysis of Financial Condition and Results of Operations*" on pages 235 and 92, respectively.

Non-GAAP Measures

We have included certain non-GAAP measures and certain other statistical information such as Percentage of Revenue Growth, EBITDA, EBIDTA Margin, Profit After Tax Margin etc. (together, "**Non-GAAP Measures**" and each, a "**Non-GAAP Measure**") are presented in this Placement Document are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS. We compute and disclose such Non-GAAP Measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of the refractory businesses, many of which provide such Non-GAAP Measures and other statistical and operational information when reporting their financial results. However, note that these Non-GAAP Measures and other statistical information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to measures and statistical information of similar nomenclature that may be computed and presented by other companies. These Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP.

In addition, these non-GAAP measures are not standardised terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. The presentation of these Non-GAAP Measures is not intended to be considered in isolation or as a substitute for the financial statements included in this Placement Document. Bidders should read this information in conjunction with the financial statements included in "*Financial Statements*" and "*Managements' Discussion and Analysis of Financial Condition and Results of Operations*" on pages 235 and 92, respectively.

INDUSTRY AND MARKET DATA

Information regarding market size, market share, market position, growth rates and other industry data pertaining to our business contained in this Placement Document consists of estimates based on data reports compiled by governmental bodies, professional organisations, industry publications and analysts and on data from other external sources, and on our knowledge of markets in which we compete. The statistical information included in this Placement Document relating to the various sectors in which we operate has been reproduced from various trade, industry and regulatory / government publications and websites, and more particularly described in "*Industry Overview*" on page 114.

Unless stated otherwise, statistical information, industry and market data used throughout this Placement Document has been obtained from the report titled "*Industry Research Report on Indian Education Sector 2025*" (the "**Wazir Report**") dated June 20, 2025, prepared by Wazir Advisors, which is a report exclusively commissioned and paid for by our Company pursuant to an engagement letter dated May 27, 2025, in connection with the Issue. References to various segments in the "*Industry Overview*" section on page 114 and information derived from therein are references to industry segments and in accordance with the presentation, analysis and categorisation in the Wazir Report.

This data is subject to change and cannot be verified with complete certainty due to limits on the availability and reliability of the raw data and other limitations and uncertainties inherent in any statistical survey. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "*Risk Factors – Risk Factor 39 - Certain sections of this Placement Document contain information from the Wazir Report which we commissioned and purchased and any reliance on such information for making an investment decision in the Issue is subject to inherent risks*" on page 67

Further, the calculation of certain statistical and/or financial statement / ratios specified in the sections titled "*Business*", "*Risk Factors*", "*Management's Discussions and Analysis of Results of Operations and Financial Condition*" and otherwise in this Placement Document may vary from the manner such information is calculated under and for purposes of, and as specified in, the Wazir Report. Data from these sources may also not be comparable. The extent to which the market and industry data used in this Placement Document is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. Accordingly, investment decisions should not be based solely on such information.

In many cases, there is no readily available external information (whether from trade or industry associations, government bodies or other organisations) to validate market-related analysis and estimates, so our Company has relied on internally developed estimates.

Disclaimer of the Wazir Report;

The Wazir Report is subject to the following disclaimer:

*"The report is prepared by Wazir Advisors Pvt. Ltd ("**Wazir Advisors**"). Wazir Advisors has taken utmost care to ensure accuracy and objectivity while developing the report based on information available in Wazir Advisors' proprietary database and other sources considered by Wazir Advisors as accurate and reliable, including information in the public domain. The views and opinions expressed herein do not constitute the opinion of Wazir Advisors to buy or invest in this industry, sector, or companies operating in this sector or industry, and are not a recommendation to enter into any transaction in this industry or sector in any manner whatsoever. The report must be seen in its entirety; selective review of portions of the report may lead to inaccurate assessments. All forecasts in the report are based on assumptions considered reasonable by Wazir Advisors; however, the actual outcome may be materially affected by changes in the industry and economic circumstances, which could differ from the projections.*

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FORWARD-LOOKING STATEMENTS

Certain statements contained in this Placement Document that are not statements of historical fact constitute 'forward-looking statements. Investors can generally identify forward-looking statements by terminology such as 'aim', 'anticipate', 'believe', 'continue', 'can', 'could', 'estimate', 'expect', 'intend', 'may', 'objective', 'plan', 'potential', 'project'', 'pursue', 'shall', 'should', 'will', 'would', 'will likely result', 'is likely', 'are likely', 'believe', 'expect', 'expected to', 'will continue', 'will achieve', or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements.

The forward-looking statements appear in a number of places throughout this Placement Document and include statements regarding the intentions, beliefs or current expectations of our Company concerning, amongst other things, the expected results of operations, financial condition, liquidity, prospects, growth, strategies and dividend policy of our Company and the industry in which we operate. In addition, even if the result of operations, financial conditions, liquidity and dividend policy of our Company, and the development of the industry in which we operate, are consistent with the forward-looking statements contained in this Placement Document, those results or developments may not be indicative of results or developments in subsequent periods.

All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, revenue and profitability (including, without limitation, any financial or operating projections or forecasts), new business and other matters discussed in this Placement Document that are not historical facts. These forward-looking statements contained in this Placement Document (whether made by us or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause our actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. As a result, actual future gains or losses could materially differ from those that have been estimated, expressed or implied by such forward-looking statements or other projections. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Certain important factors that could cause our actual results, performances and achievements to be materially different from any of the forward-looking statements include, among others include:

1. Our growth strategy includes evaluating opportunities for strategic alliances, partnerships, investments, acquisitions and rebranding of acquired business. If we are unable to successfully identify and integrate such strategic alliances, partnerships, investments, acquisitions and rebranding of acquired business, our growth strategy, business, results of operations and prospects may be adversely affected;

2. A significant portion of our operating revenue is derived from our business verticals namely academic, commerce test preparation, government test preparation and vocational. Further, our revenue from operations is derived from the businesses operated by our 19 subsidiaries / step down subsidiaries. Failure to attract students or working professionals in our courses, including due to an unsatisfactory success ratio, may adversely affect our revenues, business, results of operations and prospects;

3. Our ability to retain the present number of students serviced by us and attract new students is dependent upon various factors including our reputation and our ability to maintain a high level of service quality. Any failure by us to retain or attract students may impact our business and its revenues;

4. The exam oriented and training courses offered by us depends substantially on our mentors /faculties and our ability to attract and retain them. Sudden decrease in the number of our mentors / faculties due to attrition may affect our operations and business; and

5. We may not fulfil our obligation to maintain pledged collateral and potential top-up requirements.

The additional factors that could cause our actual results, performance or achievements to differ materially include, but are not limited to, those discussed under the sections "*Risk Factors*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Industry Overview*" and "*Our Business*" on pages 49, 92, 114 and 146, respectively.

By their nature, market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains, losses or impact on net interest income and net income could materially differ from those that have been estimated, expressed or implied by such forward looking statements or other projections.

The forward-looking statements contained in this Placement Document are based on the beliefs of our Company and management, as well as the assumptions made by, and information currently available to, our Company and management. Although we believe that the expectations reflected in such forward-looking statements are reasonable at this time, we cannot assure investors that such expectations will prove to be correct.

Given these uncertainties, the prospective investors are cautioned not to place undue reliance on such forward-looking statements. In any event, these statements speak only as of the date of this Placement Document or the respective dates indicated in this Placement Document, and neither we nor the Book Running Lead Manager nor any of their affiliates undertake any obligation to update or revise any of them, whether as a result of new information, future events, changes in assumptions or changes in factors affecting these forward-looking statements or otherwise. If any of these risks and uncertainties materialise, or if any of our underlying assumptions prove to be incorrect, our actual results of operations, cash flows or financial condition of our Company could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent oral or written forward-looking statements attributable to us are expressly qualified in their entirety by reference to these cautionary statements.

In any event, these statements included herein speak only as of the date of this Placement Document or the respective dates indicated in this Placement Document. Our Company and the Book Running Lead Manager expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained herein to reflect any changes whether as a result of new information, future events, changes in assumptions or changes in factors affecting these forward-looking statements or otherwise in our Company's expectations with regard thereto.

ENFORCEMENT OF CIVIL LIABILITIES

Our Company is a public limited liability company incorporated under the laws of India. All the Directors, Key Managerial Personnel and Senior Management named herein are residents of India and substantial portion of assets of our Company and of such persons are located in India. As a result, it may be difficult or may not be possible for the prospective investors outside India to affect service of process upon our Company or such persons in India, or to enforce against them judgments of courts outside India. India is not a signatory to any international treaty in relation to the recognition or enforcement of foreign judgments. However, recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A, respectively, of the Civil Procedure Code, 1908, as amended ("**Civil Procedure Code**"). Section 13 of the Civil Procedure Code provides that a foreign judgment shall be conclusive regarding any matter directly adjudicated upon between the same parties or parties litigating under the same title, except:

(a) where the judgment has not been pronounced by a court of competent jurisdiction;

(b) where the judgment has not been given on the merits of the case;

(c) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognise the law of India in cases in which such law is applicable;

(d) where the proceedings in which the judgment was obtained were opposed to natural justice;

(e) where the judgment has been obtained by fraud; and

(f) where the judgment sustains a claim founded on a breach of any law, then in force in India.

Section 44A of the Civil Procedure Code provides that a foreign judgment rendered by a superior court (within the meaning of that section) in any jurisdiction outside India which the Government has by notification declared to be a reciprocating territory, may be enforced in India by proceedings in execution as if the judgment had been rendered by a competent court in India. Under Section 14 of the Civil Procedure Code, a court in India will, upon the production of any document purporting to be a certified copy of a foreign judgment, presume that the foreign judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record but such presumption may be displaced by proving want of jurisdiction. However, Section 44A of the Civil Procedure Code is applicable only to monetary decrees not being in the nature of any amounts payable in respect of taxes or other charges of a like nature or in respect of a fine or other penalties and does not include arbitration awards.

Each of the United Kingdom, United Arab Emirates, Singapore and Hong Kong, amongst others, has been declared by the Government to be a reciprocating territory for the purposes of Section 44A of the Civil Procedure Code. A judgment of a court in a jurisdiction which is not a reciprocating territory may be enforced only by a fresh suit upon the judgment and not by proceedings in execution. The suit must be filed in India within three years from the date of the foreign judgment in the same manner as any other suit filed to enforce a civil liability in India.

It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it views the amount of damages awarded as excessive or inconsistent with public policy of India and it is uncertain whether an Indian court would enforce foreign judgments that would contravene or violate Indian laws. Further, any judgment or award denominated in a foreign currency would be converted into Indian Rupees on the date of such judgment or award and not on the date of payment. A party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to repatriate outside India any amount recovered pursuant to the execution of such foreign judgement, and we cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approvals would be acceptable and additionally and any such amount may be subject to income tax pursuant to execution of such a judgment in accordance with applicable laws. Our Company and the Book Running Lead Manager cannot predict whether a suit brought in an Indian court will be disposed of in a timely manner or be subject to considerable delays

EXCHANGE RATES INFORMATION

Fluctuations in the exchange rate between Rupee and foreign currencies will affect the foreign currency equivalent of the Rupee price of the Equity Shares traded on the Stock Exchanges. These fluctuations will also affect the conversion into foreign currencies of any cash dividends paid in Rupees on the Equity Shares.

The following table sets forth information, for the period indicated with respect to the exchange rates between the Rupee and the U.S. dollar (in ₹ per US $). The exchange rates are based on the reference rates released by the RBI and Financial Benchmark India Private Limited ("**FBIL**"), which are available on their respected websites. No representation is made that any Rupee amounts could have been, or could be, converted into U.S. dollars at any particular rate, the rates stated below, or at all.

(₹ per US $)

Particulars	Period End(1)	Average(2)	High(3)	Low(4)
Fiscals ended:				
Fiscal 2025	85.58	84.57	87.59	83.07
Fiscal 2024	83.37	82.79	83.40	81.65
Fiscal 2023	82.22	80.39	83.20	75.39
Months ended:				
June 30, 2025	85.54	85.90	86.81	85.44
May 31, 2025	85.48	85.19	85.69	83.86
April 30, 2025	85.05	85.56	86.62	85.05
March 31, 2025	85.58	86.64	87.38	85.58
February 28, 2025	87.40	87.05	87.59	86.65
January 31, 2025	86.64	86.27	86.64	85.71

(Source: www.rbi.org.in and www.fbil.org.in)

Period end, high, low and average rates are based on the FBIL and RBI reference rates and rounded off to two decimal places.

Notes:
1. *The price for the period end refers to the price as on the last trading day of the respective fiscal year or monthly periods.*
2. *Average of the official rate for each Working Day of the relevant period.*
3. *Maximum of the official rate for each Working Day of the relevant period.*
4. *Minimum of the official rate for each Working Day of the relevant period.*

In case of holidays, the exchange rate on the last traded day of the month has been considered as the rate for the period end.

DEFINITIONS AND ABBREVIATIONS

Our Company has prepared this Placement Document using certain definitions and abbreviations which you should consider while reading the information contained herein. The following list of certain capitalized terms used in this Placement Document is intended for the convenience of the reader / prospective investor only and is not exhaustive.

The terms defined in this section shall have the meaning set out herein, unless specified otherwise in the context thereof, and references to any statute or regulations or policies shall include amendments rules, guidelines, circulars, clarifications, and notifications issued thereto, from time to time.

The words and expressions used in this Placement Document but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, 2013, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder. Notwithstanding the foregoing, terms used in the sections "*Industry Overview*", "*Taxation*", "*Legal Proceedings*" and "*Financial Statements*" on pages 114, 221, 226 and 235, respectively, shall have the meaning given to such terms in such sections.

GENERAL TERMS

Term	Description
"Issuer" or "our Company" or "the Company" or "VLSL"	Veranda Learning Solutions Limited, a public limited company incorporated under the Companies Act, 2013 and having its registered office at G.R Complex, First Floor, No.807-808, Anna Salai, Nandanam, Chennai City Corporation, Chennai- 600 035, Tamil Nadu, India.
"we", "us" or "our"	Unless the context otherwise indicates or implies, refers to our Company and our Subsidiaries, on a consolidated basis.

COMPANY RELATED TERMS

Term	Description
Articles or Articles of Association or AoA	Articles of Association of our Company, as amended from time to time.
Audit Committee	The audit committee of our Board of Directors, as described in section titled "*Board of Directors and Senior Management*" on page 168.
Audited Consolidated Financial Statements / Audited Financial Statements / Financial Statements / Information	The audited consolidated financial statements of our Company and of our Subsidiaries as at and for Fiscal 2025, Fiscal 2024 and Fiscal 2023 prepared in accordance with Ind AS notified under the Ind AS Rules and Section 133 of the Companies Act, 2013 read with the presentation requirements of Division II of Schedule III to the Companies Act, 2013 and which comprises the consolidated balance sheet for Fiscal 2025, Fiscal 2024 and Fiscal 2023, and the consolidated statement of profit and loss, including other comprehensive income, the consolidated statement of cash flows and the consolidated statement of changes in equity for the year then ended, along with notes to the financial statements, a summary of material accounting policies and other explanatory information
Board of Directors or Board or our Board	The board of directors of our Company or any duly constituted committee thereof, as the context may require.
Chairman	The chairman of our Board, Kalpathi S. Suresh
Chief Financial Officer	The chief financial officer of our Company, namely Saurani Pathan Mohasin Khan
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, namely Swaminadhan Balasundharam.
Director(s)	The director(s) on the Board of our Company.
Equity Share(s)	The equity share(s) of our Company, having face value of ₹10 each.
Executive Director(s)	The executive directors of our Company, as described in section titled "*Board of Directors and Senior Management*" on page 168.
Independent Chartered Accountant/ICA	The independent chartered accountant appointed by our Company, namely, M A R G H and Associates, Chartered Accountants
Independent Director(s)	The independent director(s) of our Company, as described in section titled "*Board of Directors and Senior Management*" on page 168.
Key Managerial Personnel or KMP	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013 and as further described in section titled "*Board of Directors and Senior Management*" on page 168.

Term	Description
Material Subsidiaries	The material subsidiaries of our Company, namely, Veranda Race Learning Solutions Private Limited, Veranda XL Learning Solutions Private Limited, Brain4ce Education Solutions Private Limited, Veranda Administrative Learning Solutions Private Limited, Six Phrase Edutech Private Limited, Tapasya Educational Institutions Private Limited and BB Virtuals Private Limited.
Memorandum or Memorandum of Association or MoA	The memorandum of association of our Company, as amended from time to time.
"National Company Law Tribunal" or "NCLT"	National Company Law Tribunal
Nomination and Remuneration Committee	The nomination and remuneration committee of our Company, as described in section titled "*Board of Directors and Senior Management*" on page 168.
Partially-Owned Subsidiaries	Partially owned subsidiaries of our company namely, Veranda XL Learning Solutions Private Limited, Navkar Digital Institute Private Limited and BB Publication Private Limited.
Promoter(s)	Promoters of our Company as per the definition provided in Regulation 2(1)(oo) of the SEBI ICDR Regulations and as reported to the Stock Exchanges, being Kalpathi .S. Ganesh, Kalpathi S. Aghoram and Kalpathi S. Suresh.
Promoter Group	Promoter group of our Company as per the definition provided in Regulation 2(1)(pp) of the SEBI ICDR Regulations and as reported to the Stock Exchanges.
Registered Office	The registered office of our Company located at G.R Complex, First Floor, No.807-808, Anna Salai, Nandanam, Chennai City Corporation, Chennai- 600 035, Tamil Nadu, India.
Registrar of Company or RoC	The Registrar of Companies, Tamil Nadu, located at Chennai.
Senior Management	The senior management of our Company as identified named under the section titled "*Board of Directors and Senior Management*" on page 168.
Shareholder(s)	The holder(s) of the Equity Shares of our Company, unless otherwise specified in the context thereof.
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Company, as described in section titled "*Board of Directors and Senior Management*" on page 168
Step-Down Subsidiaries	The step-down subsidiaries of our Company, as on date of this Placement Document, as disclosed in the section titled "*Organisational Structure*" on page 161 For the purpose of the Audited Consolidated Financial Statements, step-down subsidiaries would mean subsidiaries as at and during the relevant fiscal year
Subsidiaries	Collectively, our Wholly-Owned Subsidiaries, Partially Owned Subsidiaries and Step-Down Subsidiaries.
Statutory Auditors	Current statutory auditors of our Company, Deloitte Haskins & Sells., Chartered Accountants.
"Veranda IAS"	Veranda IAS Learning Solutions Private Limited
"VRLS"	Veranda Race Learning Solutions Private Limited
"VXLS"	Veranda XL Learning Solutions Private Limited
Wholly-Owned Subsidiary	Wholly-owned subsidiaries of our company, namely, Veranda Race Learning Solutions Private Limited, Veranda IAS Learning Solutions Private Limited, Brain4ce Education Solutions Private Limited, Veranda Learning Solutions North America, Inc., Veranda Management Learning Solutions Private Limited and Veranda Administrative Learning Solutions Private Limited

ISSUE RELATED TERMS

Term	Description
Allocated or Allocation	The allocation of Equity Shares by our Company, in consultation with the Book Running Lead Manager, following the determination of the Issue Price to Eligible QIBs on the basis of the Application Forms submitted by them, in consultation with the Book Running Lead Manager and in compliance with Chapter VI of the SEBI ICDR Regulations.
Allot or Allotment or Allotted	The issue and allotment of Equity Shares pursuant to this Issue.
Allottees	Bidders who are Allotted Equity Shares of our Company pursuant to this Issue.
Application Form	The form (including any revisions thereof) pursuant to which a Bidder indicates its interest to subscribe for the Equity Shares of our Company pursuant to the Issue.
Application Amount	With respect to a Bidder shall mean the aggregate amount paid by such Bidder at the time of submitting a Bid in the Issue and determined by multiplying the price per Equity Share indicated in the Bid by the number of Equity Shares Bid for by Eligible QIBs and payable by the Eligible QIBs in the Issue on submission of the Application Form or such amount

Term	Description
	transferred/ paid to the Escrow Bank Account, as application, including any revisions thereof
Bid(s)	An indication of interest by an Eligible QIB, including all revisions and modifications of interest, as provided in the Application Form, to subscribe for Equity Shares to be issued pursuant to this Issue. The term "Bidding" shall be construed accordingly.
Bidder(s)	Any prospective investor, being an Eligible QIB who makes a Bid pursuant to the terms of the Preliminary Placement Document and the Application Form.
Bid Amount	The amount determined by multiplying the price per Equity Share indicated in the Bid by the number of Equity Shares Bid for by Eligible QIBs and payable by the Eligible QIBs in the Issue on submission of the Application Form.
Bid/ Issue Closing Date	The date after which our Company (or Book Running Lead Manager on behalf of our Company) ceased acceptance of Application Forms and the Bid Amount, being July 22, 2025.
Bid/ Issue Opening Date	The date on which our Company (or the Book Running Lead Manager on behalf of our Company) commenced acceptance of the Application Forms and the Bid Amount, being Thursday, July 17, 2025.
Bid/ Issue Period	Period between the Bid/ Issue Opening Date and Bid/ Issue Closing Date, inclusive of both days during which Eligible QIBs could submit their Bids along with the Bid Amount.
Book Running Lead Manager or BRLM	Systematix Corporate Services Limited
CAN or Confirmation of Allocation Note	Note or advice or intimation sent only to Successful Bidders confirming the Allocation of Equity Shares to such Successful Bidders after determination of the Issue Price and requesting payment for the entire applicable Issue Price for all Equity Shares Allocated to such Successful Bidders
Closing Date	The date on which Allotment of Equity Shares pursuant to the Issue shall be made, i.e. on or about July 22, 2025.
Cut-off Price	The Issue Price of the Equity Shares to be issued pursuant to the Issue was finalised by our Company in consultation with the BRLM
Designated Date	The date of credit of Equity Shares to the Allottees' demat accounts pursuant to the Issue, as applicable to the relevant Allottees.
Eligible FPI(s)	Foreign portfolio investor, as defined under the SEBI FPI Regulations (other than individuals, corporate bodies and family offices), and including persons who have been registered under the SEBI FPI Regulations, that are eligible to participate in this Issue.
Eligible QIB(s)	A qualified institutional buyer, as defined in Regulation 2(1)(ss) of the SEBI ICDR Regulations which is not, (a) excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations, or (b) restricted from participating in the Issue under the applicable laws.
Escrow Account	Special non-interest bearing, no-lien, current bank account without any cheques or overdraft facilities, opened with the Escrow Agent, subject to the terms of the Escrow Agreement, into which the Bid Amount shall be deposited by Eligible QIBs and from which refunds, if any, shall be remitted to unsuccessful bidder, as set out in the Application Form.
Escrow Agent	Axis Bank Limited
Escrow Agreement	The escrow agreement dated June 18, 2025 entered into amongst our Company, the Escrow Agent and the Book Running Lead Manager for collection of the Bid Amounts and remitting refunds, if any, of the amounts collected, to the Bidders in relation to the Issue.
Floor Price	The floor price of ₹ 236.92 per Equity Share, calculated in accordance with Chapter VI of the SEBI ICDR Regulations. In terms of the SEBI ICDR Regulations, the Issue Price cannot be lower than the Floor Price
Fraudulent Borrower	An entity or person categorised as a fraudulent borrower by any bank or financial institution or consortium thereof, in terms of Regulation 2(1)(lll) of the SEBI ICDR Regulations.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018, as amended.
Gross Proceeds	The gross proceeds of the Issue that will be available to our Company.
Issue	The Issue and Allotment of 1,58,71,173 Equity Shares of face value of ₹10.00 each at a price of ₹ 225.20 per Equity Share, including a premium of ₹ 215.20 per Equity Share, aggregating ₹ 35,741.88 lakhs to Eligible QIBs pursuant to Chapter VI of the SEBI ICDR Regulations and the applicable provisions of the Companies Act and the rules made thereunder.
Issue Price	A price per Equity Share of ₹ 225.20, including a premium of ₹ 215.20 per Equity Share
Issue Size	The issue of up to 1,58,71,173 Equity Shares having face value of ₹10 each aggregating up to ₹ 35,741.88 lakhs.
Monitoring Agency	Brickwork Ratings India Private Limited.
Monitoring Agency Agreement	The agreement dated June 20, 2025 entered into by and amongst our Company and the Monitoring Agency in relation to the responsibilities and obligations of the Monitoring Agency for monitoring the utilisation of the proceeds of the Issue, after deducting fees, commissions and expenses of the Issue.

Term	Description
Net Proceeds	The net proceeds from the Issue, after deducting fees, commissions and expenses of the Issue.
Pay-In Date	Last date specified in the CAN for the payment of application monies by Bidders in the Issue
Placement Agreement	The placement agreement dated July 17, 2025 into by and amongst our Company and the Book Running Lead Manager.
Placement Document	This placement document dated July 22, 2025 issued by our Company in accordance with Chapter VI of the SEBI ICDR Regulations and Section 42 of the Companies Act and the rules made thereunder.
Preliminary Placement Document	The preliminary placement document along with the Application Form dated July 17, 2025 issued in accordance with Chapter VI of the SEBI ICDR Regulations and Section 42 of the Companies Act and the rules made thereunder
QIB(s) or Qualified Institutional Buyer(s)	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
QIP	Qualified institutions placement under Chapter VI of the SEBI ICDR Regulations and Section 42 of the Companies Act, read with the applicable rules of the PAS Rules.
Refund Amount	The aggregate amount to be returned to the Bidders who have not been Allocated Equity Shares for all or part of the Bid Amount submitted by such Bidder pursuant to the Issue.
Relevant Date	July 17, 2025, which is the date of the meeting wherein the Board of Directors, or a duly authorised committee, decides to open the Issue.
Successful Bidders	The Bidders who have Bid at or above the Issue Price, duly paid the Bid Amount along with the Application Form and who are Allocated Equity Shares pursuant to the Issue.
Stock Exchanges	Together, BSE Limited and National Stock Exchange of India Limited
Wilful Defaulter	An entity or person categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in terms of Regulation 2(1)(lll) of the SEBI ICDR Regulation.
Working Day	Any day other than the second and fourth Saturday of the relevant month or a Sunday or a public holiday or a day on which scheduled commercial banks are authorised or obligated by law to remain closed in Mumbai, India or a trading holiday of the Stock Exchanges, as applicable.

TECHNICAL AND INDUSTRY RELATED TERMS

Terms	Description
ACCA	Association of Chartered Certified Accountants
AE	Actual Estimates
AICPA	American Institute of Certified Public Accountants
AI/ML	Artificial Intelligence and Machine Learning
AISHE	All India Survey on Higher Education
ALP	Assistant Loco Pilot
ASCI	Advertising Standards Council of India
B2B	Business to Business
B2C	Business to consumer
BBBP	Beti Bachao, Beti Padhao
BE	Budget Estimates
BFSI	Banking, Financial Services, and Insurance
C++	C Plus Plus
CA	Chartered Accountant
CAGR	Compound Annual Growth Rate
CAIE	Cambridge Assessment International Education
CCPA	Central Consumer Protection Authority
CISSP	Certified Information Systems Security Professional
CFA	Chartered Financial Analyst
CGL	Combined Graduate Level
CHSL	Combined Higher Secondary Level
CIMA – UK	Chartered Institute of Management Accountants
CMA	Cost And Management Accountant
CPA	Certified Public Accountant
CPI	Consumer Price Index
CRP	Common Recruitment Process
CS	Company Secretary
CSE	Civil Services Examination
CY	Calendar Year
DIKSHA	Digital Infrastructure for Knowledge Sharing
DevOps	Development and Operations
EBITDA	Earnings Before Interest, Taxes, Depreciation, and Amortization

Terms	Description
EdTech	Education Technology
EE	Elementary Education
EIMT	European Institute of Management & Technology
EU Global	European Global Institute of Innovation and Technology
FDI	Foreign Direct Investment
FY	Financial Year
G20	Group of Twenty
GAAP	Generally Accepted Accounting Principles
GDP	Gross Domestic Product
GER	Gross Enrolment Ratio
GNI	Gross National Income
IAS	Indian Administrative Service
IBPS	Institute of Banking Personnel Selection
ICAI	Institute of Chartered Accountants of India
ICMAI	Institute of Cost Accountants of India
ICSI	Institute of Company Secretaries of India
IFS	Indian Foreign Service
IIM	Indian Institute of Management
IIT	Indian Institute of Technology
IMF	International Monetary Fund
INC	Incorporation
INR	Indian Rupees
IPO	Initial Public Offering
IPS	Indian Police Service
ITIs	Industrial Training Institutes
JE	Junior Engineer
K-12	Kindergarten through 12th Grade
KPSC	Karnataka Public Service Commission
KSDC	Karnataka Skill Development Corporation
LMS	Learning Management System
MoF	Ministry of Finance
MoSPI	Ministry of Statistics and Programme Implementation
MTS	Multi-Tasking Staff
NAPS	National Apprenticeship Promotion Scheme
NATS	National Apprenticeship Training Scheme 2.0
NEAT	National Educational Alliance for Technology
NEP	National Education Policy
NMMS	National Means cum Merit Scholarship
NSDC	National Skill Development Corporation
NSDM	National Skill Development Mission
NTPC	Non-Technical Popular Categories
Odisha's SATH-E	Odisha's Sustainable Action for Transforming Human Capital-Education
OGD	Open Government Data
PAT	Profit After Tax
PDCs	Preferred Delivery Centres
PDPs	Preferred Delivery Partners
PFCE	Per capita Private Final Consumption Expenditure
PM Poshan	Pradhan Mantri Poshan Shakti Nirman
PM SHRI Schools	Prime Minister's Schools for Rising India
PMKVY	Pradhan Mantri Kaushal Vikas Yojana
PMKVY 4.0	Pradhan Mantri Kaushal Vikas Yojana 4.0
PO	Probationary Officers
PSC	State Public Service Commissions
RE	Revised Estimates
ROW	Rest of the World
RRB	Railway Recruitment Board
SSA	Samagra Shiksha Abhiyan
SSC	Staff Selection Commission
STEM	Science, Technology, Engineering & Mathematics
SWAYAM	Study Webs of Active-Learning for Young Aspiring Minds
TET	Teacher eligibility Test
TNPSC	Tamil Nadu Public Service Commission
UDISE	Unified District Information System for Education

Terms	Description
UPSC	Union Public Service Commission
USD	United States Dollar
XLRI	Xavier School of Management
YoY	Year on Year

CONVENTIONAL AND GENERAL TERMS/ ABBREVIATIONS

Term	Description
AGM	Annual General Meeting
AIFs	Alternative investment funds, as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
AS	Accounting Standards
AY or Assessment year”	The assessment year is the year that comes after the FY. This is the time in which the income earned during FY is assessed and taxed.
BSE	BSE Limited
Category I FPI	FPIs who are registered with SEBI as “Category I foreign portfolio investors” under the SEBI FPI Regulations.
Category II FPI	FPIs who are registered with SEBI as “Category II foreign portfolio investors” under the SEBI FPI Regulations.
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Civil Procedure Code	Code of Civil Procedure, 1908.
Companies Act, 1956	The Companies Act, 1956 and the rules made thereunder (without reference to the provisions thereof that have ceased to have effect upon the notification of the Notified Sections).
Companies Act or Companies Act, 2013	The Companies Act, 2013, read with the rules, regulations, clarifications and modifications thereunder.
Competition Act	Competition Act, 2002
Consolidated FDI Policy	The consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time.
CSR	Corporate Social Responsibility
CY	Calendar Year, i.e. year ending on December 31 of the relevant year.
DDT	Dividend Distribution Tax
Depositories Act	Depositories Act, 1996.
Depository or Depositories	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 2018.
DP/Depository Participant	Depository participant as defined under the Depositories Act.
DIN	Director Identification Number
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry (formerly Department of Industrial Policy and Promotion), GoI.
EGM	Extraordinary General Meeting
EPS	Earnings Per Share, calculated as profit after tax for a Fiscal, divided by the weighted average outstanding number of Equity Shares during that Fiscal.
FBIL	Financial Benchmarks India Private Limited
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999
FEMA Non-Debt Rules	The Foreign Exchange Management (Non-debt Instruments) Rules, 2019.
Finance Act	Finance Act, 2023.
Finance Cost	Finance Cost charged to the statement of profit and loss.
Fiscal Year or Financial Year or FY or Fiscal	Period of 12 months ended March 31 of that particular year, unless otherwise stated.
Form PAS-4	Form PAS-4 prescribed under the Companies (Prospectus and Allotment of Securities) Rules, 2014.
FPI(s)	A foreign portfolio investor who has been registered under Chapter II of the SEBI FPI Regulations and shall be deemed to be an intermediary in terms of the provisions of the Securities and Exchange Board of India Act, 1992.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
FVCI	Foreign venture capital investors as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000 and registered with SEBI.
GDP	Gross Domestic Product
GoI or Government	Government of India
GST	Goods and Service Tax
ICAI	The Institute of Chartered Accountants of India

Term	Description
IFRS	International Financial Reporting Standards of the International Accounting Standards Board
IT Act	Income Tax Act, 1961
Ind AS	Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended
Ind AS Rules	Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Indian Accounting Standards) Amendment Rules, 2016, as amended
Indian GAAP	Generally Accepted Accounting Principles in India, being, accounting principles generally accepted in India including the accounting standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.
INR or ₹ or Rs. or Indian Rupees	Indian Rupee, the official legal currency of the Republic of India
IT	Information Technology
MCA	Ministry of Corporate Affairs, GoI
MoU	Memorandum of understanding
Mutual Fund	Mutual fund registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N.A. or NA	Not Applicable
NAV	Net Asset Value
NEAT	National Exchange for Automated Trading
NR/ Non-resident	A person resident outside India, as defined under the FEMA and includes a Non-resident Indian
NRI	Non-resident Indian
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
p.a.	Per annum
PAN	Permanent Account Number
PAS Rules	The Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time
P-Notes	Offshore derivative instruments, by whatever name called, which are issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India or unlisted debt securities or securitized debt instruments, as its underlying
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
SCR (SECC) Rules	Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011
U.S. Securities Act	The U.S. Securities Act of 1933, as amended
STT	Securities Transaction Tax
U.S. or United States or USA or US	United States of America, its territories and possessions, any State of the United States, and the District of Columbia
U.S. GAAP	Generally accepted accounting principles followed in the U.S.
US$ or U.S. dollars or USD	U.S. dollars, the lawful currency of the United States

SUMMARY OF THE ISSUE

The following is a general summary of the terms of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Placement Document, including sections entitled "*Risk Factors*", "*Use of Proceeds*", "*Placement and Lock-Up*", "*Issue Procedure*" and "*Description of the Equity Shares*" on pages, 49, 78, 201, 186 and 216.

Issuer	Veranda Learning Solutions Limited
Face Value	₹10.00 per Equity Share
Issue Price	₹225.20 per Equity Share (including a premium of ₹215.20 per Equity Share)
Floor Price	₹ 236.92 per Equity Share, calculated on the basis of Regulation 176 of the SEBI ICDR Regulations. In terms of the SEBI ICDR Regulations, the Issue Price cannot be lower than the Floor Price.
Issue Size	Issue of up to 1,58,71,173 Equity Shares at a price of ₹225.20 per Equity Share including a premium of ₹215.20 per Equity Share, aggregating up to ₹ 35,741.88 lakhs. A minimum of 10.00% of the Issue Size i.e., up to 15,87,117 Equity Shares, shall be available for Allocation to Mutual Funds only, and the balance 1,42,84,056 Equity Shares shall be available for Allocation to all Eligible QIBs, including Mutual Funds In case of under-subscription or no subscription in the portion available for Allocation only to Mutual Funds, such portion or part thereof may be Allotted to other Eligible QIBs.
Date of Board Resolution authorising the Issue	May 17, 2025
Date of shareholders' resolution authorising the Issue	June 10, 2025
Eligible Investors	Eligible QIBs to whom the Preliminary Placement Document and the Application Form are delivered and who are eligible to bid and participate in the Issue. The list of Eligible QIBs to whom the Preliminary Placement Document and Application Form is delivered has been determined by the Book Running Lead Manager in consultation with our Company, at its discretion. For further details, see "*Issue Procedure – Eligible QIBs*", "*Selling Restrictions*" and "*Transfer Restrictions*" on pages 191, 203 and 210, respectively.
Dividend	See "*Description of the Equity Shares*" and "*Dividend*" on page 216 and 91, respectively.
Taxation	See "*Taxation*" which describes the statement of possible tax benefits available to our Company and its Shareholders under the applicable laws in India, on page 221.
Equity Shares issued and outstanding immediately prior to the Issue	7,77,31,098 fully paid-up Equity Shares having face value of ₹10.00 each
Equity Shares issued and outstanding immediately after the Issue	9,36,02,271 Equity Shares
Issue Procedure	This Issue is being made only to Eligible QIBs in reliance on Section 42 of the Companies Act, read with Rule 14 of the PAS Rules, and all other applicable provisions of the Companies Act and Chapter VI of the SEBI ICDR Regulations. For further details, see the section entitled "*Issue Procedure*" on page 186.
Lock-up	For details in relation to lock-up, see "*Placement and Lock-up*" on page 201 for a description of restrictions on our Company and Promoters in relation to the Equity Shares.
Listing and trading	Our Company has obtained in-principle approvals each dated July 17, 2025 from the Stock Exchanges in terms of Regulation 28(1)(a) of the SEBI Listing Regulations, for listing of the Equity Shares to be issued pursuant to the Issue. Our Company will make applications to each of the Stock Exchanges for the final listing and trading approvals for the Equity Shares, after the Allotment and credit of Equity Shares to the beneficiary account with the Depository Participants.
Proposed Allottees	See "*Proposed Allottees in the Issue*" on page 448 form names of the proposed Allottees and the percentage of post-Issue capital that may be held by them in our Company.
Transferability restrictions	The Equity Shares being Allotted pursuant to this Issue shall not be sold for a period for one year from the date of Allotment, except on the floor of the Stock Exchanges. Allotments made to VCFs and AIFs in the Issue are subject to the rules and

	regulations that are applicable to each of them respectively, including in relation to lock-in requirement. For details in relation to other transfer restrictions, see "*Transfer Restrictions*" and "*Selling Restrictions*" on pages 210 and 203 respectively.
Risk factors	For details, see "*Risk Factors*" on page 49 for a discussion of risk you should consider before participating in the Issue.
Use of proceeds	The gross proceeds from the Issue aggregating up to ₹ 35,741.88 lakhs. The Net Proceeds from the Issue, after deducting fees, commissions and estimated expenses of the Issue, are expected to be approximately ₹34,994.38 lakhs. For details, see "*Use of Proceeds*" on page 78 for additional information regarding the use of net proceeds from the Issue.
Closing Date	The Allotment of Equity Shares is expected to be made on or about July 22, 2025
Status, ranking and dividends	The Equity Shares to be issued pursuant to the Issue shall be subject to the provisions of the Memorandum of Association and Articles of Association and shall rank *pari passu* with the existing Equity Shares of our Company, including rights in respect of dividends. The Shareholders of our Company (who hold Equity Shares as on the record date) will be entitled to participate in dividends and other corporate benefits, if any, declared by our Company after the Bid/ Issue Closing Date, in compliance with the Companies Act, SEBI Listing Regulations and other applicable laws and regulations. Shareholders may attend and vote in shareholders' meetings in accordance with the provisions of the Companies Act. Please see sections "*Dividends*" and "*Description of the Equity Shares*" on pages 91 and 216, respectively.
Voting Rights	See "*Description of the Equity Shares – Voting Rights*" on page 219
Security codes for the Equity Shares	**ISIN**: INE01Q001011 **BSE Code**: 543514 **NSE Code**: VERANDA

SUMMARY OF THE BUSINESS

Our Company and its subsidiaries are engaged in the business of educational services and offering diversified and integrated learning solutions in online, offline hybrid and offline blended models to students, professional career aspirants, graduates, professionals and working professionals enrolled with our courses through multitude of career-defining competitive exams, professional courses, exam-oriented courses, short term upskilling and reskilling courses. We provide comprehensive long term and short term preparatory courses in a simplified and easy-to-understand manner for students at various levels including those aspirants preparing for exams such as UPSC, State Public Service Commission, Staff Selection Commission, Banking, Insurance, Railways, Software upskilling and Chartered Accountancy, etc. We also provide customised short term skilling courses, long term courses and other corporate courses to aspirants and working professionals. Along with direct engagement with working professionals, we also deliver these courses through our B2B offerings.

With the aim of making quality education accessible at an affordable cost, we primarily provide our services through various learning formats including online, offline hybrid and offline blended learning models. Our offline hybrid learning model involves classroom teaching supported with online assessments and access to self-paced learning material to enhance recall and retention. Our offline blended model involves a mix of online content and offline delivery, wherein the centre delivers online study materials together with traditional class room sessions. Our offline hybrid and offline blended learning models offer traditional class room experience of personal mentoring from experienced mentors along with highly curated digital content and online assessments.

Our tech-infused online learning model allows Students to engage in self-paced inclusive and individualised learning experience without being hindered by the restriction of needing to be present in a physical classroom. Our online learning model comprises recorded videos and online live instructor led learning mode. We also focus on delivering specific courses in regional languages to better reach out to students of Tier 2 and 3 cities and rural areas.

The table sets forth below provides a summary of financial performance of the Company, as of and for the corresponding periods:

(*₹ in lakhs unless otherwise mentioned*)

Particular	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from Operations[1]	47,086.56	36,173.06	16,135.67
Revenue Growth (%)[2]	30.17%	124.18%	115.00%
EBITDA[3]	8,331.17	6,228.65	(3,367.23)
EBITDA Margin (%)[4]	17.69%	17.22%	(20.87%)
PAT[5]	(25,165.04)	(7,708.71)	(7,921.37)
PAT Margin (%)[6]	(53.44%)	(21.31%)	(49.09%)
Total Enrolment (Numbers)[7]	2,58,403	1,58,407	91,667

Notes:
1. *Revenue from Operations means the revenue from operations as appearing in the Audited Consolidated Financial Statements.*
2. *Revenue Growth (%) means the percentage increase in Revenue from Operations during the current financial year as compared to the previous financial year*
3. *EBITDA is calculated as profit/(loss) for the year, plus total tax expense/(credit) for the year, finance costs and depreciation and amortization expenses.*
4. *EBITDA Margin (%) is computed as EBITDA divided by revenue from operations.*
5. *PAT means the profit/(loss) after tax as appearing in the Audited Consolidated Financial Statements.*
6. *PAT Margin (%) is computed as PAT divided by revenue from operations.*
7. *Total Enrolment (Numbers) are the total number of new students who have registered or signed up for courses during the period*

Further, Vertical wise revenue for Fiscal 2025, Fiscal 2024 and Fiscal 2023 set forth below in the following table

Verticals	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in lakhs)	Percentage of revenue from operations %	Amount (₹ in lakhs)	Percentage of revenue from operations %	Amount (₹ in lakhs)	Percentage of revenue from operations %
Academic	2,230.30	4.74%	380.00	1.05%	-	0.00%
Commerce Test preparation	19,533.43	41.48%	12,192.86	33.71%	3,027.94	18.77%
Government Test preparation	13,249.08	28.14%	10,668.38	29.49%	4,970.42	30.80%
Vocational	11,227.60	23.84%	12,091.03	33.43%	8,128.10	50.37%

Verticals	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in lakhs)	Percentage of revenue from operations %	Amount (₹ in lakhs)	Percentage of revenue from operations %	Amount (₹ in lakhs)	Percentage of revenue from operations %
Others	5,270.64	11.19%	4,293.41	11.87%	1,945.81	12.06%
Eliminations / Additions	(4,424.49)	(9.40%)	(3,452.62)	(9.54%)	(1,936.60)	(12.00%)
Total Revenue from Operations	**47,086.56**	**100.00%**	**36,173.06**	**100.00%**	**16,135.67**	**100.00%**

Note: Verticals mentioned in the table above have been defined in the below paragraph

Keeping in mind diverse needs and learning requirements of various students, aspirants and professionals, the Company has been strategically structured across 4 key verticals namely (1) Academic, (2) Commerce Test Preparation, (3) Government Test Preparation and (4) Vocational. Businesses through our 19 subsidiaries / step down subsidiaries are classified within these four verticals. Each of these verticals house various brands and addresses a distinct segment of the education and skill development ecosystem, enabling the Company to offer focused and specialized learning solutions. The following section provides details about the various verticals.

1. Academic

The Academic vertical is dedicated to offering managed school services.We also have strategic partnerships with Cambridge, aiming to transform both new and existing schools into Cambridge International Schools. In this vertical, we operate through **Veranda Learning Solutions Limited**.

1.1. Veranda Learning Solutions Limited

Veranda Learning Solutions Limited caters to K–12 education (kindergarten through 12th grade) by providing support services for setting up as well as managing academic and administrative services for CBSE-affiliated and international schools in India.

Veranda Learning Solutions Limited K-12 segment encompasses a network of five CBSE-affiliated schools and two international schools affiliated with the Cambridge Assessment International Education (CAIE) board. These institutions are designed to provide high-quality, well-rounded education from the foundational years through to higher secondary levels, catering to diverse student base with a focus on academic excellence, all round development, and global exposure.

Brand Logo : Veranda K-12

Website: https://verandak12.com

2. Commerce Test Preparation

Commerce Test Preparation vertical caters the need of aspirants who are eyeing professional training to advance their careers through commerce-related professional courses, that include CA, CMA, CS, ACCA. These courses are offered through offline, online, and hybrid delivery modes.

Following are our brands within this vertical which are well established players in their sub segments, consistently achieving and improving results year after year, with the overarching vision to establish Veranda as one of India's largest commerce training providers.

2.1. JK Shah Classes

In October 2022, Veranda forayed into a knowledge intensive segment of high-demand commerce related test preparatory courses through acquisition of one of India's premier CA test-prep institutes, J. K. Shah Classes. J. K. Shah Classes has been in coaching to CA, CS, and CMA aspirants for the last 39 years.

Brand Logo : J.K. SHAH CLASSES

Website:https://jkshahclasses.com

2.2. Logic School of Management

Logic School of Management is a well-established and recognized institution specializing in training students for globally respected finance and accounting credentials, including ACCA (Association of Chartered Certified Accountants), CMA (Certified Management Accountant – US), and CPA (Certified Public Accountant). With a strong commitment to academic excellence and professional success, Logic School of Management offers flexible learning options through both in-class and online formats, ensuring accessibility for a wide range of learners.

Logic School of Management, founded in 2005, is a commerce and finance coaching institute- that offers a broad spectrum of professional courses, including integrated programs like B.Com + ACCA, MBA + ACCA, and M.Com + CPA, catering to students at different stages of their academic and career journeys.

Brand Logo:

Website: https://logiceducation.org

2.3. BB Virtuals

Veranda has further strengthened its position in the professional commerce education segment by acquiring BB Virtuals in February 2025. BB Virtuals is a leading online platform for Chartered Accountancy, Company Secretary and Cost and Management Accountancy aspirants founded by renowned educator CA Bhanwar Borana. With over 12 years of teaching experience, CA Bhanwar Borana has mentored more than 2 lakh students and produced over 500 All India Rank Holders, establishing BB Virtuals as a trusted name in CA preparation. With a strong focus on online delivery, BB Virtuals adds a digital dimension to Veranda's offerings, catering to the growing demand for flexible, technology-driven learning solutions.

Brand Logo :

Website: https://www.bbvirtuals.com

2.4. Navkar

Navkar Institute, founded by educator CA, CMA Hitesh Shah, is an established offline platform for CA aspirants in Gujarat. With over 17 years of teaching experience, Hitesh Shah has built a strong reputation in the education sector. Under his leadership, the institute has become a prominent provider of professional education, specializing in courses for CA, CS, CMA, CPA, and ACCA. The Company acquired 65.00% shareholding of Navkar Institute in February 2025.

Brand Logo:

Website: https://www.navkardigitalinstitute.com

2.5. Tapasya

Tapasya offers services in various areas to junior colleges and other educational institutions in Telangana and Karnataka. Tapasya is present in 14 locations and has been providing services to more than 24 colleges, with over 15,000 students. These colleges offers Intermediate/ PU College graduation courses like B.Com, BBA as well as degree and professional courses like CA and CMA, as well as integrated programs. Tapasya Commerce has helped over 5,000 students secure placements, highlighting its commitment to building successful careers for commerce professionals.

Brand Logo:

Website: https://www.tapasyaedu.com

3. Government Test Preparation

The Veranda Government Test Preparation vertical provides training to prepare for a wide range of prestigious government examinations such as civil services exams (TNPSC, UPSC, KPSC, etc), RRB, SSC, various banking recruitment examinations, etc. Our comprehensive programs are designed to equip students with the knowledge, skills, and strategies required to succeed in these highly competitive tests.

Following are our brands within this vertical which are well recognized players in their sub segments:

3.1. Veranda Race Learning Solutions (VRLS)

Veranda RACE is a well-established coaching institute that provides specialized training for various competitive government examinations in India. It is particularly renowned for its result-oriented approach and innovative teaching methods, designed to help students succeed in highly competitive exams such as Banking exams, Staff Selection Commission (SSC) exams, TNPSC Exams and other Government exams.

Brand Logo:

Website: https://verandarace.com

3.2. Veranda IAS

Veranda IAS offers comprehensive coaching for the UPSC Examination, one of the most prestigious and competitive exams in India. Designed to cater to diverse learning needs, Veranda IAS provides structured preparation through multiple formats such as residential programs, online live Classes, Test series to UPSC and TNPSC Group 1 aspirants.

Brand Logo:

Website: https://verandaias.com

3.3. Neyyar Education

Neyyar Education Private Limited, headquartered in Thiruvananthapuram, is an educational enterprise based out of Kerala, specializing in competitive exam preparation and educational and books publishing. The Company acquired Neyyar Education Private Limited in May 2023 as a part of natural extension of business.

Brand Logo:

Website: https://veranda.talentkerala.com//

3.4. Neyyar Academy

Neyyar Academy is a premier coaching institute dedicated to preparing students for state and central government competitive exams in Kerala. With a strong presence in Kerala, it delivers direct classroom and online training designed to build exam readiness and improve success rates. It is particularly renowned for its result-oriented approach and innovative teaching methods, designed to help students succeed in highly competitive exams such as Banking exams, Staff Selection Commission (SSC) exams, Teacher eligibility Test (TET) and other Government exams. Along with Neyyar Education as stated above, the Company acquired Neyyar Academy Private Limited in May 2023.

Brand Logo:

Website: https://veranda.talentkerala.com/

4. Vocational

The Vocational vertical consists of the various brands under Veranda that offers complementary upskilling and other vocational services to students and professionals throughout their educational and professional journey.

4.1. Brain4ce Learning Solutions Private Limited ("Brain4ce")

In September 2021, the Company acquired entire stake of Brain4ce (brand name "Edureka"), a recognized leader in online education for technology professionals. Brain4ce has established itself as one of the largest online platforms with a strong presence on YouTube, boasting over 4.3 million subscribers as on date. The platform serves a global audience, addressing markets in India, the United States, and the Rest of the World (ROW). Brain4ce has also formed strategic partnerships with renowned institutions such as Purdue University, Cambridge

University, Illinois Institute of Technology, and IIT Guwahati to offer postgraduate programs, further enhancing its value proposition.

Through its online live Instructor-led service model, Brain4ce provides academic learning, professional skilling, and corporate training services in high-demand technology domains, including Full Stack Web Development, CISSP, AI/ML, and Cloud Computing. The growing digital penetration and hybrid working model have enabled Brain4ce to tap into new talent from Tier 2 and Tier 3 cities, fostering greater access to upskilling opportunities and strengthening its position in the global education market.

Brand Logo:
Website: https://www.edureka.co

4.2. Veranda Higher Education (Veranda Management Learning Solutions)

Veranda Higher Education ("**Veranda HigherEd**"), launched in August 2022, offers long-term degrees and certification programs in collaboration with prestigious institutions, business schools and Universities in India and Abroad. In India Veranda HigherEd has partnered and launched courses with educational institutions like IIM Kozhikode, IIM Lucknow, IIM Raipur, IIM Shillong, XLRI, Goa Institute of Management, Sastra University, Chitkara University, Jagannath University etc. amongst others. It has also partnered with international institutions such as European Global Institute of Innovation and Technology (EU Global), Malta, European Institute of Management & Technology (EIMT), Switzerland & France, Birchwood University, USA, Rushford Business School (Switzerland) etc to offer international post graduate degree and doctoral programmes. It is in the process of completing tie-ups with other international universities to offer long term degree and certification programs.

The business unit, in partnership with academic institutions offers programmes ranging from UG courses like B.Com, PG degrees like MBA, MCA, MSc, MS etc. to Doctorate programmes. It targets fresh college graduates, working professionals (early to senior), thus covering major segments of the higher education target audience. The business has been able to ramp up the team and university partnerships quickly.

Brand Logo:
Website: https://verandahighered.com

4.3. Six Phrase

Six Phrase specializes in employability training, skill development, and career guidance, offering programs designed to enhance student readiness for the job market. Its service offerings include technical training in C, C++, Java, Python, Data Structures & Algorithms, and Competitive Programming, along with aptitude training, company-specific training, and interview preparedness. Operating in 9 states, Tamil Nadu, Six Phrase has tie-ups with 100+ engineering colleges.

The institution also provides new education programs in Java/Python Full Stack, AI & Machine Learning, Data Science, Cloud Computing, DevOps, and Cybersecurity. Additionally, it offers Integrated Subject Credit Programs, Placement-Assisted Training, and English Language & Soft Skills Training to ensure holistic student development. Six Phrase further enhances its value through specialized Finance Training and with digital platforms, bridging academia and industry. The Company acquired Six Phrase in May 2023 with objective of strengthening its portfolio and expanding its reach among educational institutions by offering other Veranda Group companies' programs to Six Phrase customer colleges

Brand Logo:
Website: https://sixphrase.com

4.4. PHIRE

PHIRE is a dedicated career development platform that is focused on enhancing employability in the banking and finance sectors. Designed specifically for aspirants looking to build a future in the BFSI (Banking, Financial

Services, and Insurance) industry, PHIRE delivers industry-aligned training programs that are practical, up-to-date, and tailored to market needs. By effectively bridging the gap between academic education and job readiness, PHIRE equips learners with the skills, knowledge, and confidence to succeed in competitive financial careers.

Brand Logo:

Website: https://course.phire.in/

Veranda Learning is one of the few education companies in India with cash-positive operations across multiple verticals—a key differentiator in a sector where scale often comes at the cost of profitability. Its structured, acquisition-led growth journey with a sharper, more focused model that balances operational efficiency with strategic diversification. Veranda has adopted a well-diversified model comprising online, offline, hybrid and blended models, thereby insulating its operations from any changes in the education industry and de-risking its revenue model.

Track records of strategic acquisitions and major achievements of our Company

In the past we have maintained a track record of strategic acquisitions for facilitating business expansions of our Company, the details of the same are provided below:

Particulars	Details of Acquisition/arrangement	Details of operations
Acquisition of Brain4ce Learning Solutions Private Limited	Pursuant to a Share Purchase Agreement dated August 30, 2021, our Company acquired 100% shareholding in Brain4ce Education Solutions Private Limited, commonly known by its brand name 'Edureka'.	Brain4ce Learning Solutions Private Limited, which was incorporated in 2011, offers academic learning, professional skilling and corporate training services in trending courses related to technologies. With the acquisition of Brain4ce Learning Solutions Private Limited, our Company expanded its presence in software education and in global markets, particularly, the United States.
Acquisition of brand, content, intellectual property rights of Chennai Race by Veranda Race	In December 2020, our Company, through its wholly-owned subsidiary, Veranda Race, acquired the brand, content and education materials from Chennai Race.	Chennai Race was incorporated in 2016 and was engaged in the business of running coaching institutes in Tamil Nadu, Kerala and Punjab. With the said acquisition of the brand, content, intellectual property rights of Chennai Race, our Company expanded its operations.
Listing in the stock exchanges	Veranda Learning Solutions got listed at the Stock Exchanges (NSE and BSE) on April 2022	The Initial Public Offering (IPO) of ₹ 200 Crores was oversubscribed 3.53 times
Signed MOU with TAHDCO	TAHDCO (the Tamil Nadu Adi Dravidar Housing and Development Corporation) signed a memorandum of understanding (MoU) with Veranda Learning Solutions in August 2022.	To train students from backward sections for jobs in bank and financial institutions.
Acquisition of J.K. Shah Classes	In October 2022, our company through its wholly owned subsidiary, VXLS acquired J.K. Shah Classes.	Through this arrangement, company would be able to strengthen its presence in the test preparation market, specifically in the commerce and professional course segments like CA, CS, and CMA.
Partnered with TNSDC	VLS partnered with TNSDC in August 2022	Objective of this arrangement was to Upskill TN youth through the Nan Mudhalvan scheme
Partnered with IIM Raipur, SHRM	Veranda Learning Solutions partnered with IIM Raipur, SHRM in November 2022	Pursuant to such arrangement, VLS launched an online Executive Post Graduate Programme in Management

Particulars	Details of Acquisition/arrangement	Details of operations
		with a specialisation in Human Resource Management
Business Transfer Agreement with Chennai RACE	Company has entered into Business Transfer Agreement with Chennai RACE in January 2023	Pursuant to this arrangement, company would be able to strengthen its position in the competitive exam preparation segment, particularly for banking, SSC, and government job aspirants.
Academy for Civil Service Aspirants	Veranda IAS, a subsidiary of Veranda Learning Solutions launched the Academy for Civil Service Aspirants in February 2023	Holistic residential programme for civil service aspirants, in Chennai
VLS announced its association with seven businesses	VLS announced its association with Educare Infrastructure, Six Phrase, SmartBridge, Talent Academy, Talent Publications, Phire Learning, and BAssure	In order to gain deeper footprint in education space
Partnership with Illinios Tech	Veranda Learning joined forces with Illinois Tech, Chicago's sole technology focussed university on August, 2024	Offering courses in information technology
Acquisition of Tapasya Educational Institutions	Veranda Learning acquired 50% stake in Tapasya Educational Institutions (TEIPL) in January 2025	To expand into the commerce and integrated professional education segment at the junior and degree college level. Tapasya has a strong presence in Telangana and Andhra Pradesh with a robust offline network and reputation in commerce and CA coaching
Appointed as Associate Partner of Cambridge University Press	Cambridge University Press and Assessment India appointed Veranda Learning as its associate partner in India in February 2024	Veranda Learning will conduct recruitment, onboarding and supporting schools in the Cambridge community with a specific focus on tier 2 and tier 3 cities.
Strategic agreement with Pearson	Veranda Learning entered into a strategic agreement with Pearson in April 2024	Pursuant to this arrangement, Veranda Learning could synergise their expertise in content creation and delivery of resources for test preparation and higher education in India.
Business Transfer Agreement with Logic Management Training Institute Private Limited	Veranda Learning entered into business transfer agreement with Kochi-based Logic Management Training Institute Private Limited to acquire the latter's business with effect from April 01, 2024	To further strengthen its footprint in the banking, SSC, and government exam preparation segment, particularly in South India. Logic Institute has a strong presence in Kerala and is known for its quality coaching and student outcomes.
Partnered with KSDC	VLS partnered with KSDC in May 2024	Objective of this arrangement was to Upskill Karnataka youth in Wealth management
Partnered with NSDC	VLS partnered with NSDC in Nov 2024	Objective of this arrangement was to Upskill youth across India
Partnered with IIT Madras (Swayam Plus)	VLS partnered with IIT Madras (Swayam Plus) in Feb 2025	Objective of this arrangement was to Upskill youth across India
Acquisition of BB Publications	VLS acquired BB Publications in January 2025	Strengthen its presence in the commerce and CA coaching segment, while also enhancing its in-house content development capabilities. BB Publications is known for its quality CA coaching and educational content, which complements Veranda's existing offerings in professional education
Acquisition of Navkar	VLS Acquired Navkar Digital Institute in February 2025	Strengthen its digital presence in the CA, CS, and CMA coaching space. As the online arm of the well-established

Particulars	Details of Acquisition/arrangement	Details of operations
		Navkar Institute, Navkar Digital brings high-quality, tech-enabled learning solutions with wide reach across India

SELECTED FINANCIAL STATEMENT

The following tables set out selected financial statement as extracted from our Audited Consolidated Financial Statements, prepared in accordance with the applicable accounting standards (Ind AS), Companies Act, 2013 and the requirements of SEBI Listing Regulations, as applicable, and presented in "*Financial Statement*" on page 235. The selected financial statement presented below should be read in conjunction with "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Financial Statement*" on pages 92 and 235, respectively. Except as specifically indicated otherwise and unless the context requires otherwise, all the consolidated financial statement as at and for March 31, 2025, March 31, 2024 and March 31, 2023 included in this Placement Document have been derived from the Audited Consolidated Financial Statements

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SUMMARY OF CONSOLIDATED BALANCE SHEET

(₹. In lakhs)

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
I. ASSETS			
1. Non-current assets			
(a) Property, Plant and Equipment	2,818.32	2,678.98	1,408.45
(b) Investment Property	4,585.27	4,585.33	-
(c) Right of use assets	12,471.31	11,957.78	7,188.02
(d) Capital work in progress	30.45	71.03	7.57
(e) Goodwill	1,17,509.10	81,752.99	43,744.06
(f) Other intangible assets	23,738.24	42,192.43	21,078.40
(g) Intangible assets under development	-	917.96	266.82
(h) Financial Assets			
(i) Investments	438.68	473.14	1.00
(ii) Loans	-	-	-
(iii) Other financial assets	839.92	1,134.84	673.74
(i) Deferred Tax assets (net)	1,710.40	1,121.95	496.31
(j) Income Tax assets	989.91	673.39	723.69
(k) Other Non-Current Assets	3.19	66.74	20.33
Total non-current assets	**1,65,134.79**	**1,47,626.56**	**75,608.39**
2. Current assets			
(a) Inventories	301.61	247.51	132.14
(b) Financial assets			
(i) Investments	21.61	-	-
(ii) Trade receivables	4,610.96	3,896.17	550.56
(iii) Cash and cash equivalents	5,360.25	1,971.49	8,481.70
(iv) Bank balances other than (iii) above	2,212.40	907.26	212.40
(v) Loans	865.60	865.60	-
(vi) Other financial assets	4,696.37	3,136.78	540.16
(c) Other current assets	4,764.43	5,083.33	3,643.77
Total current assets	**22,833.23**	**16,108.14**	**13,560.73**
TOTAL ASSETS	**1,87,968.02**	**1,63,734.70**	**89,169.12**
II.EQUITY AND LIABILITIES			
1. Equity			
(a) Equity share capital	7,439.62	6,919.75	6,157.21
(b) Other equity	18,256.26	30,688.28	24,436.94
Total Equity	**25,695.88**	**37,608.03**	**30,594.15**
2. Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	43,088.42	14,648.23	22,124.45
(ii) Lease Liabilities	12,776.29	11,238.05	6,241.42
(iii) Other Financial Liabilities	43,983.27	39,366.53	14,513.12
(b) Deferred tax liabilities (net)	2,857.46	2,642.06	5,037.56

(₹. In lakhs)

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
(c) Provisions	511.35	363.07	207.16
(d) Other Non Current liabilities	1,570.18	1,502.48	-
Total non-current liabilities	**1,04,786.97**	**69,760.42**	**48,123.71**
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	8,245.10	30,515.43	957.13
(ii) Lease Liabilities	1,856.72	1,934.04	1,292.97
(iii) Trade payables			
(a) Total outstanding dues of Micro Enterprises and Small Enterprises	324.46	337.46	24.08
(b) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises	5,647.11	4,507.57	2,820.26
(iv) Other Financial Liabilities	29,887.70	10,883.70	476.04
(b) Other current liabilities	10,371.31	7,975.45	4,808.55
(c) Provisions	115.56	105.40	72.23
(d) Income Tax liabilities	1,037.21	107.20	-
Total current liabilities	**57,485.17**	**56,366.25**	**10,451.26**
Total liabilities	**1,62,272.14**	**1,26,126.67**	**58,574.97**
TOTAL EQUITY AND LIABILITIES	**1,87,968.02**	**1,63,734.70**	**89,169.12**

SUMMARY OF AUDITED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(₹ in lakhs)

	Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
A	**Revenue**			
	Revenue from operations	47,086.56	36,173.06	16,135.67
	Other income	4,740.25	828.68	3,856.39
	Total Income	**51,826.81**	**37,001.74**	**19,992.06**
B	**Expenses**			
	Cost of Materials consumed	4.12	7.94	12.06
	Purchase of Stock - in - trade	1,002.74	701.74	393.31
	Changes in Inventories of Stock - in - trade	(1.65)	(21.99)	(66.57)
	Employee benefits expense	11,505.99	8,183.14	5,855.06
	Advertisement and Business Promotion Expenses	6,099.18	4,879.99	4,224.21
	Lecturer Fee	5,904.57	4,749.90	-
	Other expenses	18,980.69	12,272.37	12,941.22
	Total expenses	**43,495.64**	**30,773.09**	**23,359.29**
C	**Earnings / (Loss) before Finance Costs, Tax, Depreciation and Amortisation (EBITDA)**	**8,331.17**	**6,228.65**	**(3,367.23)**
	Finance Costs	13,206.20	7,817.27	1,029.87
	Depreciation and Amortization expense	20,583.64	6,667.56	4,546.15
D	**Loss before tax for the year**	**(25,458.67)**	**(8,256.18)**	**(8,943.25)**
E	**Tax Expense**			
	Current Tax	1,451.64	228.25	(177.33)
	Deferred Tax	(1,745.27)	(775.72)	(844.55)
	Total Tax Expense	**(293.63)**	**(547.47)**	**(1,021.88)**
F	**Loss after Tax for the year**	**(25,165.04)**	**(7,708.71)**	**(7,921.37)**
G	**Other comprehensive Income / (Loss) for the year**			
	(i) Items that will not be subsequently reclassified to profit or loss			
	(a) Re-measurement gains / (losses) on defined benefit obligations	39.51	42.60	30.21
	(b) Fair valuation gain / (loss) on investment in equity instruments through other comprehensive income	(33.46)	370.93	-
	(c) Income-tax relating to items that will not be subsequently reclassified to profit or loss	(0.03)	(3.31)	(3.75)
	(ii) Items that will be subsequently reclassified to profit or loss			
	(a) Exchange differences on translation of foreign operations	(24.04)	(12.23)	(14.55)
	Other comprehensive Income / (loss) for the year, net of tax	**(18.02)**	**397.99**	**11.91**
H	**Total comprehensive loss for the year**	**(25,183.06)**	**(7,310.72)**	**(7,909.46)**
	Profit / (Loss) for the year attributable to:			
	Owners of the company	(24,732.18)	(8,068.55)	(7,921.37)
	Non-Controlling interests	(432.86)	359.84	-
	Other comprehensive Income / (loss) for the year, as restated attributable to:			

	Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
	Owners of the company	(19.32)	393.74	11.91
	Non-Controlling interests	1.30	4.25	-
	Total comprehensive income / (loss) for the year, as restated attributable to:			
	Owners of the company	(24,751.50)	(7,674.81)	(7,909.46)
	Non-Controlling interests	(431.56)	364.09	-
I	**Loss per share (₹)**			
	Basic Earnings per share (Nominal value per equity share of ₹10)	(34.73)	(12.20)	(13.65)
	Diluted Earnings per share (Nominal value per equity share of ₹10)	(34.73)	(12.20)	(13.65)

SUMMARY OF AUDITED CONSOLIDATED STATEMENT OF CASH FLOWS

(*₹ in lakhs*)

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Cash Flows From Operating Activities			
Loss after tax for the year	**(25,165.04)**	**(7,708.71)**	**(7,921.37)**
Adjustments to reconcile profit / (loss) after tax to net cashflows:			
Income tax expenses	(293.63)	(547.47)	(1,021.88)
Finance costs	13,206.20	7,817.27	1,029.87
Employee share based payment expense	893.91	532.56	(236.60)
Depreciation and amortization expense	20,583.64	6,667.56	4,546.15
Interest Income	(382.83)	(451.73)	(171.55)
Unrealised foreign exchange loss	28.86	54.88	(13.04)
Gain on derecognition of deferred consideration liability	(736.45)	-	-
Provision / Liabilities no longer required writtenback	(413.49)	(4.19)	-
Expected credit loss on accounts receivables	623.72	6.32	145.25
Remeasurement of Financial Liability	(2,945.62)	22.47	-
Impairment loss on subsidiaries	2,246.17	-	-
Loss on Sale of Investments	32.16	-	-
Profit on cancellation of debentures	-	-	(3,212.71)
Loss on sale of property, plant and equipment	15.37	3.04	-
Gain on preclosure of lease agreement	(78.02)	(255.55)	(48.12)
Interest on unwinding of security deposit	(88.91)	(53.02)	(16.05)
Operating Profit before Working Capital Changes	**7,526.04**	**6,083.43**	**(6,920.05)**
Change in operating assets and liabilities net of acquisition through business combination			
Increase in Inventories	0.38	(3.47)	(68.48)
Increase in trade receivables	(1,219.21)	(2,749.46)	(337.73)
Increase in other financial assets	906.13	(2,018.31)	(712.21)
(Increase) / Decrease in other assets	332.95	(1,324.06)	3,221.32
Increase in provisions and other liabilities	239.27	160.28	138.56
Increase in trade payables	1,179.67	945.76	(1,685.81)
Increase / (decrease) in other financial liabilities	(5,145.61)	1,905.06	6,607.01
Increase / (decrease) in other current liabilities	280.68	(309.18)	1,743.25
Cash generated from operations	4,100.30	2,690.05	1,985.86
Less: Income taxes paid (net of refunds)	(934.98)	(21.75)	(491.13)
Net cash generated from operating activities (A)	**3,165.32**	**2,668.30**	**1,494.73**
Cash Flows From Investing Activities			
Capital Expenditure on Property, Plant & Equipment & Intangible Assets	(1,495.55)	(1,330.73)	(9,067.95)
Proceeds from sale of property, plant & equipment	296.09	30.29	78.60
Acquisition of Subsidiaries / Business Transfer Acquisitions	(6,769.86)	(21,743.54)	(36,093.69)
Redemption of Investment in Preference shares	1.00	-	-
Redemption / (Investment) in Fixed Deposit	741.44	(525.14)	2,551.70
Proceeds from sale of shares / mutual funds	461.49	-	-
Interest income received	185.88	334.43	171.55
Net cash used in investing activities (B)	**(6,579.51)**	**(23,234.69)**	**(42,359.79)**

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Cash Flows From Financing Activities			
Proceeds from issue of equity share capital (including premium)	8,232.74	32.03	34,655.23
Proceeds from issue of share warrants	625.00	-	-
Transaction costs incurred for issue of equity share capital	-	-	(1,736.12)
Proceeds from long term borrowings	35,338.91	15,407.24	18,486.88
Repayment of long term borrowings	(210.57)	(8,273.28)	(5,213.62)
Proceeds / (Repayment) of short term borrowings	(28,544.99)	13,621.91	(7,305.24)
Payment of lease liabilities	(3,882.61)	(2,829.52)	(1,751.90)
Finance costs paid	(6,460.15)	(4,022.25)	(801.81)
Net cash generated from financing activities (C)	**5,098.33**	**13,936.13**	**36,333.42**
Net Increase / (Decrease) in cash and cash equivalents (A+B+C)	**1,684.14**	**(6,630.26)**	**(4,531.64)**
Cash and cash equivalents at the beginning of the year	1,971.49	8,481.70	4,870.11
Cash inflow on account of acquisition of subsidiaries	1,704.62	120.05	8,143.23
Cash and cash equivalents at end of the year	**5,360.25**	**1,971.49**	**8,481.70**

RELATED PARTY TRANSACTIONS

For details of the related party transactions during (i) Fiscal 2025; (ii) Fiscal 2024; and (iii) Fiscal 2023, as per the requirements in accordance with Ind AS 24 – 'Related Party Transactions' notified under the Ind AS Rules read with Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standard) Rules 2015, as amended and as reported see "*Financial Statements*" on page 235.

RISK FACTORS

We have described the risks and uncertainties that we believe are material, but these risks and uncertainties may not be the only risks relevant to us, the Equity Shares, or the industry in which we currently operate or propose to operate. Unless specified or quantified in the relevant risk factor below, we are not in a position to quantify the financial or other implication of any of the risks mentioned in this section. If any or a combination of the following risks actually occur, or if any of the risks that are currently not known or deemed to be not relevant or material now actually occur or become material in the future, our business, cash flows, prospects, financial condition and results of operations could suffer, the trading price of the Equity Shares could decline, and you may lose all or part of your investment. For more details on our business and operations, see "Industry Overview", "Our Business" and "Management's Discussion and Analysis of Financial Conditions and Results of Operations" beginning on pages 114, 146, and 92, respectively, as well as other financial statement included elsewhere in this Placement Document. In making an investment decision, you must rely on your own examination of us and the terms of the Issue, including the merits and risks involved, and you should consult your tax, financial and legal advisors about the particular consequences of investing in the Issue. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment which may differ in certain respects from that of other countries.

This Placement Document also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward looking statements as a result of certain factors, including but not limited to the considerations described below. For details, see "Forward-Looking Statements" beginning on page 20 of this Placement Document.

*Unless otherwise indicated, industry and market data used in this section has been derived from the Industry report provided by Wazir Advisors Private Limited ("**Wazir Advisors**") titled "Indian Education Sector- 2025" ("**Wazir Report**") was appointed by the Company on May 27, 2025 for purposes of commissioning the report for the Offer and Wazir Advisors is not in any way related to our Company, its Directors, its Promoters or the BRLM. Unless otherwise indicated, all financial, operational, industry and other related information derived from the Wazir Report and included herein with respect to any particular year, refers to such information for the relevant year.*

Unless otherwise indicated or the context otherwise requires, the financial statement for Fiscal 2025, Fiscal 2024 and Fiscal 2023 is derived from the Financial Statements included in this Placement Document. For further information, see "Financial Statements" beginning on page 235 of this Placement Document.

INTERNAL RISK FACTORS

1. ***Our growth strategy includes evaluating opportunities for strategic alliances, partnerships, investments, acquisitions and rebranding of acquired business. If we are unable to successfully identify and integrate such strategic alliances, partnerships, investments, acquisitions and rebranding of acquired business, our growth strategy, business, results of operations and prospects may be adversely affected.***

   We have since our incorporation relied on inorganic growth as a key part of our growth strategy, including for our expansion into new business segments. In the past, we had acquired various businesses, brands, intellectual property rights; and partnered with various reputed institutions, Government entities, foreign universities, on campus training institutes, etc. We may continue to evaluate opportunities for alliances, collaborations, partnerships, investments and acquisitions that meet our strategic and financial return criteria to strengthen our portfolio of service, content and offerings for our inorganic growth.

   Our current and future acquisitions, investments and other collaborations are expected to be a part of our growth strategy. We may be exposed to significant business risks and there may be no guarantee that future acquisitions will be profitable. We may also face several risks in relation to entering into strategic partnerships and acquisitions in the future. For instance, we may be unable to identify suitable acquisitions or investment targets or may be unable to arrange adequate financing on commercially reasonable terms or negotiate commercially reasonable terms for such acquisitions or investments, or we may incur higher than anticipated costs in relation to proposed strategic transactions, or we may not be able to achieve the intended strategic purpose of our proposed acquisitions, investments, alliances, collaborations or partnerships.

The inorganic growth and/ or acquisitions, undertaken in the past is disclosed in the tabular form below:

Particulars	Details of Acquisition/arrangement	Details of operations
Acquisition of Brain4ce Learning Solutions Private Limited	Pursuant to a Share Purchase Agreement dated August 30, 2021, our Company acquired 100.00% shareholding in Brain4ce Education Solutions Private Limited, commonly known by its brand name 'Edureka'.	Brain4ce Learning Solutions Private Limited, which was incorporated in 2011, offers academic learning, professional skilling and corporate training services in trending courses related to technologies. With the acquisition of Brain4ce Learning Solutions Private Limited, our Company expanded its presence in software education and in global markets, particularly, the United States.
Acquisition of brand, content, intellectual property rights of Chennai Race by Veranda Race	In December 2020, our Company, through its wholly-owned subsidiary, Veranda Race, acquired the brand, content and education materials from Chennai Race.	Chennai Race was incorporated in 2016 and was engaged in the business of running coaching institutes in Tamil Nadu, Kerala and Punjab. With the said acquisition of the brand, content, intellectual property rights of Chennai Race, our Company expanded its operations.
Listing in the stock exchanges	Veranda Learning Solutions got listed at the Stock Exchanges (NSE and BSE) on April 2022	The Initial Public Offering (IPO) of ₹200 Crores was oversubscribed 3.53 times
Signed MOU with TAHDCO	TAHDCO (the Tamil Nadu Adi Dravidar Housing and Development Corporation) signed a memorandum of understanding (MoU) with Veranda Learning Solutions in September 2022.	To train students from backward sections for jobs in bank and financial institutions.
Acquisition of J.K. Shah Classes	In October 2022, our company through its wholly owned subsidiary, VXLS acquired J.K. Shah Classes.	Through this arrangement, company would be able to strengthen its presence in the test preparation market, specifically in the commerce and professional course segments like CA, CS, and CMA.
Partnered with TNSDC	VLS partnered with TNSDC in August 2022	Objective of this arrangement was to Upskill TN youth through the Nan Mudhalvan scheme
Partnered with IIM Raipur, SHRM	Veranda Learning Solutions partnered with IIM Raipur, SHRM in November 2022	Pursuant to such arrangement, VLS launched an online Executive Post Graduate Programme in Management with a specialisation in Human Resource Management
Business Transfer Agreement with Chennai RACE	Company has entered into Business Transfer Agreement with Chennai RACE in January 2023	Pursuant to this arrangement, company would be able to strengthen its position in the competitive exam preparation segment, particularly for banking, SSC, and government job aspirants.
Academy for Civil Service Aspirants	Veranda IAS, a subsidiary of Veranda Learning Solutions launched the Academy for Civil Service Aspirants in February 2023	Holistic residential programme for civil service aspirants, in Chennai

Particulars	Details of Acquisition/arrangement	Details of operations
VLS announced its association with seven businesses	VLS announced its association with Educare Infrastructure, Six Phrase, SmartBridge, Talent Academy, Talent Publications, Phire Learning, and BAssure	In order to gain deeper footprint in education space
Partnership with Illinios Tech	Veranda Learning joined forces with Illinois Tech, Chicago's sole technology focussed university on August, 2024	Offering courses in information technology
Acquisition of Tapasya Educational Institutions	Veranda Learning acquired 50% stake in Tapasya Educational Institutions (TEIPL) in January 2025	To expand into the commerce and integrated professional education segment at the junior and degree college level. Tapasya has a strong presence in Telangana and Andhra Pradesh with a robust offline network and reputation in commerce and CA coaching
Appointed as Associate Partner of Cambridge University Press	Cambridge University Press and Assessment India appointed Veranda Learning as its associate partner in India in February 2024	Veranda Learning will conduct recruitment, onboarding and supporting schools in the Cambridge community with a specific focus on tier 2 and tier 3 cities.
Strategic agreement with Pearson	Veranda Learning entered into a strategic agreement with Pearson in April 2024	Pursuant to this arrangement, Veranda Learning could synergise their expertise in content creation and delivery of resources for test preparation and higher education in India.
Business Transfer Agreement with Logic Management Training Institute Private Limited	Veranda Learning entered into business transfer agreement with Kochi-based Logic Management Training Institute Private Limited to acquire the latter's business with effect from April 01, 2024.	To further strengthen its footprint in the banking, SSC, and government exam preparation segment, particularly in South India. Logic Institute has a strong presence in Kerala and is known for its quality coaching and student outcomes.
Partnered with KSDC	VLS partnered with KSDC in May 2024	Objective of this arrangement was to Upskill Karnataka youth in Wealth management
Partnered with NSDC	VLS partnered with NSDC in Nov 2024	Objective of this arrangement was to Upskill youth across India
Partnered with IIT Madras (Swayam Plus)	VLS partnered with IIT Madras (Swayam Plus) in Feb 2025	Objective of this arrangement was to Upskill youth across India
Acquisition of BB Publications	VLS acquired BB Publications in January 2025	Strengthen its presence in the commerce and CA coaching segment, while also enhancing its in-house content development capabilities. BB Publications is known for its quality CA coaching and educational content, which complements Veranda's existing offerings in professional education
Acquisition of Navkar	VLS Acquired Navkar Digital Institute in February 2025	Strengthen its digital presence in the CA, CS, and CMA coaching space. As the online arm of the well-established Navkar Institute, Navkar Digital brings high-quality, tech-enabled learning solutions with wide reach across India

Further, on completion of the acquisitions, we typically assume all rights and liabilities of the acquired entities and may rebrand the acquired business with our brand "Veranda", which may impose a strain on our resources. Our ability to achieve the benefits we anticipate from our acquisitions, will depend upon our ability to integrate the businesses of the acquired entity with our Company including rebranding the acquired business in an efficient and effective manner.

The integration process requires coordination and substantial management time and energy and may involve unforeseen difficulties that could require significant time and attention of our management due to which the anticipated benefit from such acquisition may not be realised.

Furthermore, any future acquisitions and strategic alliances with third parties could subject us to risks including risks associated with non-performance by the counter-party which may adversely affect our business. Also, some of the acquired entities may carry liabilities which may not be apparent at the time of acquisition and may adversely impact our business and revenues.

Accordingly, we cannot assure you that our current or future partnerships, investments or acquisitions or rebranding will prove accretive to us and to our shareholders. In the event that the risks discussed above, or any other incidental risks should materialize, our growth strategy, business, results of operations and prospects may be adversely affected.

2. ***A significant portion of our operating revenue is derived from our business verticals namely academic, commerce test preparation, government test preparation and vocational. Further, our revenue from operations is derived from the businesses operated by our 19 subsidiaries / step down subsidiaries. Failure to attract students or working professionals in our courses, including due to an unsatisfactory success ratio, may adversely affect our revenues, business, results of operations and prospects.***

A substantial portion of our operating revenue is generated from our core business verticals, specifically: (1) academic, (2) commerce test preparation, (3) government test preparation, and (4) vocational training programs. These business verticals are conducted through our network of 19 subsidiaries and step-down subsidiaries.

Our continued success depends significantly on our ability to attract and retain students and working professionals to our educational and training programs. Enrolment in our courses is influenced by a variety of factors, including the perceived effectiveness of our offerings, competitive pressures, pricing, evolving learner preferences, and particularly, the success ratio of our students in achieving desired academic or professional outcomes.

A decline in the perceived or actual effectiveness of our courses—whether due to low student performance, suboptimal faculty quality, or inadequate curriculum design—could adversely impact enrolment levels. Furthermore, negative publicity, whether warranted or not, regarding our success rates or student experience may harm our reputation and brand value.

Any material failure to grow or effectively manage our key business verticals, respond to market expectations, or adapt to regulatory or technological changes may result in a material adverse effect on our revenues, business operations, financial condition, and prospects.

We endeavour to retain the trust placed in us by our students and working professionals enrolled with us by providing quality courses and product offerings and high service standards. Among other things, this requires constant upgrades to our pedagogy, course materials, mentors and delivery platforms. In addition to the content and training provided by us, individual performance depends on various factors including personal merits, ability to perform under pressure, physical health and mental state. The performance of our students or professionals enrolled with us in a particular year impacts the number of our consumer's enrolments for future years. Any significant degree of dissatisfaction in relation to any of our courses or services offered by us, despite our best efforts and resources, may adversely affect our brand image, enrolments and future revenues and profitability.

3. ***Our ability to retain the present number of students serviced by us and attract new students is dependent upon various factors including our reputation and our ability to maintain a high level of service quality. Any failure by us to retain or attract students may impact our business and its revenues.***

Our business relies significantly on our reputation as well as the quality and popularity of the services provided by us and our visibility and perception amongst students. We attempt to retain our position by maintaining academic and operational quality and by our ability to improve and add value to the performance of the students enrolled on the courses offered by us. This requires constant updates to the methodology, technology and study material, along with ensuring that our mentors are adequately equipped to instruct these students. It is important that we retain the trust placed in us by our students and their parents on our result-oriented approach. We must also continue to attract new students and increase the number of students serviced by us at a consistent rate.

Further, we rely on our marketing and advertising efforts tailored to target the student community, such as advertising through various media vehicles, including mix of online marketing through search engines such as Google, YouTube, social media platforms, electronic commercials and print media for increasing the visibility of our brands and, in particular, building and promoting our brands. Prospective students also gain awareness of our courses and quality of learning imparted by us through interactions with the students presently enrolled in various courses.

The individual performance of each student depends on various factors, including personal merit, ability to perform under pressure, physical health and mental state, all of which impacts the success of the students. The performance of the students enrolled in our courses in 1 year determines the success rate of our business for that year. The quality of results obtained by the students trained by us in a particular year impacts the number of student enrolments for future years, and if we are unable to maintain our quality of results (i.e. number of selections of students trained by us), the student count may decrease and consequently our revenues could be materially and adversely affected.

Additionally, if certain students do not complete, or drop-out of, the courses in which they are enrolled, their performance in the examination may be unsatisfactory, and this may adversely impact our business and reputation. The reasons for dropping out of the courses may vary including unable to cope with the rigor of courses of competitive exams, lack of dedication and time by students, financial issues and health problems.

Further, failure to maintain and enhance our reputation or any actual or perceived reasons leading to reduction of benefits from the courses by the students or any negative publicity against us may affect the rate of enrolments and consequently, the students serviced by us.

In the event of occurrence of any of the above-mentioned risks, we may not be able to retain or attract students which will lead to loss of expected potential revenue and may adversely impact our business and financials.

4. ***The exam oriented and training courses offered by us depends substantially on our mentors /faculties and our ability to attract and retain them. Sudden decrease in the number of our mentors / faculties due to attrition may affect our operations and business.***

Our business model, particularly in relation to our exam-oriented and training programs, is heavily reliant on our mentors/faculties, who play a critical role in the design, delivery, and effectiveness of our educational offerings. These mentors contribute significantly to the learning outcomes, student engagement, and overall perception of the quality of our courses. The reputation and success of our offerings are closely tied to the expertise, experience, and teaching acumen of these individuals.

We operate in a competitive industry where skilled and experienced educational professionals, particularly those with strong subject-matter knowledge and proven teaching capabilities, are in high demand. As a result, we face constant competition from other educational institutions and training platforms, both online and offline, in attracting and retaining such talent

While we have implemented policies and programs aimed at enhancing mentor/faculty retention and satisfaction, including competitive compensation structures, performance incentives, and engagement initiatives, there can be no assurance that these measures will be sufficient to retain existing mentors or attract new ones as required. Any failure on our part to effectively manage mentor attrition or maintain the quality of our faculty pool could have a material adverse effect on our business, financial condition, results of operations, and future growth prospects.

Any decrease in the number or quality of our mentors may affect the operations. We cannot assure you that the remuneration policy or the human resource strategy in place will be sufficient to retain the services of existing mentors or obtain new mentors. Any sudden decrease in the number of such mentors may disrupt our operations for the immediate period until suitable arrangements can be made by us and any delay or difficulties in finding requisite number of mentors in a timely manner may affect our operations, reputation and consequently our business.

5. ***We may not fulfil our obligation to maintain pledged collateral and potential top-up requirements***

The promoters of the Company have pledged around 36.00% each of their holding in the company pursuant to Debenture Trust Deed dated March 25, 2024 ("**Debenture Deed**") for the purpose of securing the NCD's as detailed below :

a) 2,500 senior, secured, redeemable and unlisted non-convertible debentures of a nominal value of ₹ 1,00,000 each in one or more series and/or tranches aggregating to not more than ₹ 25,00,00,000 (Rupees twenty five crores only) issued by Veranda Learning Solutions Limited on a private placement basis ("**VLSL Debentures**");
b) up to 31,000 senior, secured, redeemable and unlisted non-convertible debentures of a nominal value of ₹ 1,00,000.00 each in one or more series and/or tranches issued by Veranda XL Learning Solutions Private Limited on a private placement basis, aggregating to not more than ₹ 310,00,00,000 (Rupees three hundred ten crores only); ("**Veranda XL Debentures**") and
c) up to 9,000 senior, secured, redeemable, unlisted and non-convertible debentures of a nominal value of ₹ 1,00,000.00 each in one or more series and/or tranches aggregating to not more than ₹ 90,00,00,000 (Rupees ninety crores only) issued by Veranda Race Learning Solutions Private Limited on a private placement basis, ("**Veranda Race Debentures**").

Further, in accordance with the Debenture Trust Deed dated March 25, 2024, Veranda Race Learning Solutions Private Limited exercised the option to utilize discretionary funds under the Debenture Deed and issued up to 1,000 senior, secured, redeemable, unlisted, non-convertible debentures, each with a face value of ₹1,00,000 each in one or more series and/or tranches aggregating to not more than ₹ 10,00,00,000 (Rupees ten crores only) on a private placement basis, ("**Veranda Race Debentures II**").

Further the Company is contractually obligated under the Common Escrow agreement dated April 18, 2024 to create and maintain a first ranking exclusive pledge over the shares of the subsidiaries and the step down subsidiaries for the purpose. The requirement to maintain collateral and meet top-up demands may also restrict the Company's operational flexibility, limit its ability to deploy assets for other business purposes, and increase liquidity risk. Furthermore, if counterparties exercise their rights to liquidate collateral upon a default, it could have a material adverse effect on the Company's financial condition, results of operations, or prospects.

6. ***There are outstanding legal proceedings involving the Promoters, Directors and Group Companies.***

There are outstanding legal proceedings involving the Promoters, Directors and Group Companies. These proceedings are pending at different levels of adjudication before various courts. For further details, please refer to the section "*Legal Proceedings*" beginning on page 226 of this Placement Document. The details of such outstanding litigations as on date of this PD are as follows:

(₹ in lakhs)

Nature of Cases	Number of outstanding cases	Amount Involved*
Litigation involving our Company		
Criminal proceedings	Nil	Nil
Material civil litigation	Nil	Nil
Actions by statutory or regulatory Authorities	4	2.97
Direct and indirect tax proceedings	Nil	Nil
Litigation involving our Subsidiaries		
Criminal proceedings	1	6.42
Material civil litigation	Nil	Nil
Actions by statutory or regulatory authorities	Nil	Nil
Direct and indirect tax proceedings	13	43.02
Litigation involving our Directors		

Nature of Cases	Number of outstanding cases	Amount Involved*
Criminal proceedings against our Directors	Nil	Nil
Criminal proceedings by our Directors	Nil	Nil
Material civil litigation against our Director	Nil	Nil
Material civil litigation by our Director	Nil	Nil
Actions by statutory or regulatory authorities	Nil	Nil
Direct and indirect tax proceedings	5	74.96
Litigation involving our Promoters		
Criminal proceedings	Nil	Nil
Material civil litigation	Nil	Nil
Actions by statutory or regulatory authorities	Nil	Nil
Direct and indirect tax proceedings	6	8.95

We may be required to devote management and financial resources in the defence or prosecution of such legal proceedings. Should any new developments arise, including a change in Indian laws or rulings against us by the appellate courts or tribunals, we may face losses and we may have to make further provisions in our financial statements, which could increase our expenses and our liabilities. Decisions in such proceedings, adverse to our interests, may have a material adverse effect on our business, cash flows, financial condition, and results of operations. Failure to successfully defend these or other claims, or if our current provisions prove to be inadequate, our business and results of operations could be adversely affected. Even if we are successful in defending such cases, we will be subject to legal and other costs relating to defending such litigation, and such costs could be substantial. In addition, we cannot assure you that similar proceedings will not be initiated in the future. Any adverse order or direction in these cases by the concerned authorities, even though not quantifiable, may have an adverse effect on our reputation, brand, business, results of operations and financial condition. For further details, please refer to "*Legal proceedings*" on page 226 of this Placement Document.

7. ***We may face risks associated with the NCD issues.***

We have issued 43,500 fully paid-up, secured, redeemable, non-convertible debentures of face value of ₹100,000 ("**NCD**") aggregating to ₹4,35,00,00,000 to Baring Private Equity Asia through a Debenture Trust Deed dated March 25, 2024 with Catalyst Trusteeship Limited as Trustee. The debentures carry a coupon rate of a) 9.75% p.a. on and from the Deemed Date of Allotment of the First Tranche NCDs until the expiry of 24 months from the Deemed Date of Allotment of the First Tranche NCDs compounded monthly and payable quarterly; and b) 11% p.a. after the expiry of 24 Months from the Deemed Date of Allotment of the First Tranche NCDs until the Final Settlement Date compounded monthly and payable quarterly.

The NCDs are secured by way of pledge of following equity shares of the Company:

S. No.	Name of Pledgor	Name of the Confirming Party	Number of Shares	% of the Paid-Up and Issued Equity Share Capital
1	Veranda Learning Solutions Limited	Veranda Race Learning Solutions Private Limited	9,99,990	99.99%
2	Veranda Learning Solutions Limited	Veranda XL Learning Solutions Private Limited	60,13,394	76.00%
3	Veranda Learning Solutions Limited	Veranda IAS Learning Solutions Private Limited	9,999	99.99%
4	Veranda Learning Solutions Limited	Brain4ce Education Solutions Private Limited	8,58,134	99.99%
5	Veranda Learning Solutions Limited	Veranda Administrative Learning Solutions Private Limited	14,92,27,446	75.85%
6	Veranda Learning Solutions Limited	Veranda Management Learning Solutions Private Limited	9,999	99.99%
7	Veranda Race Learning Solutions Private Limited	Sreedhar CCE Learning Solutions Private Limited	9,999	99.99%

S. No.	Name of Pledgor	Name of the Confirming Party	Number of Shares	% of the Paid-Up and Issued Equity Share Capital
8	Veranda Administrative Learning Solutions Private Limited	Six Phrase Edutech Private Limited	49,00,000	98.00%
9	Veranda Administrative Learning Solutions Private Limited	Phire Learning Solutions Private Limited	45,60,000	99.98%
10	Veranda Administrative Learning Solutions Private Limited	Neyyar Education Private Limited	8,174	76.00%
11	Veranda Administrative Learning Solutions Private Limited	Neyyar Academy Private Limited	10,083	76.00%
12	Veranda Administrative Learning Solutions Private Limited	Veranda K-12 Learning Solutions Private Limited (*formerly known as Educare Infrastructure Services Private Limited)*	38,988	76.00%
13	Veranda Administrative Learning Solutions Private Limited	BAssure Solutions Private Limited	31,842	90.00%
14	Veranda Administrative Learning Solutions Private Limited	Smartbridge Educational Services Private Limited	526	5.00%
15	Six Phrase Edutech Private Limited	Talentely Innovative Solutions Private Limited	9,999	99.99%
16	Veranda XL Learning Solutions Private Limited	Tapasya Educational Institutions Private Limited	26,50,725	51.00%

If our Company is not able to service its payment obligations for the redemption of the NCD and interest thereon, the NCD holder will have the option to enforce the pledge on shares and transfer such shares onto its own name. If the NCD holder enforces the pledge of shares, the shareholding of our Company in its subsidiaries will correspondingly reduce and may cease to be our wholly-owned subsidiary.

Any such instance may have an adverse impact on the shareholding of our Company in its subsidiaries and also on the financial condition, cash flows, business and results of operations and prospects of our Company. Further, we may face certain impediments in taking decisions on certain key, strategic matters involving subsidiaries. As a result, we may not be able to conduct our business or implement our strategies as currently planned, which may adversely affect our business and financial condition. Furthermore, any rapid sale of shares of subsidiaries by such third parties may also adversely affect the price of the Equity Shares of the Company.

8. ***Our inability to adapt and update our study materials and learning methodologies in accordance with the changing syllabi and examinations patterns may affect our business.***

The course structure and content for our learning courses are based on our understanding and experience of past and prevailing patterns and models of various competitive entrance examinations. We have an established in-house content development team with domain and subject expertise, supported and complemented by experienced mentors and content developers, whom we have engaged as independent content providers on a non-exclusive or part-time basis under contracts of varying terms dedicated to the development of content for the courses. The syllabi for the competitive exam segments are subject to updation and revision upon discretion of the GoI. For instance, the patterns of examinations may be modified by reducing the time period of the examination or altering the nature of questions included in these examinations. In relation to competitive examinations, the formats and difficulty levels may also vary. Another few examples include change of examination pattern for CA exams for JK Shah Classes, curriculum updates/pedagogical changes by school boards for our K-12 business etc. In case of such alterations, updations or revisions, the study materials, teaching and testing methodologies and structure of the courses have to be modified to suit the new syllabi. This requires considerable planning and may be time consuming. Further, this may also require additional training to be provided to our mentors and content development team in relation to inclusion of new and advanced topics in the syllabi and including better and improved methods. Our mentors are trained on a periodic basis to provide innovative teaching methodologies and being up-to-date with recent trends. Failure to update the syllabi and to engage, train and retain adequately qualified mentors may affect our ability to adapt to the changed syllabi and consequently, may affect our business, reputation and revenues.

9. ***Our business is linked to the academic cycle and is, therefore, cyclical in nature. Our revenues may vary in some quarters as compared to the other quarters.***

Most of the students aspiring for preparation of competitive examinations and training courses enrol themselves with us in the first quarter i.e. from April to June of a Financial Year, thereby leading to an increase in the number of enrolment of students and consequently increase in the revenue as compared to other three quarters of the year. For example: Veranda K-12, the season is February to April & October to November in a year.

Our business and revenues fluctuate based on the academic cycle of our courses and timelines of the entrance & competitive exams, which are cyclical and instantaneous in nature and dependent on the dates of the examinations as well as release of the examination results by respective authorities empowered to conduct such exam. Depending on the entrance / recruitment exams, we may recognize lower revenues in certain months or quarters of the year. In terms of our expenses, many of them are fixed in nature and we incur them throughout the year, though some expenses may increase during beginning of new batches, such as increments for mentors and advertising and publicity expenses to recruit students for courses. Since our revenues and expenses fluctuate quarter-to-quarter, it may result in fluctuation of profitability of our Company in some quarters.

10. ***We may face risks associated with deferred consideration of the acquisition arrangement***

Recently, our Company acquired the various entities through its subsidiary companies. As part of the acquisition arrangement, the Company is obligated to pay deferred considerations to the shareholders of the respective acquired companies that aggregates to about ₹ 6,77,00,92,475 (Rupees Six Hundred Seventy-seven Crores Ninety-two Thousands and Four Hundreds Seventy-five only) as on March 31, 2025 payable in the future towards this deferred consideration, in accordance with the terms of the respective purchase agreements.

Table below sets forth our obligations towards deferred considerations obligations as on March 31, 2025:

(*₹ in lakhs*)

Name of the Subsidiary	Amount of Deferred Consideration
Six Phrase Edutech Private Limited	3,670.00
Neyyar Academy Private Limited	453.00
Neyyar Education Private Limited	1,056.99
Phire Learning Solutions Private Limited	111.00
BAssure Solutions Private Limited	707.45
Veranda K-12 Learning Solution Private Limited	5,000.00
JK Shah Education Private Limited	9,413.54
BB Publications Private Limited	30,529.72
Navkar Digital Institute Private Limited	4,124.75
Tapasya Educational Institutions Private Limited	9,480.00
Logic Management Training Institute Private Limited (BTA)	3,154.45
Total	**67,700.92**

Any such instance may have an adverse impact on the business and future prospects of our Company. As a result, we may not be able to conduct our business or implement our strategies as currently planned, which may adversely affect our business and financial condition

11. ***We generate a substantial portion of our revenues from coaching services conducted for the professional courses. If, for regulatory or other reasons, we discontinue any of these courses, our revenues may be adversely affected.***

A significant proportion of our revenues are generated from the coaching services conducted for the professional course and Government Test Preparation courses. Coaching services are offered to students of professional courses conducted by the ICSI, ICAI and ICMAI (ICWAI) institutes. These Courses are offered across Coaching Centres in the state of Maharashtra, Karnataka, Tamil Nadu, Kerala and Rajasthan. The professional course contributed major portion of our total revenue. Government Test Preparation courses are offered through 40 coaching centres across the states of Tamil Nadu (27), Kerala (9) and Karnataka (4). Our revenue and growth are heavily dependent upon the number of students serviced by us. Future enrolment of students may vary due to changes in the examination pattern, syllabus or other reasons. Additionally, we may be forced to discontinue any of the courses, partially or completely, due to regulatory or other reasons. This may affect our business and revenues adversely.

12. ***Our Company has reported losses in the past, which may have an adverse effect on our reputation and business.***

We reported net loss after tax amounting to ₹ 25,165.04 lakhs, ₹ 7,708.71 lakhs and ₹ 7,921.37 lakhs for Fiscal 2025 and Fiscal 2024 and Fiscal 2023 respectively. We may incur losses again in the future. A failure to generate profits may adversely affect the market price of our Equity Shares, restrict our ability to pay dividends and impair our ability to raise capital and expand our business. The following table sets forth the profit/ loss incurred for the periods indicated, at a consolidated level:

(₹ *in lakhs*)

Particular	Fiscal 2025	Fiscal 2024	Fiscal 2023
PAT	(25,165.04)	(7,708.71)	(7,921.37)

13. ***The coaching and training sector in which we operate is not specifically regulated. The central and state governments may change the existing regulations or introduce a new regulatory framework in the future we may have to obtain, renew or maintain the statutory and regulatory permits and approvals required to operate our business.***

At present, our business is not specifically regulated either by any national or state legislations. The central or state governments may, however, change the existing laws or introduce new laws to regulate the education sector or, more specifically, the coaching and training sector in relation to its operations, expansions, fees and other charges. The impact of such regulations on the business cannot be currently ascertained. Such regulations may curtail or impose additional and onerous obligations on our operations and may adversely impact our business. Further, the laws applicable to the education sector may vary in each state which could restrict our operations to specific states and prevent or slow down our expansion in certain jurisdictions. Further, we believe that our Company has received all approval and licenses and we will be able to renew or obtain such registrations and approvals, as and when required. There can be no assurance that the relevant authorities will renew or issue any such registrations or approvals in the timely manner. These factors may result in an increase in operational costs to comply with such legislation and failure to comply may cause adverse impact to our business.

14. ***We may be unable to sufficiently obtain, maintain, protect, or enforce our intellectual property and other proprietary rights***

We own our corporate logo and trademark "Veranda", used as a prefix in the name of our Company as well as for three of our Subsidiaries, namely Veranda XL Learning Solutions Private Limited, Veranda Race Learning Solutions Private Limited and Veranda IAS Learning Solutions Private Limited. Our trademark 'Veranda' ("**Trademark**"), which is used as a prefix in the name of our Company, is registered in the name of our Company under Class 9, 16, 41 and 42 of the Trademarks Act, 1999.

The Trademark is also used as a prefix in the names of our Subsidiaries, i.e. Veranda XL Learning Solutions Private Limited, Veranda Race Learning Solutions Private Limited, Veranda Administrative Learning Solutions Private Limited, Veranda K-12 Learning Solutions Private Limited, Veranda Learning Solutions North America, Inc., Veranda Management Learning Solutions Private Limited and Veranda IAS Learning Solutions Private Limited.

With respect to our trademarks that have been applied for and/or are under objection or opposed, we cannot assure you that we will be successful in removing the objections or contend the opposition. As a result, we may not be able to prevent infringement of our trademarks and a passing off action may not provide sufficient protection until such time that this registration is granted. We cannot guarantee that any of our registered or unregistered intellectual property rights or our know-how, or claims thereto, will now or in the future successfully protect what we consider to be the intellectual property underlying our products and business, or that our rights will not be opposed or otherwise challenged.
While we endeavour to ensure that we comply with the intellectual property rights, there can be no assurance that we will not face any intellectual property infringement claims brought by third parties. Any claims of infringement, regardless of merit or resolution of such claims, could force us to incur significant costs in responding to, defending and resolving such claims and may divert the efforts and attention of our management away from our business. We could be required to change the name of our Company and our Subsidiaries which carry the prefix "Veranda", pay third party infringement claims or obtain fresh licenses resulting from a name change. The occurrence of any of the foregoing could result in unexpected expenses.

15. ***All properties which we use for our business including our Registered Office have been leased, including properties leased from related parties. In the event of termination or non-renewal of the leases, our business and revenues may be adversely affected.***

All the properties from which we operate our business including our Registered Office are held on leasehold basis. The lease periods for the properties expire at regular intervals and we initiate the process of renewing such agreements. Our inability to renew or extend the lease of the property may jeopardize our operations. Further, the renewal of the lease may be on substantially higher lease rentals or onerous lease terms. Additionally, if the terms of the leasehold interests expire, we may be unable to extend or renew these interests on economically viable terms or at all, which could result in our inability to continue to operate on those properties. Further, any adverse impact on the ownership rights of the landlords may impede our effective future operations. We cannot assure you that alternative premises will be available at the same or similar costs or locations, in a timely manner. This may have an adverse impact on our business, operations and revenues.

16. ***Strong competition in the coaching sector could decrease our market share and compel us to either reduce the fee charged or increase the payments made to our faculty members. This may have an adverse impact on our enrolments, revenues and profitability.***

The coaching sector is highly fragmented and competitive. We not only compete with organized players but also a high percentage of unorganized entities such as individual tutors and small-scale institutes. Some of them may pay better attention to the individual needs of the students and may be capable of providing more personalized services to each student due to the smaller number of students catered to by them. Further, these unorganized entities offer their services at highly competitive prices having well established presence in their local markets. In addition, there are minimal entry barriers in the coaching sector and hence we may also face competition from new entrants. Some of our faculty members, who disassociate themselves from us, may also compete with our Company.

17. ***Prepayment penalties under loan and Debenture agreements may adversely impact our cash outflow in the event the premature payments are exercised.***

Our Company has entered into various loan and debenture agreements with banks and financial institutions as well as Debenture Trust Deeds for NCDs with Debenture Trustee that contain provisions regarding prepayment of the loans. As per the terms of certain loan agreements, any prepayment of the loan amount before the scheduled maturity may attract prepayment penalties or charges.

We intend to utilise the net proceeds from the Issue primarily towards scheduled repayments of existing borrowings of our Subsidiary, Veranda XL Learning Solutions Private Limited, in accordance with the terms specified under the respective debenture trust deeds or loan agreements. This approach has been adopted to avoid significant make-whole charges that may otherwise be applicable under such financing arrangements, particularly until the occurrence of specified events such as interest rate resets. For further details, please refer to the chapter titled "*Use of Proceeds*" on page 78 of this Placement Document.

However, there can be no assurance that we will be able to adhere to this repayment schedule in all circumstances. Certain operational, financial, or strategic considerations may necessitate the prepayment of outstanding loans or debentures prior to such contractual milestones, thereby triggering prepayment charges or penalties as per the terms of the respective agreements.

Any such premature repayment, if undertaken, may result in additional financial outflows and could adversely impact our expected cost savings and overall financial performance. Further, such penalties may also limit the effective utilisation of the net proceeds from the Issue.

18. ***We face risks and uncertainties associated with the implementation of expansion and new projects which may impact our initiation or continuation of certain training programme and other educational consultancy services. Consequently, our business, operations and revenue may be affected.***

Our business plan includes expansion of our services and our centres. We may face risks and uncertainties in relation to expansion which may include various factors i.e. we may face difficulties in recruiting, training and retaining sufficient skilled faculty members, technical and management personnel, expanding our franchisee network, and inability to or difficulty in satisfying franchisee and student‘s expectations. This may adversely affect our business, results of operation and revenues.

19. ***Our Company has issued certain unsecured loans to our Subsidiaries which if not repaid on time, our Company may face financial constraints and may affect our financial position.***

Our Company has given loans to our Subsidiaries as set out below:

(₹. in lakhs)

S. No.	Name of Related Parties	Outstanding as on March 31, 2025
1	Veranda Race Learning Solutions Private Limited	1,328.33
2	Veranda XL Learning Solutions Private Limited	2,121.56
3	Veranda IAS Learning Solutions Private Limited	1,433.79
4	Brain4ce Education Solutions Private Limited	6,407.28
5	Veranda Administrative Learning Solutions Private Limited	1,348.33
6	Veranda Management Learning Solutions Private Limited	1,322.92
7	Veranda Learning Solutions Private Limited NA	821.58
8	Six Phrase Edutech Private Limited	395.05
9	BAssure Solutions Private Limited	507.20
	Total	**15,686.04**

The related party transactions entered into by our Company for Fiscal 2025, is 25.74% amounting to ₹ 12,118.67 lakhs of the total revenue of our Company. Any defaults in re-payment of loans provided to our Subsidiaries may affect the financial position of our Company and which may ultimately in turn adversely affect our Company’s operations and financial conditions.

20. ***Any change in our relationships with our Preferred Delivery Partners ("PDPs") or non-adherence to prescribed service standards, payment defaults or other contractual breaches or irregularities may adversely affect our business, results of operations and prospects.***

Our offline hybrid and offline blended learning models of businesses are operated in partnership with Preferred Delivery Partners ("**PDPs**") who own and operate the centres, establish infrastructure and hire local mentors. Our Company provides access to the content and ensures that the quality and requisite specifications related to the learning process are adhered to by such PDPs. As a practice, we typically enter into formal arrangements with PDPs for operating offline hybrid and offline blended model centres. Our Company enters into a franchisee arrangement with such PDPs, pursuant to which the PDPs run their business under our brand name and the gross revenue generated through such centres are collected by us and thereafter we transfer such portion of the revenue to the PDPs as mutually agreed between the parties. Our business is significantly dependent on our ability to maintain our relationships and favourable commercial arrangements with existing PDPs, as well as our ability to grow our business through new PDPs.

We can give no assurance that the performance of such PDPs will meet our required specifications or performance parameters and they will not misuse our brand or intellectual property or otherwise defraud us, including by way of under-reporting enrolments and revenues.

Material non-adherence to prescribed quality and requisite specifications, payment defaults or other contractual breaches or irregularities on the part of any our PDPs may force us to incur additional costs to set up new partnerships or to replace existing partnerships that have to be terminated and, which may adversely affect our business, results of operations and prospects.

21. ***Poor performance of our students/learners/aspirants may cause a loss to Our Company and our business.***

We teach students/learners/aspirants for professional exams like CS, CA, CMA (CWA) as well as entrance exams for several government, semi-government and private jobs. In addition to the tutoring provided by us, individual performance also depends on various personal factors including personal merit, ability to perform under pressure and mental state. The performance of our students is critical for our business. If our students do not perform well in the professional examinations despite putting in same efforts and resources, our enrolments and therefore our revenues could be adversely affected.

22. ***We have limited experience in offering comprehensive learning programs, which we make it difficult for investors to evaluate our business and prospects. Further, some of our new initiatives may not perform as anticipated or commence on time or at all or may be discontinued.***

In the year 2020, we began offering comprehensive learning programs to students for competitive examinations such as SPSC, SSC, Banking and Insurance, RRB examination and CA and UPSC. Pursuant to acquisition of Brain4ce Education Solutions Private Limited, our Company, through Brain4ce Education Solutions Private Limited, is conducting courses for students and IT employees by offering short term skilling courses, long term PGP courses and corporate learning courses. Entering into new initiatives requires strategic planning and efficient use of resources. Due to our limited experience in such courses, we may face unanticipated hurdles with respect to such new initiatives. If any suitable opportunity arises, we may seek to introduce new courses by acquiring other entities or companies providing such services.

We may lack sufficient expertise and experience in these initiatives and this may impose additional strain on our resources and consume additional time and attention of our senior management. Further, some of these initiatives may fail to commence or may have to be abruptly discontinued at their early stages, due to regulatory, commercial or other reasons such as unavailability of adequate infrastructure for operations or lack of expected enrolments or unavailability of mentors. We may also fail to initiate or choose to discontinue the new initiatives if we do not attract significant number of students for the respective courses.

Further, if any new initiatives or courses are discontinued, the resources utilized for their establishment may not be recoverable. This may adversely affect our business, results of operation and revenues.

23. ***Our success depends significantly on our ability to continue to innovate and implement technological advances. If we are unable to keep pace with evolving technology and user preferences, our business, results of operations and prospects may be adversely affected.***

The success of our technology-enhanced learning modes is significantly dependent on various factors including internet penetration in India, our ability to react to evolving technology, user preferences and to innovate and implement technological advances, whether independently or in reliance on independent technology providers. We may not be able to maintain or upgrade our existing systems and solutions or introduce new systems and solutions as quickly or as cost-effectively as our competitors. Any such factors may adversely affect our business, results of operations and prospects.

24. ***We could be exposed to risks related to the handling of personal information of our patrons, employees, and third parties associated with us***

Indian laws, rules and regulations generally require body corporates/ medical institutions to protect the privacy of their students, clients, employees/ staff or third party ("**Provider of Information**") and prohibit unauthorized disclosure of personal information. We are governed by the provisions of the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 which regulates the collection, storage, and dissemination of a student's records and history, which are deemed to be sensitive data or information. In the event where a student's records and/or history are negligently handled by us, we may be subject to penal action, and may also be required to pay an aggrieved damages in accordance with the provisions of the Information Technology Act, 2000. These laws and regulations may continually change as a result of new legislation, amendments to existing legislation, changes in the enforcement policies and changes in the interpretation of such laws and regulations by the courts or the regulators. For example, the recently enacted "The Digital Personal Data Protection Act, 2023" (the "**DPDP Act**") on August 11, 2023. Compliance with new and evolving privacy and security laws, regulations and requirements may result in increased compliance costs and may constrain or require us to alter our existing data protection processes and infrastructure. Further, we also rely on certain external platforms for distribution of content and study material to our students, and are therefore dependent upon the efficient functioning of such platforms. Any defects or failures in such platforms or an inability of such platforms to comply with the applicable laws including the DPDP Act, may have an adverse impact on our offerings. Occurrence of any such events may have an adverse impact on our business, results of operations and financial condition.

Deficiencies in managing our information systems and data security practices may lead to leaks of personal information and sensitive personal data or information, which could adversely impact our business and damage our reputation. We have taken measures to maintain the confidentiality of provider of Information, however these measures may not always be effective in protecting sensitive personal information. Any breach of our obligations to the Provider of Information, including due to data leakages, faulty transfer of data upon change of service providers, lack of data backup or improper use of such medical information notwithstanding the safeguards that we have implemented, could expose us to fines, potential liabilities and legal proceedings, such as litigation or regulatory proceedings, which would adversely impact our reputation. As cyber-attacks and similar events become increasingly sophisticated, we may need to incur additional costs to implement data security and privacy measures, modify or enhance our protective measures or investigate and remediate any vulnerability to cyber incidents.

25. ***Our inability to collect receivables in time or at all and default in payment from our customers, distributors or channel partners could result in the reduction of our profits and affect our cash flows.***

There have been delays in payments by some of our customers or partners in the past. However, as the said receivables are expected to be realised in the normal course of business, these have not been considered as impaired. While we generally monitor the ability of our customers or partners to pay these open credit arrangements and limit the credit, we extend to what we believe is reasonable based on an evaluation of financial condition and payment history, we may still experience losses because of the inability to pay. As a result, although we maintain what we believe to be a reasonable allowance for doubtful receivables for potential credit losses based upon our historical trends and other available information, there is a risk that our estimates may not be accurate, and we cannot assure you that we will not experience such delays in payment or default by our customers or partners in the future.

The table set forth below sets forth our Trade receivables and Bad debts written off as at the dates and Fiscal years ended as indicated:

(₹ in lakhs)

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Trade receivables	4,610.96	3,896.17	550.56
Bad debts written off	Nil	Nil	Nil

If we are unable to collect customer receivables or if the provisions for doubtful receivables are inadequate, it could have a material adverse effect on our business, results of operations, cash flows and financial condition.

26. ***Our Capital Commitment in future could adversely affect our financial condition.***

As of March 31, 2025, we do not have any capital commitments. However, in the future, there is likelihood that we may bear for capital commitments. Our capital commitment may become actual liabilities, and if a significant portion of these liabilities materialize, it could have an adverse effect on our business, financial condition and results of operations. There can be no assurance that we will not incur similar or increased levels of capital commitment in the current Financial Year or in the future.

27. ***We have, in the past, entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with equity shareholders.***

In the ordinary course of business, we have entered into and continue to enter into transactions with certain related parties. For instance, (i) our Company acquired proprietary rights, title, interest in the trademark "*Veranda*" exclusively, irrevocably, absolutely and perpetually from one of our Group Companies, Veranda Learning Solutions; (ii) there are other commercial transactions with our Group Companies.

(*₹ in lakhs*)

Sr. No.	Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
1	Rent paid	346.66	75.90	64.75
2	Loan taken from	6,186.00	135.56	1,320.00
3	Repayment of Loans taken from	112.97	268.06	120.00
4	Interest on borrowings	121.98	159.56	34.60
5	Interest income on loans given	12.00	-	-
6	Advertisement & Sales Promotion	-	1.81	-
7	Money received against share warrants and shares allotted	4,605.00	1,535.00	-
8	Money received against share warrants	250.00	-	-
9	Remuneration to Key Managerial Personnel and their relatives	419.92	201.55	155.53
10	Director Sitting Fees	64.15	51.80	64.00

While we believe that all such transactions have been conducted on an arm's length basis and in compliance with the provisions of the Companies Act, 2013, SEBI Listing Regulations and applicable accounting standards and other statutory compliances, there can be no assurance that we could not have achieved more favourable terms had such transactions been entered into with non-related parties. We cannot assure you that such transactions, individually or in the aggregate, will not materially and adversely affect our business, financial condition, results of operations and prospects. Although, going forward, all related party transactions that we may enter into, will be subject to board or shareholder approval, as necessary under the Companies Act, 2013 and the SEBI Listing Regulations, we cannot assure you that such transactions, individually or in the aggregate, will not have an adverse effect on our financial conditions and results of operations or that we could not have achieved more favourable terms if such transactions had not been entered into with related parties. Such related party transactions may potentially involve conflicts of interest. The related party transactions entered into by our Company for Fiscal 2025, is 25.74% amounting to ₹12,118.67 lakhs of the total revenue of our Company. For further details regarding related party transactions, see the disclosure on related party transactions contained in the " *Financial Statements*" beginning on page 235 of this Placement Document.

28. ***Facilities availed by us or which may be availed in future may be recalled by the lenders at any time. We are subject to certain covenants under the overdraft facilities that place restrictions on us and may affect our business and operations.***

As on March 31, 2025, we have availed Overdraft facility amounting to ₹ 224.94 lakhs from ICICI Bank Limited which is renewable on annual basis. The credit facilities availed from ICICI Bank Limited is repayable on demand and secured against the property of the company.

The principal amount of the overdraft limit shall reduce at the frequency of monthly/yearly based on the tenure of the Overdraft Facility such that at the end of the tenor, the outstanding Overdraft Facility limit becomes zero.

In addition to the above, the Company has also availed loans from its Directors amounting to ₹ 6,186.00 lakhs As per the terms of the loan agreements, these loans are not subject to recall by the Directors.

29. ***A part of the Net Proceeds will be utilized for the repayment or prepayment of indebtedness availed of by our Subsidiary. Accordingly, the utilization of the Net Proceeds will not result in creation of any tangible assets.***

We intend to utilize up to ₹ 31,000 lakhs from the Net Proceeds towards redemption, in part or in full of senior, secured, unlisted, redeemable, non-convertible debentures issued by our Subsidiary, Veranda XL

Learning Solutions Private Limited including interest payable, in part or in full. For further details, please refer to the chapter titled "*Use of Proceeds*" on page 78 of this Placement Document. The redemption will be selected based on a range of various factors, including (i) any conditions attached to the borrowings restricting our ability to repay or prepay the borrowings and time taken to fulfil such requirements, (ii) levy of any prepayment penalties and the quantum thereof, (iii) receipt of consents for prepayment, (iv) provisions of any laws, rules and regulations governing such borrowings, and (v) other commercial considerations. For instance, any voluntary prepayments or mandatory prepayments of the NCDs during the first 24 months of the initial disbursement can be made along with additional make whole amount such that the investor(s) earn the entire return which they would have received if facility were redeemed at the end of the lock-in period. While, our Company shall repay the amount of the NCDs post completion of such period, levy of any additional penalties may have an impact on our cash flows or results of operations.

While we believe that the prepayment or scheduled re-payment of a portion of NCDs will help reduce our outstanding indebtedness and debt servicing costs on a consolidated basis, assist us in maintaining a favourable debt to equity ratio and enable utilisation of our internal accruals for further investment in business growth and expansion, the premature redemption will not result in the creation of any tangible assets for our Company. Further, the proceeds received against the aforementioned object shall be transferred to our Subsidiary, Veranda XL Learning Solutions Private Limited, and therefore shall not result in any reduction of debt on a standalone basis for our Company. For details regarding the repayment or prepayment of loan, please refer to table disclosed in the chapter titled "*Use of Proceeds*" on page 78 of this Placement Document.

30. ***Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.***

We have not paid any dividends in the last three Financial Years. Our ability to pay future dividends will depend on our earnings, financial condition and capital requirements. There can be no assurance that we will generate sufficient income to cover the operating expenses and pay dividends to the shareholders. Our ability to pay dividends will also depend on our expansion plans. We may be unable to pay dividends in the near or medium term, and the future dividend policy will depend on the capital requirements and financing arrangements for the business plans, financial condition and results of operations.

31. ***Our success largely depends upon the knowledge and experience of our Promoters, Directors, Key Managerial Personnel, and Senior Management Personnel as well as our ability to attract and retain personnel with technical expertise. Our inability to retain our Promoters, Directors, Key Managerial Personnel and Senior Management Personnel or our ability to attract and retain other personnel with technical expertise could adversely affect our business, results of operations, cash flows and financial condition.***

We depend on the management skills and guidance of our Promoters and Board of Directors for development of business strategies, monitoring their successful implementation and meeting future challenges. Further, we also significantly depend on the expertise, experience and continued efforts of our Key Managerial Personnel and Senior Management. Any loss of our Promoters, Directors, Key Managerial Personnel and Senior Management or our ability to attract and retain them and other skilled personnel could adversely affect our business, results of operations, cash flows and financial condition. Our future performance will depend largely on our ability to retain the continued service of our management team. If one or more of our Key Managerial Personnel or Senior Management Personnel are unable or unwilling to continue in his or her present position, it could be difficult for us to find a suitable or timely replacement and our business, results of operations, cash flows and financial condition could be adversely affected.

In addition, we may require a long period of time to hire and train replacement personnel when personnel with technical expertise terminate their employment with us. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting and retaining personnel with technical expertise that our business requires. The loss of the services of such persons could have an adverse effect on our business, results of operations, cash flows and financial condition.

The table below set forth the attrition rate based on our actuarial report for our employees for the fiscal years as indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Attrition rate (%)	8.00%	8.00%	8.00%

While these positions have been appropriately filled and we have not faced any impact due to the resignations, we cannot assure that future resignations will not have any impact on the Company's business or operations.

There is significant competition for management and other skilled personnel in industries in which we operate, and it may be difficult to attract and retain the personnel we require in the future. There can be no assurance that our competitors will not offer better compensation packages, incentives and other perquisites to such skilled personnel. If we are not able to attract and retain talented employees as required for conducting our business, or if we experience high attrition levels which are largely out of our control, or if we are unable to motivate and retain existing employees, our business, results of operations, cash flows and financial condition may be adversely affected. For further information, see "*Board of Directors and Senior Management*" on page 168.

32. ***Any disruption in our information technology systems may adversely affect our business, results of operations and prospects.***

We rely on our information technology systems in connection with enrolments and student identification, content development and distribution and the general running of our day-to-day business. As our operations grow in size and scope, we must continuously upgrade our systems and infrastructure, while maintaining the reliability and integrity of our systems and infrastructure in a cost-effective manner.

We have engaged third party service providers for regular maintenance of our information technology infrastructure, such as for maintenance of online portal management, LMS and customer relationship management system. Any deficiency of service of such third party service providers may affect our operation and business.

Factors such as fires, power outages, telecommunications or technical failures, disruption in internet infrastructure or access due to earthquakes, floods or other natural calamities or adverse weather conditions, acts of war or terrorism, computer viruses, sabotage, break-ins and electronic intrusion attempts from external or internal sources, difficulties in linkages with our students' systems or payment gateway systems may cause system interruptions, delays, security breaches or corruption or loss of critical data, and may prevent us from operating some or all our business for a significant period of time, which could have an adverse effect on our reputation, business, results of operations and prospects.

33. ***There have been instances of delayed filings in the past, under the Companies Act, 2013 to RoC.***

In the past, there have been certain instances of delayed filing such as, while filing Form INC-22 for change in registered office, our Company was filed beyond the prescribed timelines. No show cause notice in respect to the above has been received by our Company till date and no penalty or fine has been imposed by any regulatory authority in respect to the same. It cannot be assured, that there will not be such instances in the future or our Company will not commit any further delays in relation to its reporting requirements, or any penalty or fine will not be imposed by any regulatory authority in respect to the same. The happening of such event may cause a material effect on our results of operations and financial position.

34. ***Our insurance coverage may not adequately protect us against certain operating hazards and this may have an adverse impact on our business.***

We have obtained a burglary insurance policy on fixed assets covering the inventories and equipment. The coverage is limited to theft damage for our Company and does not cover fire, flood and inundation damage. To the extent that we suffer any loss or damage not covered by the insurance that we have obtained or the loss exceeds our insurance coverage, our results of operations could be adversely affected.

The table below shows the total amount of our insurance coverage and its percentage contribution to our total assets for Fiscal 2025, Fiscal 2024 and Fiscal 2023, respectively:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023
Amount of insurance coverage (₹ in lakhs)	4,392.38	Nil	Nil
% contribution of insurance coverage to total assets	2.34%	Not Applicable	Not Applicable

For details of our insurance cover, please see "*Our Business*" beginning on page 146 of this Placement Document.

35. ***We have issued Equity Shares during the last three year at a price that may be below the Issue Price.***

During the three-year preceding the date of this Placement Document, we have issued Equity Shares at a price that may be lower than the Issue Price. For details, see "*Capital Structure*" beginning on page 85 of this Placement Document.

We cannot assure you that any issuance of Equity Shares made by our Company post completion of this Issue will be above the Issue Price or the prevailing market price of our Equity Shares.

36. ***Our Promoters have interests in our Company, in addition to their normal remuneration or benefits and reimbursement of expenses incurred.***

Our Promoters have interests in our Company that are in addition to reimbursement of expenses and normal remuneration. Our Promoters may be deemed to be interested to the extent of Equity Shares held by them, as well as to the extent of any dividends, bonuses, other distributions on such Equity Shares or rental income received from our Company for the immovable property rented by them to our Company. Our Promoters have rented the property to our Company, which is being used as the Registered Office of our Company and our Subsidiaries, and as such the Promoters may be considered to be interested to the extent of the rental fee payable by our Company and the Subsidiaries. For further details of such interests, please see "*Board of Directors and Senior Management*" and "*Financial Statements*" beginning on pages 168 and 235, respectively of this Placement Document.

37. ***Our Company, Subsidiaries and some of our Group Companies have incurred losses in past.***

Our Company, Subsidiaries and Group companies have incurred losses in past. We have set out the profit/loss for the year/period as mentioned in the table below.

(*₹ in lakhs*)

Name of the Entity	Fiscal 2025	Fiscal 2024	Fiscal 2023
Veranda Learning Solutions Limited	(379.88)	2,331.01	705.86
Veranda Race Learning Solutions Private Limited	(1,629.86)	(375.21)	(511.66)
Veranda XL Learning Solutions Private Limited	(13,765.84)	(2,372.18)	(730.26)
Veranda IAS Learning Solutions Private Limited	(1,409.10)	(848.22)	(377.04)
Brain4ce Education Solutions Private Limited	(1,232.47)	(522.71)	(4,045.52)
Veranda Learning Solutions North America, Inc.	(100.29)	(100.86)	(974.65)
Veranda Management Learning Solutions Private Limited	(1,444.86)	(1,801.86)	(17.02)
Veranda Administrative Learning Solutions Private Limited	(4,870.10)	(2,870.35)	(17.17)
J.K. Shah Education Private Limited	NA	NA	(605.30)[b]
Sreedhar CCE Learning Solutions Private Limited	168.38	(288.66)[c]	NA
BAssure Solutions Private Limited	(235.04)	(61.53)[a]	NA
Neyyar Academy Private Limited	(253.70)	(39.46)[a]	NA
Neyyar Education Private Limited	(116.86)	116.64[a]	NA
Phire Learning Solutions Private Limited	(220.02)	(55.08)[a]	NA
Six Phrase Edutech Private Limited	(580.06)	314.99[a]	NA
Veranda K-12 Learning Solutions Private Limited (formerly known as Educare Infrastructure Services Private Limited)	1,691.22	380.65[d]	NA
Talentely Innovative Solutions Private Limited	(100.64)	(3.61)[a]	NA

Name of the Entity	Fiscal 2025	Fiscal 2024	Fiscal 2023
Tapasya Educational Institutions Private Limited	(751.76)	485.68[e]	NA
BB Publications Private Limited	87.27[f]	NA	NA
BB Virtuals Private Limited	671.79[f]	NA	NA
Navkar Digital Institute Private Limited	0.55[g]	NA	NA

a For the period July 21, 2023 to March 31, 2024
b For the period October 31, 2022 to March 31, 2023
c For the period July 07, 2023 to March 31, 2024
d For the period August 30, 2023 to March 31, 2024
e For the period July 21, 2023 to March 31, 2024
f For the period January 11, 2024 to March 31, 2024
g For the period January 01, 2025 to March 31,2025
h For the period February 17, 2025 to March 31,2025

There can be no assurance that our Company, Subsidiary and Group Entities will not incur losses in the future, or that there will not be any adverse effect on our reputation or business as a result of such losses. For details, please see *"Financial Statements"* on page 235 of this Placement Document.

38. ***We appoint contract labour for carrying out certain activities, such as security personnel and cleaners and we may be held responsible for paying the wages of such workers, if the independent contractors through whom such workers are hired default on their obligations, and such obligations could have an adverse effect on our business, results of operations and financial condition.***

In order to retain flexibility and control costs, we appoint independent contractors who, in turn, engage on-site contract labour for positions such as security guards and cleaners. We incur certain contract labour charges for engaging workforce through independent contractors.

During the last three fiscals, less than 10.00% of our workforce at the group level is on contractor (3[rd] party) payroll where the contract labour charges (administrative/management fees) is about 3.00% of salaries paid to such staff. These profiles like office admin staff or security guard are on the lower side of CTC amongst our workforce. Thus, across years, contact labour charges are very small, operationally insignificant constituent of total manpower expense or operational expense.

Although we do not engage these labourers directly, we may be held responsible for any wage payments to these labourers in the event of default by our independent contractors. While the amount paid in such an event can be recovered from the independent contractor, any significant requirement to fund the wage requirements of the engaged labourers or delay in recovering such amounts from the contractors may have an adverse effect on our cash flows and results of operations.

We are also subject to the laws and regulations in India governing employees, including in relation to minimum wage and maximum working hours, overtime, working conditions, hiring and termination of employees, contract labour and work permits. These laws and regulations have, however, become increasingly stringent and it is possible that they will become significantly more stringent in the future. For instance, the GoI has recently introduced (a) the Code on Wages, 2019; (b) the Code on Social Security, 2020; (c) the Occupational Safety, Health and Working Conditions Code, 2020; and (d) the Industrial Relations Code, 2020 which consolidate, subsume and replace numerous existing central labour legislations. While the rules for implementation under these codes have not been notified, we are yet to determine the impact of all or some such laws on our business and operations which may restrict our ability to grow our business in the future and increase our expenses. Furthermore, any upward revision of wages that may be required by the state government to be paid to such contract labourers would increase our costs and may adversely affect the business and results of our operations. Any similar upward revisions could have an adverse impact on our costs and profitability in the future.

If we are unable to obtain the services of skilled and unskilled workmen or at reasonable rates, it may adversely affect our business and results of operations. In addition, our manufacturing process is dependent on a technology driven production system and any inability of the contract labourers to familiarize themselves with such technology could adversely affect our business and results of operations.

39. ***Certain sections of this Placement Document contain information from the Wazir Report which we commissioned and purchased and any reliance on such information for making an investment decision in the Issue is subject to inherent risks.***

Certain sections of this Placement Document include information based on, or derived from, the Wazir Report prepared by Wazir Advisors, which is not related to our Company, Directors, Key Managerial Personnel or Senior Management Personnel. We commissioned and paid for this report for the purpose of confirming our understanding of the industry in connection with the Issue. All such information in this Placement Document indicates the Wazir Report as its source. Accordingly, any information in this Placement Document derived from, or based on, the Wazir Report should be read taking into consideration the foregoing.

Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Industry sources do not guarantee the accuracy, adequacy or completeness of the data. Further, the Wazir Report is not a recommendation to invest / disinvest in any company covered in the Wazir Report. Accordingly, prospective investors should not place undue reliance on, or base their investment decision solely on this information. In view of the foregoing, you may not be able to seek legal recourse for any losses resulting from undertaking any investment in the Issue pursuant to reliance on the information in this Placement Document based on, or derived from, the Wazir Report. You should consult your own advisors and undertake an independent assessment of information in this Placement Document based on, or derived from, the Wazir Report before making any investment decision regarding the Issue. See "*Industry Overview*" on page 114 of this Placement Document.

40. ***Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been independently appraised, and may be subject to change, based on various factors, some of which are beyond our control.***

Our fund requirements and deployment of the Net Proceeds are based on internal management estimates based on current market conditions, and have not been appraised by any independent agency. In the absence of such independent appraisal the deployment of the Net Proceeds is at our management's discretion. We operate in a highly competitive and dynamic industry and may have to revise our estimates from time to time on account of changes in external circumstances or costs, or changes in other financial conditions, business or strategy. This may entail rescheduling, revising or cancelling planned expenditure and funding requirements at our discretion. For further details, please see "*Use of Proceeds*" beginning on page 78 of this Placement Document.

41. ***Any future issuance of Equity Shares, including pursuant to this QIP, may dilute your shareholding, and any sale of Equity Shares by our Promoters may adversely affect the trading price of our Equity Shares.***

This QIP and any future issuance of Equity Shares by our Company may dilute the shareholding of existing shareholders. Such issuances may be undertaken for various purposes, including to meet capital requirements, business expansion, or regulatory compliance. Pursuant to the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR"), listed companies are required to maintain a minimum public shareholding of 25.00% of their issued share capital. "Public shareholding" excludes holdings by the promoters, promoter group, subsidiaries, associates, and custodians against which depository receipts are issued. Any future issuances, including pursuant to this QIP, may be structured to ensure compliance with these requirements. Non-compliance with the minimum public shareholding norms may lead to regulatory action, including fines or delisting of the Company's Equity Shares. Furthermore, any sale of Equity Shares by our Promoters or other significant shareholders—whether to comply with public shareholding norms or for other reasons—could adversely affect the trading price of our Equity Shares. Additionally, market perception or anticipation of such sales or further issuances may also negatively impact investor sentiment and the market price of our Equity Shares.

42. ***Delay/ default in payment of statutory dues may attract penalties and in turn have an adverse impact on our business, results of operations, cash flows and financial condition.***

We are required to make certain payments to various statutory authorities from time to time, including but not limited to payments pertaining to employee provident fund, employee state insurance, income tax and excise duty. Our Company has generally been regular in payment of statutory dues during Fiscal 2025, Fiscal 2024 and Fiscal 2023. We cannot assure you to that we will be able to pay our statutory dues timely, or at all, in the future. Any failure or delay in payment of such statutory dues may expose us to statutory and regulatory action, as well as significant penalties, and may adversely impact our business, results of operations, cash flows and financial condition.

43. ***If we are unable to establish and maintain an effective internal controls and compliance system, our business and reputation could be adversely affected.***

We are responsible for establishing and maintaining adequate internal measures commensurate with the size and complexity of operations. Our internal audit functions make an evaluation of the adequacy and effectiveness of internal systems on an ongoing basis so that our operations adhere to our policies, compliance requirements and internal guidelines. We are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to ensure effective internal checks and balances in all circumstances.

We take reasonable steps to maintain appropriate procedures for compliance and disclosure and to maintain effective internal controls over our financial reporting so that we produce reliable financial reports and prevent financial fraud. As risks evolve and develop, internal controls must be reviewed on an ongoing basis. Maintaining such internal controls requires human diligence and compliance and is therefore subject to lapses in judgment and failures that result from human error.

Further, our operations are subject to anti-corruption laws and regulations. These laws generally prohibit us and our employees and intermediaries from bribing, being bribed or making other prohibited payments to government officials or other persons to obtain or retain business or gain some other business advantage. While our internal policies require our employees and intermediaries to comply with all applicable laws, and we continue to enhance our policies and procedures in an effort to ensure compliance with applicable anti-corruption laws and regulations, these measures may not prevent the breach of such anti-corruption laws, as there are risks of such breaches in emerging markets, such as India. If we are not in compliance with applicable anti-corruption laws, we may be subject to criminal and civil penalties, disgorgement and other sanctions and remedial measures, and legal expenses, which could have an adverse impact on our business, results of operations, cash flows and financial condition. Likewise, any investigation of any potential violations of anti-corruption laws by the relevant authorities could also have an adverse impact on our business and reputation.

44. ***We have in this Placement Document included certain Non-GAAP measures that may vary from any standard methodology that is applicable across the pigment industry and may not be comparable with financial statement of similar nomenclature computed and presented by other companies.***

Certain Non-GAAP measures relating to our operations have been included in this Placement Document. We compute and disclose such Non-GAAP measures as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of companies engaged in our industry, many of which provide such Non-GAAP measures and other industry related statistical and operational information. Such supplemental financial and operational information is therefore of limited utility as an analytical tool, and investors are cautioned against considering such information either in isolation or as a substitute for an analysis of our audited financial statements as reported under applicable accounting standards disclosed elsewhere in this Placement Document. These Non-GAAP measures and such other industry related statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and are not measures of operating performance or liquidity defined by generally accepted accounting principles, and therefore may not be comparable to financial measures and industry related statistical information of similar nomenclature that may be computed and presented by other companies.

45. ***We may not be able to generate or obtain the capital we need for further expansion.***

We expect to continue to have substantial liquidity and capital resource requirements to finance our business. We intend to rely upon internally generated cash from our operations and, if necessary, the proceeds of debt and/or equity offerings in the domestic and international capital markets, as well as bank debt. We cannot assure you that we will be able to generate sufficient cash flows from operations or obtain sufficient funds from external sources to fund our capital expenditure requirements. Our future ability to access financial markets in sufficient amounts and at acceptable costs to finance future operations and capital expenditures will depend to a large degree on prevailing capital and financial market conditions over which we have no control, and accordingly we cannot assure you that we will be able to do so. Our failure to generate sufficient cash flows from operations or to be able to obtain third-party financing could cause us to delay or abandon some or all of our planned expansion, including capital expenditures, which, in turn, could have a material adverse effect on our growth strategy.

46. ***We may be unable to enforce our rights under some of our agreements on account of inadequate stamping and not registering the agreements or other reasons.***

We regularly enter into agreements with third parties, in relation to our business, leasing of immovable properties among others. The terms, tenure and the nature of the agreements vary, depending on, amongst other things, the subject matter of the agreement and the third parties involved. Although, we duly execute our documents, some of the documents executed by us may be inadequately stamped or not registered or may not otherwise be enforceable. Such inadequately stamped or unregistered documents may not be admissible in evidence in a court of law until the applicable stamp duty, with penalty, has been paid and registered, which could, therefore, impact our ability to enforce our rights under the agreements in a timely manner or at all.

47. ***We may be unable to sufficiently obtain, maintain, protect, or enforce our intellectual property and other proprietary rights***

We own our corporate logo and trademark "Veranda", used as a prefix in the name of our Company as well as for three of our Subsidiaries, namely Veranda XL Learning Solutions Private Limited, Veranda Race Learning Solutions Private Limited and Veranda IAS Learning Solutions Private Limited. Our trademark 'Veranda' ("**Trademark**"), which is used as a prefix in the name of our Company, is registered in the name of our Company under Class 9, 16, 41 and 42 of the Trade Marks Act, 1999.

The Trademark is also used as a prefix in the names of our Subsidiaries, i.e. Veranda XL Learning Solutions Private Limited, Veranda Race Learning Solutions Private Limited, Veranda Administrative Learning Solutions Private Limited, Veranda K-12 Learning Solutions Private Limited, Veranda Learning Solutions North America, Inc, Veranda Management Learning Solutions Private Limited and Veranda IAS Learning Solutions Private Limited.

With respect to our trademarks that have been applied for and/or are under objection or opposed, we cannot assure you that we will be successful in removing the objections or contend the opposition. As a result, we may not be able to prevent infringement of our trademarks and a passing off action may not provide sufficient protection until such time that this registration is granted. We cannot guarantee that any of our registered or unregistered intellectual property rights or our know-how, or claims thereto, will now or in the future successfully protect what we consider to be the intellectual property underlying our products and business, or that our rights will not be opposed or otherwise challenged.

While we endeavour to ensure that we comply with the intellectual property rights, there can be no assurance that we will not face any intellectual property infringement claims brought by third parties. Any claims of infringement, regardless of merit or resolution of such claims, could force us to incur significant costs in responding to, defending and resolving such claims and may divert the efforts and attention of our management away from our business. We could be required to change the name of our Company and our Subsidiaries which carry the prefix "Veranda", pay third party infringement claims or obtain fresh licenses resulting from a name change. The occurrence of any of the foregoing could result in unexpected expenses.

48. ***Use of same or similar name as that of our Company's Trademark "Veranda" by third parties***

Certain other companies registered in India have names similar as that of our Trademark "Veranda". Apart from the entities carrying the name of "Veranda" in this Placement Document, we have no relationship with such companies. Any potential litigation involving such companies may lead to confusion in the Investors, which may affect our brand image.

EXTERNAL RISKS

49. ***A slowdown in economic growth in India or global economic instability could result in an adverse effect on our business, financial condition and results of operations.***

We currently operate in India, which is generally viewed as a jurisdiction with a developing economy, that may not have as firmly established legal and regulatory systems as other countries and is dependent on domestic, regional and global economic and market conditions. Our performance and growth and market price of our Equity Shares are and will be dependent to a large extent on the overall performance of the Indian economy, the GDP growth rate in India and the economic cycle in India. In prior periods, India experienced a slowdown in economic growth due to a variety of factors, including the COVID-19 pandemic, unsustainably high current account deficit, capital outflows and consequent exchange rate pressures. Despite the recent signs of an economic turnaround in the Indian economy, there is no assurance that growth will not slow down again or that inflation will not increase further in the future. A slowdown in the Indian economy could adversely affect our business and our customers and contractual counterparties, especially if such a slowdown were to be continued and prolonged. In periods of high rates of inflation, our operating expenses may increase which could have an adverse effect on our cash flows and results of operations.

50. ***Political, economic or other factors that are beyond our control may have an adverse effect on our business, cash flows and results of operations.***

We are incorporated in India and we conduct our corporate affairs and our business in India. Our Equity Shares are to be listed on the Stock Exchanges. Consequently, our business, operations, financial performance and the market price of our Equity Shares will be affected by interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India.

Factors that may adversely affect the Indian economy and hence our results of operations may include:
- any scarcity of credit or other financing in India, resulting in an adverse effect on economic conditions in India and scarcity of financing for our expansions;
- adverse income conditions among Indian customers and Indian corporations;
- epidemic or any other public health problems in India or in countries in the region or globally, including in India's neighbouring countries;
- macroeconomic factors and central bank regulations, including in relation to interest rates movements which may in turn adversely impact our access to capital and increase our borrowing costs;
- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- decline in India's foreign exchange reserves which may affect liquidity in the Indian economy; and
- downgrading of India's sovereign debt rating by rating agencies.

On February 24, 2022, Russian military forces invaded Ukraine. Although the length, impact and outcome of the ongoing military conflict in Ukraine is highly unpredictable, this conflict and responses from international communities could lead to significant market and other disruptions, including significant volatility in commodity prices and supply of energy resources, instability in financial markets, supply chain interruptions, political and social instability, changes in consumer or purchaser preferences as well as increase in cyberattacks and espionage.

To date, we have not experienced any material interruptions in our business operations in connection with these conflicts. We have no way to predict the progress or outcome of the conflict in Ukraine as the conflict, and any resulting government reactions, are rapidly developing and beyond our control. The extent and duration of the military action, sanctions and resulting market disruptions could be significant and could potentially have a substantial impact on the global economy and our business for an unknown period of time. Any of the abovementioned factors could affect our business, financial condition, cash flows and results of operations.

Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy or certain regions in India, could adversely affect our business, results of operations and financial condition and the price of the Equity Shares.

51. ***The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.***

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions could adversely affect our results of operations, cash flows or financial condition.

Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

52. ***Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, cash flows, prospects and results of operations.***

The regulatory and policy environment in which we operate is evolving and subject to change. The governmental and regulatory bodies in the jurisdictions where we operate may notify new regulations and/or policies, which may require us to obtain approvals and licenses from the government and other regulatory bodies, or impose onerous requirements and conditions on our operations, in addition to those which we are undertaking currently. Such changes may adversely affect our business, cash flows, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

For instance, earlier, distribution of dividends by a domestic company was subject to Dividend Distribution Tax ("**DDT**"), in the hands of the company at an effective rate of 20.56% (inclusive of applicable surcharge and health and education cess). Such dividends were generally exempt from tax in the hands of the shareholders. However, GOI has amended the IT Act to abolish the DDT regime. Accordingly, any dividend distributed by a domestic company is subject to tax in the hands of the investor at the applicable rate. Additionally, the company is required to withhold tax on such dividends distributed at the applicable rate.

Further, the General Anti-Avoidance Rules ("**GAAR**") provisions have been introduced to catch arrangements declared as "impermissible avoidance arrangements", which is any arrangement, the main purpose of which is to obtain a tax benefit and which satisfies at least one of the following tests (i) creates rights or obligations which are not ordinarily created between persons dealing on arm’s length basis; (ii) results, directly or indirectly, in misuse, or abuse, of the provisions of the IT Act; (iii) lacks commercial substance or is deemed to lack commercial substance, in whole or in part; or (iv) is entered into, or carried out, by means, or in a manner, which are not ordinarily employed for bona fide purposes. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit, amongst other consequences. As the GAAR provisions are relatively untested, the consequential effects on our Company cannot be determined as of now. If the GAAR provisions are made applicable to us, they may have an adverse tax impact on our Company.

As such, there is no certainty on the impact that the aforementioned provisions may have on our Company’s business and operations. Further, our Company cannot predict whether any tax laws or other regulations impacting it will be enacted or predict the nature and impact of any such laws or regulations or whether, if at all, any laws or regulations would have a material adverse effect on the Company’s business, results of operations and financial condition.

53. ***Investors may not be able to enforce a judgment of a foreign court against our Company.***

Our Company is incorporated under the laws of India, and all our Directors, Promoters, Key Management Personnel and senior management personnel reside in India. Substantial portion of our assets, and the assets of certain of our Promoters, Directors, Key Management Personnel and other senior management are also located in India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce against them judgments obtained in courts outside India.

Recognition and enforcement of foreign judgments is provided for under Section 13 of the Civil Code on a statutory basis. Section 13 of the Civil Code provides that foreign judgments shall be conclusive regarding any matter directly adjudicated upon, except: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognize the law of India in cases to which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud; and (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. Under the Civil Code, a court in India shall, upon the production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record. However, under the Civil Code, such presumption may be displaced by proving that the court did not have jurisdiction.

India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. Section 44A of the Civil Code provides that where a foreign judgment has been rendered by a superior court, within the meaning of that Section, in any country or territory outside of India which the Central Government has by notification declared to be in a reciprocating territory, it may be enforced in India by proceedings in execution as if the judgment had been rendered by the relevant court in India. However, Section 44A of the Civil Code is applicable only to monetary decrees not being of the same nature as amounts payable in respect of taxes, other charges of a like nature or of a fine or other penalties.

It is unlikely that a court in India would award damages on the same basis as a foreign court if an action was brought in India. Furthermore, it is unlikely that an Indian court would enforce a foreign judgment if that court were of the view that the amount of damages awarded was excessive or inconsistent with public policy or Indian practice. It is uncertain as to whether an Indian court would enforce foreign judgments that would contravene or violate Indian law. However, a party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI under the Indian Foreign Exchange Management Act, 1999, to execute such a judgment or to repatriate any amount recovered.

54. ***The market value of the Equity Shares may fluctuate due to the volatility of the Indian securities markets.***

Indian securities markets may not be comparable to the securities markets in certain countries with more developed economies and capital markets than India. Indian stock exchanges have, in the past, experienced fluctuations in the prices of listed securities. Indian stock exchanges may have experienced problems which, if such or similar problems were to continue or recur, could affect the market price and liquidity of the securities of Indian companies, including the Equity Shares. In addition, the governing bodies of Indian stock exchanges have, from time to time, imposed restrictions on trading in certain securities, limitations on price movements and margin requirements. Further, from time to time, disputes may have occurred between listed companies, stock exchanges and other regulatory bodies, which in some cases may have a negative effect on market sentiment.

55. ***We may be affected by competition law in India and any adverse application or interpretation of the Competition Act may in turn adversely affect our business.***

The Competition Act was enacted for the purpose of preventing practices that have or are likely to have an adverse effect on competition in India and has mandated the Competition Commission of India to prevent such practices. Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which causes or is likely to cause an appreciable adverse effect on competition is void and attracts substantial penalties. Further, any agreement among competitors which, directly or indirectly, involves determination of purchase or sale prices, limits or controls production, or shares the market by way of geographical area or number of subscribers in the relevant market is presumed to have an appreciable adverse effect in the relevant market in India and shall be void. The Competition Act also prohibits abuse of a dominant position by any enterprise. On March 4, 2011, the Indian central government notified and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset-and turnover-based thresholds to be mandatorily notified to, and pre-approved by, the CCI. In addition, on May 11, 2011, the CCI issued the Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India. The Competition Act aims to, among other things, prohibit all agreements and transactions which may have an appreciable adverse effect in India. Further, the CCI has extra-territorial powers and can investigate any agreement, abusive conduct or combination occurring outside of India if such agreement, conduct or combination has an appreciable adverse effect in India. We are not currently party to any outstanding proceedings, nor have we received notice in relation to non-compliance with the Competition Act or the agreements entered into by us. However, if we are affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it may adversely affect our business, financial condition, cash flows, results of operations and prospects.

56. ***Anti-takeover provisions under Indian law could prevent or deter an entity from acquiring us.***

The SEBI Takeover Regulations contain certain provisions that may delay, deter or prevent a future takeover or change in control. These provisions may discourage a third party from attempting to take control of our business, even if change in control would result in the purchase of our Equity Shares at a premium to the market price or would otherwise be beneficial to the investor.

57. ***Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, IFRS and U.S. GAAP, which may be material to investors' assessments of our financial condition.***

Our financial statement presented in this Placement Document has been derived from our financial statements contained elsewhere in this Placement Document, which have been prepared under Ind AS. US GAAP and IFRS differ in significant respects from Ind AS. Accordingly, the degree to which our financial statement presented in this Placement Document, as well as our financial statements contained elsewhere in this Placement Document, will provide meaningful information is entirely dependent on the reader's level of familiarity with generally accepted accounting principles including Ind AS. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Placement Document should accordingly be limited.

MARKET PRICE INFORMATION

As on the date of this Placement Document, our Company's issued, subscribed and paid-up share capital comprises 7,77,31,098 Equity Shares bearing face value of ₹ 10.00 per equity share. The Equity Shares are listed and traded on NSE and BSE.

On July 21, 2025, the closing price of the Equity Shares on BSE and NSE was ₹ 244.75 and ₹ 244.92, respectively. The tables below set out, for the periods indicated, the high, low and average closing prices and the trading turnover on NSE and BSE for our Equity Shares.

(i) The following tables set forth the reported high, low and average market prices and the trading volumes of the Equity Shares on the Stock Exchanges on the dates on which such high and low prices were recorded for Fiscals 2025, 2024 and 2023:

BSE									
Fiscal	**High (₹)**	**Date of high**	**Number of Equity Shares traded on the date of high**	**Total turnover of Equity Shares traded on date of high (₹ lakhs)**	**Low (₹)**	**Date of low**	**Number of Equity Shares traded on the date of low**	**Total turnover of Equity Shares traded on date of low (₹ lakhs)**	**Average price for the year (₹)**
2025	348.65	September 05, 2024	48,118	166.63	148.60	June 04, 2024	31,788	47.41	242.37
2024	331.50	December 11, 2023	65,755	215.52	162.45	June 15, 2023	3,792	6.20	216.97
2023	369.65	September 13, 2022	78,324	290.84	160.40	April 11, 2022	22,89,388	3,662.67	254.86

(Source: www.bseindia.com)

Notes:
1. High, low and average prices are based on the daily closing prices.
2. In the case of a year, average represents the average of the closing prices of all trading days of each year presented.
3. In case of two days with the same high or low price, the date with the higher volume has been chosen.

NSE									
Fiscal	**High (₹)**	**Date of high**	**Number of Equity Shares traded on the date of high**	**Total turnover of Equity Shares traded on date of high (₹ lakhs)**	**Low (₹)**	**Date of low**	**Number of Equity Shares traded on the date of low**	**Total turnover of Equity Shares traded on date of low (₹ lakhs)**	**Average price for the year (₹)**
2025	349.10	September 05, 2024	5,73,000	1,985.81	147.35	June 04, 2024	1,85,139	276.33	242.48
2024	332.70	December 11, 2023	5,51,481	1,812.78	161.80	June 15, 2023	81,561	132.94	216.96
2023	369.35	September 13, 2022	4,88,524	1,819.13	131.25	April 11, 2022	30,43,170	3,808.31	254.16

(Source: www.nseindia.com)

Notes:
1. High, low and average prices are based on the daily closing prices.
2. In the case of a year, average represents the average of the closing prices of all trading days of each year presented.
3. In case of two days with the same high or low price, the date with the higher volume has been chosen.

(ii) The following table sets forth the details of the number of Equity Shares traded on the Stock Exchanges and the turnover during Fiscals 2025, 2024 and 2023:

Fiscal	**Number of Equity Shares Traded**		**Turnover (In ₹ lakhs)**	
	BSE	**NSE**	**BSE**	**NSE**
2025	59,39,500	5,77,31,510	14,026.19	1,38,618.02
2024	48,12,688	5,58,99,209	11,592.25	1,36,852.13

Fiscal	Number of Equity Shares Traded		Turnover (In ₹ lakhs)	
	BSE	NSE	BSE	NSE
2023	1,77,39,614	5,09,24,769	40,230.71	1,32,378.18

(Source: www.bseindia.com and www.nseindia.com)

(iii) The following tables set forth the reported high, low and average market prices and the trading volumes of the Equity Shares on the Stock Exchanges on the dates on which such high and low prices were recorded during each of the last six months:

BSE											
Month	High (₹)	Date of high	Number of Equity Shares traded on date of high	Total turnover of Equity Shares traded on date of high (₹ lakhs)	Low (₹)	Date of low	Number of Equity Shares traded on date of low	Total turnover of Equity Shares traded on date of low (₹ lakhs)	Average price for the month (₹)	Equity Shares traded in the month	
										Volume	Turnover (₹ in lakhs)
June- 25	210.20	June 18, 2025	38,293	78.71	192.55	June 17, 2025	996	1.92	198.79	1,48,395	300.22
May-25	221.30	May 05, 2025	4,916	10.65	206.05	May 02, 2025	4,600	9.56	211.10	1,31,560	281.59
Apr-25	233.35	April 21, 2025	31,812	71.64	201.20	April 07, 2025	20,519	41.13	214.18	1,91,390	412.58
Mar-25	241.00	March 07, 2025	6,973	16.87	191.00	March 27, 2025	22,488	43.39	212.83	8,08,381	1,692.63
Feb-25	261.80	February 05, 2025	38,828	102.04	195.05	February 17, 2025	95,345	185.48	235.62	4,25,620	974.39
Jan-25	246.35	January 17, 2025	7,124	17.30	216.50	January 27, 2025	4,889	10.86	235.39	3,04,838	709.16

(Source: www.bseindia.com)

Notes:

1. High, low and average prices are based on the daily closing prices.

2. In the case of a year, average represents the average of the closing prices of all trading days of each year presented.

3. In case of two days with the same high or low price, the date with the higher volume has been chosen.

NSE											
Month	High (₹)	Date of high	Number of Equity Shares traded on date of high	Total turnover of Equity Shares traded on date of high (₹ lakhs)	Low (₹)	Date of low	Number of Equity Shares traded on date of low	Total turnover of Equity Shares traded on date of low (₹ lakhs)	Average price for the month (₹)	Equity Shares traded in the month	
										Volume	Turnover (₹ in lakhs)
June- 25	209.99	June 18, 2025	5,28,405	1,091.63	191.81	June 17, 2025	28,703	55.43	198.95	23,67,346	4,790.67
May-25	221.69	May 06, 2025	1,26,732	278.84	205.95	May 30, 2025	1,02,611	212.11	211.20	17,87,164	3,823.54
Apr-25	232.66	April 21, 2025	7,92,019	1,791.74	201.38	April 07, 2025	94,174	188.88	214.18	32,21,662	6,998.26
Mar-25	241.51	March 07, 2025	2,59,166	627.20	191.19	March 17, 2025	1,99,199	385.84	213.03	59,06,726	12,331.11
Feb-25	261.90	February 05, 2025	1,61,300	423.28	198.82	February 17, 2025	2,89,773	574.47	235.43	36,57,069	8,379.27
Jan-25	247.16	January 16, 2025	84,252	206.78	216.17	January 27, 2025	55,284	121.55	236.14	25,81,700	6,072.01

Notes:

1. High, low and average prices are based on the daily closing prices.

2. In the case of a year, average represents the average of the closing prices of all trading days of each year presented.

3. In case of two days with the same high or low price, the date with the higher turnover has been chosen.

(iv) The following table sets forth the market price on the Stock Exchanges on May 19, 2025 being the first Working Day following the approval of our Board for the Issue:

BSE					
Open	**High**	**Low**	**Close**	**Number of Equity Shares traded**	**Turnover (₹)**
212.85	220.00	211.55	213.25	5,288	11,47,881.00

(Source: www.bseindia.com)

NSE					
Open	**High**	**Low**	**Close**	**Number of Equity Shares traded**	**Turnover (₹)**
210.91	220.91	210.91	212.80	67,794	1,46,11,095.08

(Source: www.nseindia.com)

USE OF PROCEEDS

The gross proceeds from the Issue shall aggregate up to ₹ 35,741.88 lakhs (the "**Gross Proceeds**"). Subject to compliance with applicable laws, the net proceeds from the Issue, after deducting fees, commissions and expenses of the Issue, of approximately ₹ 747.50 lakhs, shall be approximately ₹ 34,994.38 lakhs (the "**Net Proceeds**").

Objects of the Issue

Subject to compliance with applicable laws and regulations, and as approved by the Board of Directors, we intend to use the Net Proceeds towards the following objects ("**Use of Proceeds**"):

1. Redemption, in part or in full of senior, secured, unlisted, redeemable, non-convertible debentures issued by our Subsidiary, Veranda XL Learning Solutions Private Limited including interest payable, in part or in full;

2. General Corporate Purposes.

(collectively, referred to hereinafter as the "**Objects**").

Utilisation of Net Proceeds

The Net Proceeds are proposed to be utilised in accordance with the details provided in the following table:

Sr. No.	Particulars	Amount (₹ in lakhs)
1.	Redemption, in part or in full of senior, secured, unlisted, redeemable, non-convertible debentures issued by our Subsidiary, Veranda XL Learning Solutions Private Limited including interest payable, in part or in full	31,000.00
2.	General Corporate Purposes*	3,994.38
	Total Net Proceeds	34,994.38

**The amount to be utilised for general corporate purposes will not exceed 25.00% of the Gross Proceeds.*

In the event of a change in the final Issue size, the amounts shown in the table above against each of the use of proceeds specified therein shall be modified at the discretion of the QIP Committee either in full or part or in proportion to the change in the final Issue size in this Placement Document.

Our main objects clause and objects incidental and ancillary to the main objects as set out in the Memorandum of Association enables our Company to undertake our existing business activities and activities proposed to be funded from the Net Proceeds.

Proposed schedule of implementation and deployment of Net Proceeds

We propose to deploy the Net Proceeds towards the Objects in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

(in ₹ lakhs)

Sr. No.	Particulars	Amount to be funded from the Net Proceeds	Tentative Schedule for Deployment of the Net Proceeds	
			FY2026	FY2027
1.	Redemption, in part or in full of senior, secured, unlisted, redeemable, non-convertible debentures issued by our Subsidiary, Veranda XL Learning Solutions Private Limited including interest payable, in part or in full	31,000.00	8,370.90	22,629.10
2.	General Corporate Purposes	3,994.38	3,994.38	-
Total Net Proceeds		34,994.38	12,365.28	22,629.10

** The amount to be utilized for general corporate purposes will not exceed 25.00% of the Gross Proceeds.*

The Objects of the Issue is duly approved by QIP Committee resolution dated July 17, 2025 based on, operating plans, the growth strategies of our Company and other commercial factors, which we currently propose to deploy the Net Proceeds by the end of FY 2027. If the Net Proceeds are not completely utilized for the Objects by the end of FY2027, such amounts will be utilized (in part or full) in subsequent periods, as determined by us, in accordance with applicable law. The Objects set out below have not been appraised by any bank or financial institution or any other independent agency. For details, see "*Risk Factors – Risk Factor no. 40 – Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and have not been independently appraised, and may be subject to change, based on various factors, some of which are beyond our control.*" on page 68.

Details of the Objects

1. **Redemption, in part or in full of senior, secured, unlisted, redeemable, non-convertible debentures issued by our Subsidiary, Veranda XL Learning Solutions Private Limited including interest payable, in part or in full**

Our Subsidiaries have availed fund-based and non-fund based facilities in the ordinary course of business from various entities, banks and financial institutions. These borrowing arrangements entered into by our subsidiaries include, inter alia, terms loans, working capital facilities and non-convertible debentures. We propose to utilize a portion of the Net Proceeds aggregating up to ₹ 31,000.00 lakhs for repayment / pre-payment, in full or in part, of certain outstanding borrowings availed by one of our Subsidiaries, Veranda XL Learning Solutions Private Limited ("**Veranda XL**").

Pursuant to Debenture Trust Deed dated March 25, 2024, one of our subsidiaries, Veranda XL has issued 31,000 senior, secured, redeemable, unlisted and non-convertible debentures with a nominal face value of ₹1,00,000.00 per debenture, aggregating to ₹31,000.00 lakhs.

Our Company proposes to utilize an amount of up to ₹ 31,000.00 lakhs from the Net Proceeds towards redemption of the debenture amount aggregating up to ₹31,000.00 lakhs issued by Veranda XL. These funds shall be transferred to Veranda XL either by way of debt or equity, as decided by Board of Directors of the Company, for utilization and redemption of the debentures. Further, Veranda XL shall pay the prepayment charges, if any, on the loans identified below, out of the portion of Net Proceeds earmarked for this Object. In the event the Net Proceeds are insufficient for payment of pre-payment penalty or accrued interest, as applicable, such payment shall be made from the internal accruals of our Company.

The pre-payment or scheduled repayment will help reduce our existing borrowings, assist us in maintaining a favourable debt-equity ratio and enable utilisation of our internal accruals for further investment in business growth and expansion.

The details of the outstanding borrowings availed by our Company, proposed for repayment or prepayment, in full or in part, from the Net Proceeds is set forth below:

Sr. No	Name of the lender	Date of sanction letter/ debenture trust deed	Nature of loan	Tenor	Coupon rate	Amount sanctioned as per sanction letter (in lakhs)	Principal Amount Outstanding as at May 31, 2025 (in lakhs)	Prepayment conditions and penalty	Purpose for which loan was sanctioned and utilized	Whether the loan has been utilized for the purpose for which it has been availed*
1.	Ascertis Credit India Fund III Scheme C (Formerly known as BPEA Credit India Fund III Scheme C) & Ascertis Credit India Fund III Scheme F (Formerly known as BPEA Credit India Fund III Scheme F) **Debenture Trustee:** Catalyst Trusteeship Limited	March 25, 2024	Senior, Secured, Unlisted, Redeemable, Non-Convertible Debentures	5 years	9.75% per annum up to 24 months compounded monthly, payable quarterly 11.00% per annum after 24 months compounded monthly, payable quarterly with effective yield of 17.23%	31,000.00	31,000.00	1. Any voluntary prepayments or mandatory prepayments (other than due to Illegality in relation to investor) during the first 24 months of the initial disbursement ("**Lock-in Period**") shall be made along with additional make whole amount such that the investor(s) earn the entire return which they would have received if facility were redeemed at the end of the lock-in period. Such make whole amount shall be computed and be due on the date of such payment. 2. Post lock-in period, the facility can be prepaid (whether voluntary or mandatorily) with a prepayment premium of 2.00% on the principal amount prepaid ("**Prepayment charges**"). The issuer shall have the option of voluntarily prepaying up to ₹3500.00 lakhs (In aggregate of all issuers) every financial year starting from FY2027 without any prepayment charges. 3. Additional premium, as applicable, shall be paid along with the prepayment (whether voluntary or mandatory)	The debentures were issued by our company in 4 four series the details of which are provided below: • Series 1- Acquisition of atleast 50.00% shareholding (on fully diluted basis) in Tapasya Educational Institutions Private Limited for ₹12250.00 lakhs and ₹2250.00 lakhs for working capital, Interest Service Reserve Account ("**ISRA**") and transaction expenses • Series 2- Providing loans and advances to Veranda Administrative Learning Solutions ("VALS") worth ₹13330.00 lakhs, repayment of entire existing debt from Piramal in Veranda XL Learning Solution Private Limited ("VXL") worth ₹500 lakhs and ₹370.00 lakhs for working capital and transaction expenses • Series 3- Providing loans and advances to VALS worth ₹1060.00 lakhs and ₹40.00 lakhs for working capital and transaction expenses from balance amount of the series.	Yes

Sr. No	Name of the lender	Date of sanction letter/ debenture trust deed	Nature of loan	Tenor	Coupon rate	Amount sanctioned as per sanction letter (in lakhs)	Principal Amount Outstanding as at May 31, 2025 (in lakhs)	Prepayment conditions and penalty	Purpose for which loan was sanctioned and utilized	Whether the loan has been utilized for the purpose for which it has been availed*
								4. Any voluntary prepayment shall be made with prior notice of atleast 30 calendar days period and shall be paid only on quarterly interest payment/ redemption date.	• Series 4- Repayment of existing debt from Hinduja in Veranda XL worth ₹1160.00 lakhs and ₹40 lakhs for working capital and transaction expenses.	

As certified vide certificate dated April 29, 2024 and May 18, 2024, issued by M A R G H and Associates, Chartered Accountants, the utilisation of the proceeds of the loans, as indicated above has been towards the purpose availed for, as per the sanction letters / loan agreements of the respective loans.

As per the terms of the Debenture Trust Deed dated March 25, 2024, the sanctioned facilities are subject to a mandatory lock-in period of two years. If Veranda XL chooses to prepay or repay the loan and redeem the debentures before this period ends, it would have to pay a penalty of 2.00% of the balance outstanding and if the loan is paid by March 2026, there shall not be any *make-whole penalty*. This penalty ensures that the investor(s) receive the full returns that they would have earned if the debentures were held until the end of the lock-in period. In order to avoid such make-whole penalty, Veranda XL will be redeeming the debenture post the end of lock-in period. For risks related to the same, please refer to "*Risk Factors – Risk Factor 17 - Prepayment penalties under loan and Debenture agreements may adversely impact our cash outflow in the event the premature payments are exercised*" on page 59 of this Placement Document.

Our Company has considered the following factors for identifying the loans that are proposed to be repaid out of the Net Proceeds: (i) costs, expenses and charges relating to the facility/borrowing including interest rates involved; (ii) presence of onerous terms and conditions under the facility; (iii) ease of operation of the facility; (iv) levy of any prepayment penalties and the quantum thereof; (v) provisions of any law, rules, regulations governing such borrowings; (vi) terms of pre-payment to lenders, if any; (vii) mix of credit facilities provided by lenders; and (viii) other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan.

2. General corporate purposes

Our Company proposes to deploy the balance Net Proceeds aggregating ₹ 3,994.38 lakhs towards general corporate purposes, subject to such amount not exceeding 25.00% of the Gross Proceeds. The general corporate purposes for which our Company proposes to utilize the Net Proceeds include strategic initiatives, working capital requirements, business development activities, marketing activities, funding growth opportunities, including acquisitions and meeting exigencies, meeting expenses, repayment of debts or payment of interest on debts and other expenditure considered expedient by our Company, as may be applicable and approved by our Board, from time to time.

In addition to the above, our Company may utilize the Net Proceeds towards other expenditure considered expedient and as approved periodically by our Board or a duly appointed committee thereof, subject to compliance with applicable laws, including necessary provisions of the Companies Act. The quantum of utilization of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and the business requirements of our Company, from time to time.

If the Net Proceeds are not completely utilized for the purposes stated hereinabove by such periods due to factors such as (i) economic and business conditions; (ii) increased competition; (iii) delay in procuring equipment; (iv) other commercial considerations, the same would be utilized (in part or full) in the subsequent periods as may be decided by our management, in accordance with applicable laws.

Monitoring Utilization of Funds

Pursuant to Regulation 173A of the SEBI ICDR Regulations, our Company has appointed Brickwork Ratings India Private Limited, a credit rating agency registered with the SEBI, as the monitoring agency ("**Monitoring Agency**") by way of an agreement dated June 20, 2025, as the size of our Issue exceeds ₹ 10,000.00 lakhs. The Monitoring Agency shall submit its report to our Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100.00% of the Net Proceeds of the Issue have been utilized. The board of directors and the management of our Company will provide their comments on the findings of the Monitoring Agency as specified in Schedule XI. Our Company shall, within 45 days from the end of each quarter, upload the report of the Monitoring Agency on our website, https://www.verandalearning.com/web/index.php/corporate, and also submit the same to the Stock Exchanges.

Pursuant to Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds. On an annual basis, our Company shall (i) prepare a statement of funds utilized for purposes other than those stated in this Placement Document and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilized; and (ii) disclose every year, the utilization of the Net Proceeds during that year in its annual report. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. The report of the Monitoring Agency shall be placed before our Audit Committee on a quarterly basis, promptly upon its receipt.

Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilization of the proceeds of the Issue from the Objects, as stated above; and (ii) details of category wise variations in the actual utilization of the proceeds of the Issue from the Objects, as stated above. This information will also be published on our website simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Director's report, after placing the same before the Audit Committee.

Interim use of Net Proceeds

Pending utilization of the Net Proceeds towards the purposes described in this section, our Company intends to deposit the Net Proceeds in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934 or to temporarily invest the funds in creditworthy instruments, including money market / mutual funds/fixed deposits, as approved by the Board and/or a duly authorized committee of the Board, from time to time, and in accordance with applicable laws. Such investments would be in accordance with the investment policies as approved by our Board from time to time and applicable laws. In accordance with applicable laws, we undertake to not utilize proceeds from the Issue unless Allotment is made and the corresponding return of Allotment is filed with the RoC and final listing and trading approvals are received from each of the Stock Exchanges.

Other Confirmations

Neither our Promoters nor our Directors are making any contribution either as part of the Issue or separately in furtherance of the use of the Net Proceeds. Except as disclosed in the section titled "*Use of Proceeds*" on page 78, neither our Promoters nor our Directors shall receive any proceeds from the Issue, whether directly or indirectly. Since the Issue is only made to Eligible QIBs, our Promoters, Directors, members of Senior Management Key Managerial Personnel are not eligible to subscribe in the Issue.

There are no material existing or anticipated transactions in relation to the utilisation of the Net Proceeds entered into or to be entered into by our Company with our Promoters, Promoter Group, Directors, Key Managerial Personnel and/or Senior Management.

CAPITALISATION STATEMENT

The following table sets forth our capitalisation statement as at March 31, 2025, derived from the Audited Consolidated Financial Statement and as adjusted to give effect to the receipt of the proceeds from the Issue.

This table should be read in conjunction with the sections entitled "*Risk Factors*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Financial Statements*" beginning on pages 49, 92 and 235, respectively.

(in ₹ lakhs)

Particulars[1]	**Pre-Issue (as at March 31, 2025)**	**Post-Issue as adjusted[2][3]**
Borrowings		
Current borrowings (I)	8,245.10	8,245.10
Non-current borrowings (II)	43,088.42	43,088.42
Total borrowing (I) + (II) = (A)	**51,333.52**	**51,333.52**
Equity		
Equity Share capital (III)	7,439.62	9,026.74
Other Equity (IV)	18,256.26	52,411.02
Total Equity (III) + (IV) = (B)	**25,695.88**	**61,437.76**
Total Capitalization (A + B)	**77,029.40**	**1,12,771.28**
Non-Current Borrowing / Total Equity (II/B) (Times)	**1.68**	**0.70**
Total Borrowing / Total Equity (A/B) (Times)	**2.00**	**0.84**

1. *These terms shall carry the meaning as per Schedule III to the Companies Act, 2013, as amended.*
2. *As adjusted to reflect the number of Equity Shares issued pursuant to the Issue and proceeds from the Issue.*
3. *Adjustments do not include Issue related expenses*

CAPITAL STRUCTURE

The share capital of our Company as on date of this Placement Document is as follows:

(₹ in lakhs)

Sr. No.	Particulars	Aggregate value at face value of the Shares (₹)
1.	**AUTHORIZED SHARE CAPITAL**	
	11,00,00,000 Equity Shares of face value ₹ 10.00 each	11,000.00
2.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE ISSUE**	
	7,77,31,098 Equity Shares of face value ₹ 10.00 each	7,773.11
3.	**PRESENT ISSUE IN TERMS OF THIS PLACEMENT DOCUMENT**	
	Up to 1,58,71,173 Equity Shares of face value of ₹ 10.00 each	1,587.12
4.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THIS ISSUE**	
	9,36,02,271 Equity Shares of face value of ₹ 10.00 each	9,360.23
5.	**SECURITIES PREMIUM ACCOUNT**	
	Before the Issue (₹ in lakhs)(2)	₹ 72,087.10
	After the Issue (₹ in lakhs)(3)	₹ 1,06,241.86

(1)The Issue has been approved by the Board of Directors on May 17, 2025 subject to approval of the Shareholders. Subsequently, our Shareholders, through special resolution passed in the meeting held through e-voting on June 10, 2025.
(2) As of the date of this Placement Document.
(3) To be determined upon finalization of the Issue Price. The securities premium account after the Issue is calculated on the basis of gross proceeds of the Issue, not adjusted for the Issue related expenses.

Notes to Capital Structure

1. Share Capital History of our Company

a. History of Equity Share Capital of our Company:

Date of allotment of Equity Shares	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Reason for/Nature of allotment	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
On Incorporation*	1,000	10	10	Subscription to Memorandum of Association*	Cash	1,000	10,000
October 5, 2020	22,95,000	10.00	10.00	Rights Issue	Cash	22,96,000	2,29,60,000
October 26, 2020	7,04,000	10.00	10.00	Rights Issue	Cash	30,00,000	3,00,00,000
November 2, 2020	12,00,000	10.00	10.00	Rights Issue	Cash	42,00,000	4,20,00,000
November 30, 2020	19,05,000	10.00	10.00	Rights Issue	Cash	61,05,000	6,10,50,000
December 5, 2020	8,95,000	10.00	10.00	Rights Issue	Cash	70,00,000	7,00,00,000
September 2, 2021	24,00,000	10.00	150.00	Rights Issue	Cash	94,00,000	9,40,00,000
September 7, 2021	2,82,00,000	10.00	N.A.	Bonus Issue in the ratio of three (3) bonus Equity Shares for every one (01) fully paid up Equity Share held on September 6, 2021	Consideration other than cash	3,76,00,000	37,60,00,000

Date of allotment of Equity Shares	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Reason for/Nature of allotment	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
September 20, 2021	10	10.00	28.00	Preferential Allotment cum Issue of Share Warrants	Cash	3,76,00,010	37,60,00,100
December 28, 2021	29,94,669	10.00	130.00	Private Placement	Cash	4,05,94,679	40,59,46,790
December 31, 2021	82,300	10.00	130.00	Private Placement	Cash	4,06,76,979	4,06,77,69,790
January 17, 2022	5,00,000	10.00	130.00	Allotment pursuant to conversion of share warrants	Consideration other than cash	4,11,76,979	41,17,69,790
April 6 , 2022	1,45,98,540	10.00	137.00	Initial public offer	Cash	5,57,75,519	5,57,75,5,190
October 28, 2022	57,96,532	10.00	307.00	Private Placement	Cash	6,15,72,051	61,57,20,510
August 26, 2023	75,78,743	10.00	187.00	Preferential Allotment undertaken by way of swap of equity shares for acquisition of 99.99% of paid up equity share capital of Veranda Administrative Learning Solutions Private Limited.	Consideration other than cash	6,91,50,794	69,15,07,940
September 23, 2023	46,752	10.00	68.50	Allotment of Equity Shares pursuant to exercise of employee stock options under ESOP 2022	Cash	6,91,97,546	69,19,75,460
April 26 , 2024	75,950	10.00	68.50	Allotment of Equity Shares pursuant to exercise of employee stock options under ESOP 2022	Cash	6,92,73,496	69,27,34,960
April 26 , 224	20,00,000	10.00	307.00	Conversion of Warrants	Conversion of Share warrants to equity shares	7,12,73,496	71,27,34,960
August 5, 2024	98,678	10.00	68.50	Allotment of Equity Shares pursuant to exercise of employee stock options under ESOP 2022	Cash	7,13,72,174	71,37,21,740
August 5, 2024	921	10.00	175.43	Allotment of Equity Shares pursuant to exercise of employee stock options under ESOP 2022	Cash	7,13,73,095	71,37,30,950
September 2, 2024	9,500	10.00	68.50	Allotment of Equity Shares pursuant to exercise of	Cash	7,13,82,595	71,38,25,950

Date of allotment of Equity Shares	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Reason for/Nature of allotment	Nature of considera tion	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
				employee stock options under ESOP 2022			
February 17, 2025	15,58,352	10.00	292.00	Preferential Allotment undertaken by way of swap of equity shares for acquisition of 65.00% of paid up equity share capital of Navkar Digital Institute Private Limited.	Considera tion other than cash	7,29,40,947	72,94,09,470
February 18, 2025	2,56,671	10.00	292.00	Preferential Allotment undertaken by way of swap of equity shares for acquisition of 5.02 % of paid up equity share capital of Veranda Administrative Learning Solutions Private Limited.	Considera tion other than cash	7,31,97,618	73,19,76,180
February 19 , 2025	8,56,164	10.00	292.00	Preferential Allotment	Cash	7,40,53,782	74,05,37,820
February 21, 2025	1,71,233	10.00	292.00	Preferential Allotment	Cash	7,42,25,015	74,22,50,150
March 3, 2025	1,71,233	10.00	292.00	Preferential Allotment	Cash	7,43,96,248	74,39,62,480
July 2, 2025	21,48,866	10.00	221.00	Preferential Allotment undertaken by way of swap of equity shares for acquisition of 24.14% of paid up equity share capital of Veranda Administrative Learning Solutions Private Limited.	Considera tion other than cash	7,65,45,114	76,54,51,140
July 3, 2025	11,85,984	10.00	221.00	Preferential Allotment undertaken by way of swap of equity shares for acquisition of 10.59% of paid up equity share capital of BB Publication Private Limited	Considera tion other than cash	7,77,31,098	77,73,10,980

**Our Company was incorporated under the Companies Act, 2013 pursuant a certificate of incorporation dated November 21, 2019 issued by the Registrar of Companies, Central Registration Centre. The date of subscription of the MoA was November 15, 2018, and the allotment of Equity Shares pursuant to such subscription was taken on record by our Board on November 28, 2018*

Except as stated in "*Equity share capital history of our Company*" above, our Company has not made any allotment of Equity Shares in the one year immediately preceding the date of this Placement Document, including for consideration other than cash, or made any allotment of Equity Shares pursuant to a preferential issue, private placement or a rights issue.

b. Preference Share Capital

As on the date of this Placement Document, there is no preference share capital in the Company.

c. Warrants

Except as stated below, there are not outstanding warrants as on the date of this Placement Document issued by our Company.

Except 7,78,817 outstanding warrants which are convertible into 7,78,817 Equity Shares, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares as on the date of this Placement Document.

d. Shareholding Pattern of our Company

The following table provides the pre-Issue shareholding pattern as of July 4, 2025 and the post-Issue shareholding pattern:

S. No.	Category	Pre-Issue Equity Share Capital as on July 04, 2025		Post-Issue Equity Share Capital	
		Number of equity shares held	% of share holding	Number of equity shares held	% of share holding
A. Promoter/Promoters Group Holding					
1.	Indian				
	Individuals/Hindu Undivided Family	3,90,77,850	50.27	3,90,77,850	41.75
	Bodies Corporate	30,000	0.04	30,000	0.03
	Sub Total	**3,91,07,850**	**50.31**	**3,91,07,850**	**41.78**
2.	Foreign Promoter/Member of Promoter Group	-	-	-	-
	Sub Total (A)	**3,91,07,850**	**50.31**	**3,91,07,850**	**41.78**
B. Non-Promoter Holding					
1.	**Institutional Investors**				
a.	Domestic	91,898	0.12	1,03,38,519	11.05
b.	Foreign	10,12,607	1.30	66,37,159	7.09
2.	**Non-Institutional Investor**				
a.	Bodies Corporate	92,03,494	11.84	92,03,494	9.83
b.	Key Managerial Persons	-	-	-	-
c.	Indian Public	2,70,23,266	34.77	2,70,23,266	28.87
d.	Non-resident Indian	1,43,532	0.18	1,43,532	0.15
e.	Other (Trusts, clearing members, HUF)	11,48,451	1.48	11,48,451	1.23
3.	**Non-Promoter Non-Public**				
a.	Employee Benefit Trust	-	-	-	-
	Sub Total (B)	**3,86,23,248**	**49.69**	**5,44,94,421**	**58.22**
	Grand Total (A+B)	**7,77,31,098**	**100.00**	**9,36,02,271**	**100.00**

2. Employee Stock Option as on date of this Placement Document

Veranda Learning Solutions Limited-Employee Stock Option Plan 2022' ("ESOP 2022"/ "Plan").

Our Company, pursuant to a resolution passed by our Board on August 3, 2022 and the resolution passed by our Shareholders on September 27, 2022, adopted the Veranda Learning Solutions Limited-Employee Stock Option Plan 2022 to reward all eligible employees for their association with us, their performance as well as to attract, retain and reward employees to contribute to our growth and profitability. The ESOP 2022 is effective from May 27, 2022 and shall continue to be in effect until (i) its termination by our Company as per provisions of applicable laws, or (ii) the date on which all of the options available for issuance under the Plan have been issued and exercised, whichever is earlier.

In accordance with the ESOP 2022, the Nomination and Remuneration Committee of the Board shall act as the Committee for the administration of the ESOP 2022.

The details of ESOP 2022, are as follows:

Period for vesting of Option	% of Options that shall vest
First vest: one year from the date of grant of option	25.00%
Second vest: on the 1st day of January in the calendar year succeeding the calendar year of first vest	25.00%
Third vest: on the 1st day of January in the calendar year succeeding the calendar year of first vest	25.00%
Fourth vest: on the 1st day of January in the calendar year succeeding the calendar year of first vest	25.00%

The following table sets forth details in respect of the ESOP 2022 as on the date of this Placement Document:

Period for vesting of Option	Options that shall vest
Total number of Options	27,88,775
Options Granted	19,08,928
Options vested	10,25,068
Options exercised	2,31,801
Options cancelled	(5,11,296)
Total Options outstanding	11,65,831

3. Proposed Allottees in the Issue

In compliance with the requirements of Chapter VI of the SEBI ICDR Regulations, Allotment shall be made by our Company, in consultation with the Book Running Lead Manager, to Eligible QIBs only, on a discretionary basis.

The names of the proposed Allottees, assuming that the Equity Shares are Allotted to them pursuant to the Issue, and the percentage of post-Issue share capital that may be held by them have been included in this Placement Document in the section "*Proposed Allottees in the Issue*" on page 448

4. Other Confirmations

The Promoter, the Directors, members of Promoter's group, Key Managerial Persons and the Senior Management of our Company do not intend to participate in the Issue.

No change in control in our Company will occur consequent to the Issue.

Our Equity Shares have been listed for a period of at least one year prior to the date of issuance of notice dated May 19, 2025, to the Shareholders for the approval of this Issue.

Pursuant to the regulation 172(3) of the SEBI ICDR Regulations, our Company shall not make any subsequent qualified institutions placement until the expiry of two weeks from the date of this Issue. Further, pursuant to the regulation 178 of the SEBI ICDR Regulations, Equity Shares allotted pursuant to this Issue cannot be sold by the Allottees for a period of one year from the date of Allotment, except on the Stock Exchanges.

Our Company shall not make any subsequent qualified institutions placement until the expiry of two weeks from the date of this Issue. Further, Equity Shares allotted pursuant to this Issue cannot be sold by the Allottee for a period of one year from the date of allotment, except on the Stock Exchanges.

At any given time, there shall be only one denomination of the Equity Shares of our Company.

All Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Placement Document.

Except as disclosed in this Placement Document, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares as on the date of this Placement Document.

DIVIDEND

The declaration and payment of dividends by our Company, if any, will be recommended by our Board and approved by our Shareholders at their discretion, subject to the provisions of the Articles of Association and the applicable laws, including the Companies Act, 2013. See "*Description of the Equity Shares*" on page 216.

Our Board may also, from time to time, declare interim dividends. Our Board has approved and adopted a formal dividend distribution policy on October 28, 2021, in terms of Regulation 43A of the SEBI Listing Regulations ("**Dividend Distribution Policy**").

Our Company has not declared or paid any dividend on the Equity Shares in respect of Fiscals 2025, 2024 and 2023, or for the period from April 1, 2025 until the date of this Placement Document.

Future Dividend

There is no guarantee that any dividends will be declared or paid in the future. The form, frequency and amount of future dividends declared by our Company will depend on a number of internal and external factors, including, but not limited to, financial performance including profits earned by the Company, available distributable reserves, cash balance and operating cash flows, earnings per share, working capital requirements, capital expenditure requirement, likelihood of crystallization of contingent liabilities, upgradation of physical infrastructure, fund requirement for contingencies and unforeseen events, cost of borrowing, past dividend payouts and trends, economic conditions, financing costs, government regulations, global conditions, taxation policy and such other factors that the Board may deem relevant in its discretion, subject to the approval of our Shareholders.

The Equity Shares to be offered in connection with this Issue shall qualify for all dividends, including interim dividend, if any, that is declared in respect of the fiscal in which they have been allotted.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition is based on the Audited Consolidated Financial Statements. This discussion should be read in conjunction with the section titled "Selected Financial Statement", "Financial Statements" and Audited Consolidated Financial Statement and the Financial Statement included elsewhere in this Placement Document. This discussion contains forward-looking statements that involve risks and uncertainties and reflects our current views with respect to future events and financial performance. We caution investors that our business and financial performance is subject to substantive risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth under the sections titled "Forward-Looking Statements" and "Risk Factors" on pages 20 and 49, respectively, and elsewhere in this Placement Document.

*We prepared our financial statements in accordance with the Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("**Ind AS**") and other applicable statutory and/ or regulatory requirement. Ind AS differs from accounting principles with which prospective investors may be familiar in other countries, including IFRS and US GAAP and the reconciliation of the financial statement to other accounting principles has not been provided. Unless otherwise indicated or the context otherwise requires, the financial statement included in this Placement Document for the Fiscals 2025, 2024 and 2023 have been derived from our "Financial Statements" included in this Placement Document on page 235. For further information please also see the section titled "Presentation of Financial and Other Information" page 15.*

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Indian Education Sector 2025" dated June 20, 2025 (the "**Wazir Report**") prepared and issued by Wazir Advisors Private Limited ("**Wazir**"), appointed by us on May 27, 2025 and exclusively commissioned and paid for by us to enable the investors to understand the industry in which we operate in connection with this Issue. The data included herein includes excerpts from the Wazir Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Issue), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the Wazir Report and included herein with respect to any particular year refers to such information for the relevant calendar/Fiscal, as applicable. For more information, see "Risk Factors – Risk Factor 39 - Certain sections of this Placement Document contain information from Wazir Report, which has been commissioned and paid for by our Company and any reliance on such information for making an investment decision in the Issue is subject to inherent risks*

Our financial year ends on March 31 of every year, so all references to a particular Fiscal are to the twelve-month period ended March 31 of that year. Unless otherwise stated, references in this section to "we", "our" or "us" are to our Company, on a consolidated basis.

OVERVIEW

For details in relation to the overview of the business of our Company, please see section titled "*Our Business-overview*" on page 146

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Identification of key strategic alliances, partnership, investments, acquisition and rebranding of acquired business

We have since our incorporation relied on inorganic growth as a key part of our growth strategy, including for our expansion into new business segments. In the past, we had acquired various businesses, brands, intellectual property rights; and partnered with various reputed institutions, Government entities, foreign universities, on campus training institutes, etc. We may continue to evaluate opportunities for alliances, collaborations, partnerships, investments and acquisitions that meet our strategic and financial return criteria to strengthen our portfolio of service, content and offerings for our inorganic growth.

Our current and future acquisitions, investments and other collaborations are expected to be a part of our growth strategy. We may be exposed to significant business risks and there may be no guarantee that future acquisitions will be profitable. We may also face several risks in relation to entering into strategic partnerships and acquisitions in the future. For instance, we may be unable to identify suitable acquisitions or investment targets or may be unable to arrange adequate financing on commercially reasonable terms or negotiate commercially reasonable terms for such acquisitions or investments, or we may incur higher than anticipated costs in relation to proposed strategic transactions, or we may not be able to achieve the intended strategic purpose of our proposed acquisitions, investments, alliances, collaborations or partnerships.

Retention of present number of students and mentors/faculty

Our business success is heavily dependent on our strong reputation, the effectiveness and popularity of our services, and the trust placed in us by both students and their parents. To retain our position in the education sector, we prioritize academic and operational excellence, continuously updating our teaching methods, technologies, and study materials. Equally important is ensuring our mentors are well-equipped to deliver high-quality instruction. Sustaining student trust in our results-driven approach while consistently growing our student base is essential to our continued growth and relevance.

In addition, we actively invest in marketing and advertising targeted at students, utilizing a mix of digital platforms, print, and electronic media to promote and strengthen our brand visibility. Word-of-mouth from current students also plays a vital role in influencing potential enrollees. However, student performance is influenced by several external factors beyond our control, such as health, mindset, and personal dedication. If results decline or dropout rates increase due to reasons like academic pressure, financial challenges, or health concerns, it may negatively impact our brand reputation, reduce future enrolments, and significantly affect our revenue.

Our business model also depends on effectiveness of our mentors and faculty members. These individuals are central to designing, delivering, and enhancing our educational content, and their expertise directly influences student outcomes, engagement levels, and the perceived quality of our offerings. The success and credibility of our courses are deeply linked to the experience, teaching skill, and subject-matter proficiency of our mentors.

Given the competitive nature of the education sector, attracting and retaining highly skilled educators is a constant challenge, as such professionals are in high demand across both traditional institutions and online platforms. While we have implemented various retention and engagement initiatives — such as competitive compensation, performance-based incentives, and faculty development programs — we cannot guarantee these will always be effective. Any reduction in the number or quality of our mentors, especially if abrupt, may disrupt our operations, hinder timely program delivery, impact our reputation, and ultimately affect our financial performance and future growth.

Equity Shares Fluctuations

The Indian securities market differs from those in more developed economies and has historically seen fluctuations in stock prices. Past issues such as trading restrictions, price limits, and margin requirements have affected market stability and could impact the liquidity and valuation of Indian securities, including our Equity Shares. Additionally, occasional disputes between companies, stock exchanges, and regulators may negatively influence investor sentiment.

Seasonality

Our business experiences seasonal fluctuations in student enrolments and revenue, largely influenced by the academic cycle and timing of entrance and competitive examinations. Most enrolments typically occur in the first quarter of the financial year (April to June), while specific verticals like Veranda K-12 Learning Solutions Private Limited see peak activity in February to April and October to November. As exam schedules and result announcements vary, our revenue recognition also fluctuates across months and quarters. Although some costs—like mentor salaries and marketing—rise with new batches, a significant portion of our expenses remain fixed year-round. These variations between revenue and cost cycles can lead to inconsistent profitability across different quarters.

General global and Indian Economic Conditions

As a company incorporated and operating in India, our business, financial performance, and the market value of our Equity Shares are influenced by various domestic factors such as interest rates, government policies, taxation, economic conditions, and political or social stability. Adverse developments like credit shortages, weak consumer income levels, public health crises, regulatory changes, fluctuations in stock markets, declining foreign exchange reserves, or a downgrade of India's sovereign credit rating could negatively impact the Indian economy and, consequently, our operations and growth prospects.

Additionally, global events—such as the ongoing conflict between Russia and Ukraine—create uncertainties that can disrupt markets and supply chains, raise energy and commodity prices, and cause broader geopolitical and financial instability. While we have not yet experienced direct disruptions from this conflict, its evolving nature makes the full impact unpredictable. Any prolonged global or domestic economic challenges may affect our financial health, operational performance, and the value of our Equity Shares.

MATERIAL ACCOUNTING POLICIES

2A Recent accounting pronouncements
Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On May 7, 2025, the MCA has notified Companies (Indian Accounting Standards) Amendment Rules, 2025. This notification has resulted in amendments to Ind AS 21 - Effects of Changes in Foreign Exchange Rates, applicable to the group from April 1, 2025. The group is assessing the impact of the above amendment on the consolidated financial statements.

2B Basis of preparation of consolidated financial statements

i) Basis of consolidation of 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. In case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the Foreign Currency Translation Reserve (FCTR). Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

Historical cost convention

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

Measurement of fair values

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

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

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

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

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

When measuring the fair value of an asset or a liability, the group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.
The group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

3 Critical accounting judgements and key sources of estimation uncertainty:

In the application of the group's accounting policies, which are described in Note 3.1, the Directors of the Holding Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis.

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

- Revenue recognition
- Useful lives of property, plant and equipment
- Fair value of financial assets and financial liabilities
- Provision for employee benefits
- Provision for taxation
- Employee shared based payments - Recognition, measurement, presentation and disclosure
- Assessment of going concern
- Useful lives of intangible assets
- Impairment of goodwill / investments
- Business combination

Functional and presentation currency
These consolidated financial statements are presented in Indian Rupees (₹), which is the Holding Company's functional currency. All financial information presented in Rs. has been rounded to the nearest lakhs (up to two decimals).

3.1 Material accounting policies

a) Current versus non-current classification
The group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

i) Expected to be realised or intended to be sold or consumed in normal operating cycle:
ii) Held primarily for the purpose of trading:
iii) Expected to be realised within twelve months after the reporting period, or
iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period All other assets are classified as non-current.

A liability is current when:

i) It is expected to be settled in normal operating cycle:
ii) It is held primarily for the purpose of trading:
iii) It is due to be settled within twelve months after the reporting period, or
iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period all other liabilities are classified as non-current.

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

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

b) Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the group and the revenue can be reliably measured. The group derives its revenue by providing comprehensive learning programmes (online and offline). Revenue is recognised on accrual basis, net of refunds and taxes.

A. Revenue from sale of comprehensive learning programs are recognised based on satisfaction of performance obligations as below:

   i) Revenue from courses are recognised based on actual classes conducted by the educators. The group does not assume any post-performance obligation after completion of the classes. Revenue received from classes to be conducted subsequent to the year-end is considered as deferred revenue which is included in other non-current / current liabilities. Unbilled revenue represents revenue for services provided and not yet billed to the customer.

   ii) Revenue from admission support services encompasses the performance obligation of onboarding students to the university, ensuring they are properly integrated and prepared for their academic journey. The recognition occurs when the onboarding process is completed, signifying the fulfillment of the service commitment.

   iii) Revenue from sale of online content is recognised as and when the services are rendered.

B. Revenue from sale 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.

C. Revenue from sale of license to educational institutions is recognised at the time of transfer of license (source code) to the customers, in accordance with the agreements with those customers.

D. Revenue from rental income is recognised when the customer consumes the services at an amount that reflects the consideration entitled as per the contract understanding in exchange for the goods or services fulfillment of the service commitment.

E. 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.

Note: The group recognises the above revenues towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the group as part of the contract.

c) Interest income

Interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

d) Property, plant and equipment (PPE) Presentation

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

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

Derecognition

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

Depreciation on property, plant and equipment

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

Asset Category	Useful life in years
Office equipment	5 to 10
Furniture and fixtures	10
Computers	3 to 4
Vehicles	6 to 8
Plant and machinery	5
Building	60
Electrical and fittings	5 to 10

- Useful life is as per Companies Act, 2013
- The useful life of leasehold improvement is according to the lease agreement

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. Depreciation is also accelerated on assets, based on their condition, usability, etc. as per the technical estimates of the management wherever necessary.

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. Amortisation is also accelerated on assets, based on their condition, usability, etc. as per the technical estimates of the management wherever necessary. Further, the Company has 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.

Asset Category	Estimated useful life (in years)
Content cost	1 to 2
Intellectual property right	10

Asset Category	Estimated useful life (in years)
Trade name	5 to 20
Technology	5 to 8
Non-compete fee	Based on contract period
Computer software	3
Customer relationship/database	8
Website	3
University network	5

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) Investment property

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any. The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment property are required to be replaced at intervals, the group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognized in profit or loss as incurred.

g) 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.

h) 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.

i) 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.

j) 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.

k) Retirement and other employee benefits Provident Fund

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

Gratuity

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

Compensated absences

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

l) Share based payments

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

m) Impairment of non financial assets

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

n) Provisions, contingent liabilities and contingent asset Provisions

Provisions are recognised when the group has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.
Provisions are discounted, if the effect of the time value of money is material, using pre-tax rates that reflects the risks specific to the liability. When discounting is used, an increase in the provisions due to the passage of time is recognised as finance cost. These provisions are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

Contingent liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. Contingent liabilities are disclosed separately.
Show cause notices issued by various Government authorities are considered for evaluation of contingent liabilities only when converted into demand.

Contingent assets

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

o) Cash and cash equivalents

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

p) Cash flow statement

Cash flows are presented using indirect method, whereby profit/ (loss) after 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.

q) Earnings per share

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

r) Leases

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

(i) the contract involves the use of an identified asset
(ii) the Company has substantially all 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 low value leases. For low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.
The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

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

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

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

s) Segment reporting

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

t) Financial instruments

Financial assets and investments

A. 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. However, trade receivables that do not contain a significant financing component are measured at transaction price.

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

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

-Financial assets at fair value through profit or loss (FVTPL)
A financial asset which is not classified in any of the above categories are fair valued through profit or loss.

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

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

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

The Company applies the simplified approach permitted by Ind AS 109 – Financial Instruments to measure expected credit losses (ECL) on trade receivables. Under this approach, the Company recognises lifetime ECL for all trade receivables, using a provision matrix based on historical credit loss experience adjusted for current conditions and forward-looking information.

For B2C receivables, provisions are made for dues outstanding beyond 90 days from the date of course completion (i.e., end of the batch), including both billed and unbilled amounts. A provision of 50% is recognised for receivables aged between 91 to 180 days, and 100% for receivables aged beyond 180 days. In the case of Delivery Partners, provisioning is made only for the Company's share of receivables.

B2B and other receivables (such as cash not deposited, license fee receivable, etc.) are assessed on a case-by-case basis, and full provision is made for receivables aged over 180 days, subject to review in consultation with the respective business teams.

B. Investment

(i) Equity instruments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the entity may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The entity makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

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.

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.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

u) Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the group, liabilities incurred by the group to the former owners of the acquiree and the equity interest s issued by the group in exchange of control of the acquiree.

- At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:
- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Taxes and Ind AS 19 Employee Benefits respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the group entered to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based payment at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.)

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

Put option relating to non-controlling interests

Liability for put option issued to non-controlling interests which do not grant present access to ownership interest to the group is recognised at present value of the redemption amount and is reclassified from equity. At the end of each reporting period, the non-controlling interests subject to put option is derecognised and the difference between the amount derecognised and present value of the redemption amount, which is recorded as a financial liability, is adjusted in equity.

v) Discontinued operations

Classification as a discontinued operation occurs at the earlier of disposal or when the operation meets the criteria to be classified as held-for-sale. When an operation is classified as a discontinued operation, the comparative statement of profit and loss is re-presented as if the operation had been discontinued from the start of the comparative year.

A disposal group qualifies as discontinued operation if it is a component of an entity that either has been disposed of, or is classified as held for sale, and:

- represents a separate major line of business or geographical area of operations,
- is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations.

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of profit and loss. In case, entire operations are discontinued, then they are disclosed in the consolidated financial statements as discontinued operations, unless otherwise mentioned.

w) Goodwill

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer’s previously held equity interest in the acquire (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group’s cash- generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units. Cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognized in the Statement of Profit and Loss. An impairment loss recognized for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

Purchase consideration paid in excess of the fair value of net assets acquired is recognised as goodwill. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognised as capital reserve.

PRINCIPAL COMPONENTS OF INCOME

Income: Our total income includes revenue from operations and other income.

Revenue from Operations: Revenue from operations includes (i) income from sale of services (comprising comprehensive learning programs), (ii) sale of books, (iii) rental income, and (iv) sale of licenses. It also includes (v) other operating revenue such as (a) royalty income and (b) other miscellaneous income.

Other income: Other income includes (i) interest income such as (a) interest on fixed deposits, (b) loans, and (c) advances; (ii) foreign exchange gain (net); (iii) profit on sale of property, plant and equipment; (iv) commission income; and (v) profit on cancellation of debentures.

Expenses: Our expenses include (i) cost of materials consumed; (ii) purchase of stock-in-trade; (iii) changes in inventories of stock-in-trade; (iv) employee benefits expense; (v) advertisement and business promotion expenses;(vi) lecturer fees and (vii) other expenses,

Employee Benefits Expenses: Employee benefit expenses include (i) salaries, wages and bonus; (ii) gratuity expenses, (iii) contribution to provident and other funds; (iv) staff welfare expenses; (v) compensation cost for Restricted Stock Units (RSUs); and (vi) share-based payment expense (net).

Finance Costs: Finance costs primarily include (i) interest on borrowings; (ii) interest on lease liability; (iii) interest on NCD; (iv) interest on income tax; (v) interest on unwinding of financial liability; (v) interest on deferred payment consideration; (vi) other interest expense; and (vii) loan processing charges.

Other Expenses: Other expenses include (i) power and fuel; (ii) rent; (iii) repairs and maintenance; (iv) brokerage; (v) affiliate cost; (vi) foreign exchange loss (net); (vii) manpower charges; (viii) delivery partner fee; (ix) lecturer fee; (x) rates and taxes; (xi) auditors' remuneration, including (a) as statutory auditor and (b) for other services; (xii) legal and professional charges; (xiii) printing and stationery; (xiv) payment gateway charges; (xv) freight charges; (xvi) royalty expenses; (xvii) insurance and business support services expenses; (xviii) communication expenses; (xix) postage and courier; (xx) subscription charges; (xxi) office expenses; (xxii) travelling and conveyance; (xxiii) bank charges; (xxiv) directors' remuneration; (xxv) expected credit loss; (xxvi) commission; (xxvii) loss on sale of property, plant and equipment; (xxviii) corporate social responsibility expenses; (xxix) remeasurement of financial liability; and (xxx) miscellaneous expenses.

RESULTS OF OPERATIONS

The following table sets forth select financial data on a consolidated basis for Fiscal 2025, Fiscal 2024, and Fiscal 2023, the components of which are also expressed as a percentage of total income for such years.

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in Lakhs)	% of Total Income	Amount (₹ in Lakhs)	% of Total Income	Amount (₹ in Lakhs)	% of Total Income
Revenue						
Revenue from operations	47,086.56	90.85%	36,173.06	97.76%	16,135.67	80.71%
Other income	4,740.25	9.15%	828.68	2.24%	3,856.39	19.29%
Total Income	**51,826.81**	**100.00%**	**37,001.74**	**100.00%**	**19,992.06**	**100.00%**
Expenses						
Cost of Materials consumed	4.12	0.01%	7.94	0.02%	12.06	0.06%
Purchase of Stock - in - trade	1,002.74	1.93%	701.74	1.90%	393.31	1.97%
Changes in Inventories of Stock - in - trade	(1.65)	(0.00%)	(21.99)	(0.06%)	(66.57)	(0.33%)
Employee benefits expense	11,505.99	22.20%	8,183.14	22.12%	5,855.06	29.29%
Advertisement and Business Promotion Expenses	6,099.18	11.77%	4,879.99	13.19%	4,224.21	21.13%

Particulars	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in Lakhs)	% of Total Income	Amount (₹ in Lakhs)	% of Total Income	Amount (₹ in Lakhs)	% of Total Income
Lecturer Fee	5,904.57	11.39%	4,749.90	12.84%	-	0.00%
Other expenses	18,980.69	36.62%	12,272.37	33.17%	12,941.22	64.73%
Total expenses (excluding depreciation and amortization)	**43,495.64**	**83.92%**	**30,773.09**	**83.17%**	**23,359.29**	**116.84%**
EBITDA	**8,331.17**	**16.08%**	**6,228.65**	**16.83%**	**(3,367.23)**	**(16.84%)**
Finance Costs	13,206.20	25.48%	7,817.27	21.13%	1,029.87	5.15%
Depreciation and Amortization expense	20,583.64	39.72%	6,667.56	18.02%	4,546.15	22.74%
Loss before tax for the year	**(25,458.67)**	**(49.12%)**	**(8,256.18)**	**(22.31%)**	**(8,943.25)**	**(44.73%)**
Tax Expense						
Current Tax	1,451.64	2.80%	228.25	0.62%	(177.33)	(0.89%)
Deferred Tax	(1,745.27)	(3.37%)	(775.72)	(2.10%)	(844.55)	(4.22%)
Total Tax Expense	**(293.63)**	**(0.57%)**	**(547.47)**	**(1.48%)**	**(1,021.88)**	**(5.11%)**
Loss after Tax for the year	**(25,165.04)**	**(48.56%)**	**(7,708.71)**	**(20.83%)**	**(7,921.37)**	**(39.62%)**

Fiscal 2025 compared to Fiscal 2024

Income

Our total income increased by 40.07% to ₹51,826.81 lakhs for Fiscal 2025 from ₹37,001.74 lakhs for Fiscal 2024, on account of the factors discussed below.

Revenue from operations: Our revenue from operations increased by 30.17 % to ₹47,086.56 lakhs for Fiscal 2025 from ₹36,173.06 lakhs for Fiscal 2024, primarily due to (i) increase in sale of services - comprehensive learning programs to ₹43,917.70 lakhs for Fiscal 2025 from ₹33,208.33 lakhs for Fiscal 2024; (ii) increase in sale of books to ₹2,298.19 lakhs for Fiscal 2025 from ₹2068.91 lakhs for Fiscal 2024; (iii) increased in rental income to ₹617.50 lakhs for Fiscal 2025 from ₹350.00 lakhs for Fiscal 2024; and (iv) increase in other operating revenue (Others) to ₹146.80 lakhs for Fiscal 2025 from ₹39.84 lakhs for Fiscal 2024. This was partially offset by decrease in sale of license to ₹106.37 lakhs for Fiscal 2025 from ₹424.00 lakhs for Fiscal 2024 and royalty income, which declined to Nil in Fiscal 2025 from ₹81.98 lakhs in Fiscal 2024.

Other income: Our other income increased by 472.02% to ₹4,740.25 lakhs for Fiscal 2025 from ₹828.68 lakhs for Fiscal 2024, primarily due to (i) increase in Remeasurement of Financial Liability to ₹2945.62 lakhs for Fiscal 2025 from ₹ Nil for Fiscal 2024; (ii) increase in Provision / Liabilities no longer required written back to ₹413.49 lakhs for Fiscal 2025 from ₹4.19 lakhs for Fiscal 2024; (iii) increase in Deferred Consideration Waive off by to ₹736.45 lakhs for Fiscal 2025 from ₹Nil for Fiscal 2024 and (iv) increased in other miscellaneous income by to ₹128.25 lakhs for Fiscal 2025 from ₹89.17 lakhs for Fiscal 2024. This was partially offset by decrease in interest income to ₹ 382.83 lakhs for Fiscal 2025 from ₹ 451.73 lakhs for Fiscal 2024; decrease in foreign exchange gain (net) to ₹13.64 lakhs for Fiscal 2025 from ₹14.17 lakhs for Fiscal 2024.

Expenses

Our total expenses increased by 70.77% to ₹ 77,285.47 lakhs for Fiscal 2025 from ₹ 45,257.93 lakhs for Fiscal 2024, on account of the factors discussed below.

Cost of Goods Sold (COGS): Our cost of goods sold increased by 46.17 % to ₹1,005.21 lakhs for Fiscal 2025 from ₹687.70 lakhs for Fiscal 2024. This was due to increase in purchase of stock-in-trade by 42.89 % to ₹1,002.74 lakhs for Fiscal 2025 from ₹701.74 lakhs for Fiscal 2024 and increase in changes in inventories of stock-in-trade by 92.5 % to ₹ (1.65) lakhs for Fiscal 2025 from ₹ (21.99) lakhs for Fiscal 2024. This was partially offset by decrease in Cost of materials consumed by 48.11% to ₹4.12 lakhs for Fiscal 2025 from ₹7.94 lakhs for Fiscal 2024.

Employee Benefit Expense: Our employee benefit expense increased by 40.61% to ₹11,505.99 lakhs for Fiscal 2025 from ₹8,183.14 lakhs for Fiscal 2024, primarily due to (i) an increase in salaries, wages and bonus to ₹9998.48 lakhs for Fiscal 2025 from ₹7,201.84 lakhs for Fiscal 2024; (ii) an increase in gratuity expenses to ₹175.47 lakhs for Fiscal 2025 from ₹70.37 lakhs for Fiscal 2024;(iii) an increase in contribution to provident and other funds to ₹279.61 lakhs for Fiscal 2025 from ₹208.11 lakhs for Fiscal 2024 and (iv) an increase in share based payment expense to ₹893.91 lakhs for Fiscal 2025 from ₹532.56 lakhs for Fiscal 2024. This increase was partially offset by a decrease in staff welfare expenses to ₹158.52 lakhs for Fiscal 2025 from ₹170.26 lakhs for Fiscal 2024; and

Finance Costs: Our finance costs increased by 68.94% to ₹13,206.20 lakhs for Fiscal 2025 from ₹7,817.27 lakhs for Fiscal 2024, primarily due to an increase in interest on lease liability to ₹1,640.48 lakhs from ₹941.13 lakhs; an increase in interest on non-convertible debentures to ₹7,656.97 lakhs from ₹208.79 lakhs; an increase in interest on income tax to ₹55.82 lakhs from ₹6.90 lakhs; an increase in interest on deferred payment consideration to ₹2,857.22 lakhs from ₹1,431.70 lakhs; and an increase in other interest expense to ₹72.28 lakhs from ₹31.62 lakhs; This increase was partially offset by a decrease in loan processing charges to ₹396.47 lakhs from ₹992.36 lakhs; a decrease in interest on borrowings to ₹451.37 lakhs for Fiscal 2025 from ₹4,019.49 lakhs for Fiscal 2024; and a decrease in interest on unwinding of financial liability to ₹75.59 lakhs from ₹185.28 lakhs;

Depreciation and Amortization Expense: Our depreciation and amortisation expenses increased by 208.71% to ₹20,583.64 lakhs for Fiscal 2025 from ₹6,667.56 lakhs for Fiscal 2024, primarily due to an increase in depreciation on property, plant and equipment to ₹1,124.15 lakhs from ₹639.94 lakhs; an increase in depreciation on investment property to ₹0.06 lakhs from ₹0.02 lakhs; an increase in depreciation on right-of-use assets to ₹2,949.40 lakhs from ₹2,258.92 lakhs; and an increase in amortisation of intangible assets to ₹16,510.03 lakhs from ₹3,768.68 lakhs.

Other Expenses: Our other expenses increased by 41.47 % to ₹30,984.44 lakhs for Fiscal 2025 from ₹21,902.26 lakhs for Fiscal 2024. This was primarily due to an increase in the Advertisement and Business Promotion Expenses to ₹6,099.18 Lakhs to ₹4,879.99 Lakhs; an increase in lecturer fees to ₹5,904.57 lakhs from ₹4,749.90 lakhs; an increase in delivery partner fees to ₹4,501.88 lakhs from ₹3,772.67 lakhs; an increase in legal and professional charges to ₹2,904.83 lakhs from ₹1,645.14 lakhs; an impairment of subsidiaries amounting to ₹2,246.17 lakhs in Fiscal 2025, with no corresponding expense in the previous year; an increase in printing and stationery expenses to ₹1,089.04 lakhs from ₹544.95 lakhs; an increase in subscription charges to ₹921.52 lakhs from ₹636.46 lakhs; an increase in repairs and maintenance to ₹516.08 lakhs from ₹300.91 lakhs; and an increase in expected credit loss to ₹623.72 lakhs from ₹6.32 lakhs.

Tax Expense

Our tax expense reflected a net credit of ₹293.63 lakhs for Fiscal 2025 as compared to a net credit of ₹547.47 lakhs for Fiscal 2024. This movement was primarily on account of an increase in current tax expense to ₹1,451.64 lakhs for Fiscal 2025 from ₹228.25 lakhs for Fiscal 2024. This was primarily offset by a corresponding increase in deferred tax credit to ₹1,745.27 lakhs for Fiscal 2025 from ₹775.72 lakhs for Fiscal 2024.

Profit for the Year

As a result of the foregoing factors, our loss for the year increased by 226.45% to ₹25,165.04 lakhs for Fiscal 2025 from ₹7,708.71 lakhs for Fiscal 2024.

Fiscal 2024 compared to Fiscal 2023

Income

Our total income increased by 85.08% to ₹37,001.74 lakhs for Fiscal 2024 from ₹19,992.06 lakhs for Fiscal 2023, on account of the factors discussed below.

Revenue from operations: Our revenue from operations increased by 124.18% to ₹36,173.06 lakhs for Fiscal 2024 from ₹16,135.67 lakhs for Fiscal 2023, primarily due to an increase in sale of services – comprehensive learning programs to ₹33,208.33 lakhs for Fiscal 2024 from ₹15,460.10 lakhs for Fiscal 2023; an increase in sale of books to ₹2,068.91 lakhs for Fiscal 2024 from ₹657.10 lakhs for Fiscal 2023; an increase in rental income to ₹350.00 lakhs for Fiscal 2024 from no corresponding income for Fiscal 2023; an increase in sale of license to ₹424.00

lakhs for Fiscal 2024 from no corresponding income for Fiscal 2023; and an increase in other operating revenue to ₹121.83 lakhs for Fiscal 2024 from ₹18.47 lakhs for Fiscal 2023.

Other income: Other income decreased by 78.51% to ₹828.68 lakhs for Fiscal 2024 from ₹3,856.39 lakhs for Fiscal 2023. This decline was primarily on account of the absence of profit on cancellation of debentures in Fiscal 2024, which had contributed ₹3,212.71 lakhs in Fiscal 2023; and a decrease in miscellaneous income to ₹89.17 lakhs in Fiscal 2024 from ₹266.77 lakhs in Fiscal 2023. The decrease was partially offset by an increase in interest income to ₹451.73 lakhs for Fiscal 2024 from ₹199.01 lakhs for Fiscal 2023; an increase in gain on pre-closure of lease agreements to ₹255.55 lakhs from ₹48.12 lakhs; and an increase commission income to ₹8.98 lakhs for Fiscal 2024 from nil in Fiscal 2023.

Expenses

Our total expenses increased by 56.41% to ₹45,257.92 lakhs for Fiscal 2024 from ₹28,935.31 lakhs for Fiscal 2023, on account of the factors discussed below.

Cost of Goods Sold (COGS): Our cost of goods sold increased by 102.98% to ₹687.69 lakhs for Fiscal 2024 from ₹338.80 lakhs for Fiscal 2023. This was primarily due to an increase in purchase of stock-in-trade by 78.42% to ₹701.74 lakhs for Fiscal 2024 from ₹393.31 lakhs for Fiscal 2023 and an increase in changes in inventories of stock-in-trade by 66.97 % to ₹ (21.99) lakhs for Fiscal 2024 from ₹ (66.57) lakhs for Fiscal 2023. This was partially offset by a decrease in cost of materials consumed by 34.16% to ₹7.94 lakhs for Fiscal 2024 from ₹12.06 lakhs for Fiscal 2023.

Employee Benefit Expense: Our employee benefit expense increased by 39.76% to ₹8,183.14 lakhs for Fiscal 2024 from ₹5,855.06 lakhs for Fiscal 2023, primarily due to an increase in salaries, wages and bonus to ₹7,201.84 lakhs for Fiscal 2024 from ₹5,746.80 lakhs for Fiscal 2023; an increase in contribution to provident and other funds to ₹208.11 lakhs for Fiscal 2024 from ₹154.79 lakhs for Fiscal 2023; and an increase in staff welfare expenses to ₹170.26 lakhs for Fiscal 2024 from ₹105.10 lakhs for Fiscal 2023. This was partially offset by a decrease in share-based payment expense to ₹532.56 lakhs for Fiscal 2024 from ₹548.69 lakhs for Fiscal 2023 and a decrease in gratuity expenses to ₹70.37 lakhs for Fiscal 2024 from ₹84.97 lakhs for Fiscal 2023.

Finance Costs: Our finance costs increased by 659.05% to ₹7,817.27 lakhs for Fiscal 2024 from ₹1,029.87 lakhs for Fiscal 2023, primarily due to increase in interest on borrowings to ₹4,019.49 lakhs for Fiscal 2024 from ₹581.38 lakhs for Fiscal 2023; an increase in interest on lease liability to ₹941.13 lakhs from ₹230.24 lakhs; an increase in interest on non-convertible debentures to ₹208.79 lakhs from ₹100.87 lakhs; an increase in interest on income tax to ₹6.90 lakhs from nil; an increase in interest on unwinding of financial liability to ₹185.28 lakhs from nil; an increase in interest on deferred payment consideration to ₹1,431.70 lakhs from ₹49.27 lakhs; an increase in other interest expense to ₹31.62 lakhs from ₹8.04 lakhs; and an increase in loan processing charges to ₹992.36 lakhs from ₹60.07 lakhs.

Depreciation and Amortization Expense: Our depreciation and amortization expenses increased by 46.66% to ₹6,667.56 lakhs for Fiscal 2024 from ₹4,546.15 lakhs for Fiscal 2023, primarily due to an increase in depreciation on property, plant and equipment to ₹639.94 lakhs from ₹270.79 lakhs; an increase in depreciation on right-of-use assets to ₹2,258.92 lakhs from ₹806.12 lakhs; and an increase in amortisation of intangible assets to ₹3,768.68 lakhs from ₹3,469.24 lakhs.

Other Expenses: Our other expenses increased by 27.60% to ₹21,902.26 lakhs for Fiscal 2024 from ₹17,165.43 lakhs for Fiscal 2023. This was primarily driven by an increase in the Advertisement and Business Promotion Expenses to ₹4,879.99 Lakhs to ₹4,224.21 Lakhs: an increase in lecturer fees to ₹4,749.90 lakhs in Fiscal 2024 from ₹2,471.06 lakhs in Fiscal 2023; an increase in delivery partner fees to ₹3,772.67 lakhs from ₹2,901.79 lakhs; an increase in manpower charges to ₹1,122.89 lakhs from ₹471.45 lakhs; and an decrease in legal and professional charges to ₹1,645.14 lakhs in Fiscal 2024 from ₹3,483.73 lakhs; an increase in printing and stationery expenses to ₹544.95 lakhs from ₹234.81 lakhs; an increase in subscription charges to ₹636.46 lakhs from ₹408.05 lakhs; and an increase in repairs and maintenance to ₹300.91 lakhs from ₹130.24 lakhs.

Tax Expense

Our tax expense reflected a net credit of ₹547.47 lakhs for Fiscal 2024 as compared to a net credit of ₹1,021.88 lakhs for Fiscal 2023. This was primarily due to an increase in current tax expense to ₹228.25 lakhs for Fiscal

2024 from a credit of ₹177.33 lakhs for Fiscal 2023. This was partly offset by a marginal decrease in deferred tax credit to ₹775.72 lakhs in Fiscal 2024 as against ₹844.55 lakhs in Fiscal 2023.

Profit for the Year

As a result of the foregoing factors, our loss for the year decreased by 2.68 % to ₹7,708.71 lakhs for Fiscal 2024 from ₹7,921.37 lakhs for Fiscal 2023.

LIQUIDITY AND CAPITAL RESOURCES

We have historically financed the expansion of our business and operations primarily through debt financing and funds generated from our operations. From time to time, we have obtained loan facilities to finance our short-term working capital requirements.

CASH FLOWS

The following table sets forth certain information relating to our cash flows in the periods indicated:

(in ₹ lakhs)

Particulars	Fiscal Year		
	2025	2024	2023
Net cash generated from operating activities	3,165.32	2,668.30	1,494.73
Net cash used in investing activities	(6,579.51)	(23,234.69)	(42,359.79)
Net cash generated from financing activities	5,098.33	13,936.13	36,333.42
Net increase/(decrease) in cash and cash equivalents	**1,684.14**	**(6,630.26)**	**(4,531.64)**
Cash and cash equivalents at the beginning of the year	1,971.49	8,481.70	4,870.11
Cash inflow on account of acquisition of subsidiaries	1,704.62	120.05	8,143.23
Cash and cash equivalents at end of the year	**5,360.25**	**1,971.49**	**8,481.70**

Operating Activities

Fiscal 2025:

Net cash generated from operating activities was ₹3,165.32 lakhs for Fiscal 2025. Our loss after tax for the year was ₹25,165.04 lakhs, which was primarily adjusted against depreciation and amortization expenses of ₹20,583.64 lakhs and finance costs of ₹13,206.20 lakhs. These were partially offset by interest income of ₹382.83 lakh, a gain on derecognition of deferred consideration liability of ₹736.45 lakhs, and a remeasurement gain on financial liabilities amounting to ₹2,945.62 lakhs. Consequently, the operating profit before working capital changes stood at ₹7,526.04 lakhs.

Key changes in working capital included cash inflows from an increase in trade payables of ₹1,179.67 lakhs, a decrease in other assets of ₹332.95 lakhs, and an increase in other current liabilities of ₹280.68 lakhs. These were partially offset by outflow due to an increase in other financial liabilities amounting to ₹5,145.61 lakhs and an increase in trade receivables of ₹1,219.21 lakhs. As a result, cash generated from operations stood at ₹4,100.30 lakhs. After accounting for income tax payments of ₹934.98 lakhs, net cash generated from operating activities amounted to ₹3,165.32 lakhs.

Fiscal 2024:

Net cash generated from operating activities was ₹2,668.30 lakhs for Fiscal 2024. Our net loss after tax was ₹7,708.71 lakhs, which was primarily adjusted for depreciation and amortization expense of ₹6,667.56 lakhs and finance costs of ₹7,817.27 lakhs. These were partially offset by interest income of ₹451.73 lakhs, a gain of ₹255.55 lakhs on preclosure of a lease agreement, and a remeasurement gain on financial liabilities of ₹22.47 lakh, resulting in an operating profit before working capital changes of ₹6,083.43 lakhs.

Key changes in working capital included cash inflows from an increase in trade payables of ₹945.76 lakhs and other financial liabilities of ₹1,905.06 lakhs, and an increase in provisions and other liabilities of ₹160.28 lakhs. These were offset by cash outflows on account of an increase in trade receivables of ₹2,749.46 lakhs, other financial assets of ₹2,018.31 lakhs, and other assets of ₹1,324.06 lakhs. After these adjustments, cash generated from operations was ₹2,690.05 lakhs. Net of income tax payments amounting to ₹21.75 lakhs, the net cash generated from operating activities amounted to ₹2,668.30 lakhs.

Fiscal 2023:

Net cash generated from operating activities was ₹1,494.73 lakhs for Fiscal 2023. Our net loss after tax was ₹7,921.37 lakhs, which was primarily adjusted for depreciation and amortization expense of ₹4,546.15 lakhs and finance costs of ₹1,029.87 lakhs. These were offset by profit on cancellation of debentures amounting to ₹3,212.71 lakhs, interest income of ₹171.55 lakhs, a gain on preclosure of lease agreement of ₹48.12 lakhs, an expected credit loss of ₹145.25 lakhs, employee share-based payment reversal of ₹236.60 lakhs, and interest on unwinding of security deposits of ₹16.05 lakhs. These resulted in a net operating loss before working capital changes of ₹6,920.05 lakhs.

Key changes in working capital included significant inflows from an increase in other financial liabilities of ₹6,607.01 lakhs, an increase in other current liabilities of ₹1,743.25 lakhs and a decrease in other assets of ₹3,221.32 lakhs. These were partially offset an outflow due to an increase in other financial assets of ₹712.21 lakhs, a decrease in trade payables of ₹1,685.81 lakh, and an increase in trade receivables of ₹337.73 lakhs. After adjusting for these changes, cash generated from operations was ₹1,985.86 lakhs. After payment of income taxes of ₹491.13 lakhs, the net cash generated from operating activities stood at ₹1,494.73 lakhs.

Investing Activities

Fiscal 2025:

Net cash flows used in investing activities were ₹6,579.51 lakhs for Fiscal 2025. This was primarily driven by outflows on account of acquisition of subsidiaries and business transfer acquisitions of ₹6,769.86 lakhs and capital expenditure towards property, plant and equipment and intangible assets of ₹1,495.55 lakhs. These outflows were partially offset by proceeds from the sale of property, plant and equipment of ₹296.09 lakhs, redemption or investment in fixed deposits amounting to a net inflow of ₹741.44 lakhs, proceeds from the sale of shares or mutual funds aggregating ₹461.49 lakhs, an interest income of ₹185.88 lakhs and redemption of investment in preference shares of ₹1.00 lakhs.

Fiscal 2024:

Net cash flows used in investing activities were ₹23,234.69 lakhs for Fiscal 2024. This was primarily driven by outflows on account of acquisition of subsidiaries and business transfer acquisitions of ₹21,743.54 lakhs, capital expenditure towards property, plant and equipment and intangible assets of ₹1,330.73 lakhs and net investments in fixed deposits of ₹525.14 lakhs. These outflows were partially offset by proceeds from the sale of property, plant and equipment amounting to ₹30.29 lakhs and interest income received of ₹334.43 lakhs.

Fiscal 2023:

Net cash flows used in investing activities were ₹42,359.79 lakhs for Fiscal 2023. This was primarily driven by outflows on account of acquisition of subsidiaries and business transfer acquisitions of ₹36,093.69 lakhs, and capital expenditure on property, plant and equipment and intangible assets of ₹9,067.95 lakhs. These outflows were partially offset by proceeds from the sale of property, plant and equipment of ₹78.60 lakhs, net redemption from fixed deposits of ₹2,551.70 lakhs, and interest income received of ₹171.55 lakhs.

Financing Activities

Fiscal 2025:

Net cash flows generated from financing activities was ₹5,098.33 lakhs for Fiscal 2025. This was primarily on account of proceeds from long-term borrowings of ₹35,338.91 lakhs, proceeds from the issue of equity share capital (including securities premium) amounting to ₹8,232.74 lakhs, and proceeds from the issue of share warrants of ₹625.00 lakhs. These inflows were partially offset by net repayment of short-term borrowings of ₹28,544.99 lakhs, finance costs paid of ₹6,460.15 lakhs, payments towards lease liabilities of ₹3,882.61 lakhs, and repayment of long-term borrowings amounting to ₹210.57 lakhs.

Fiscal 2024:

Net cash flows generated from financing activities was ₹13,936.13 lakhs for Fiscal 2024. This was primarily on account of proceeds from long-term borrowings amounting to ₹15,407.24 lakhs, net proceeds from short-term borrowings of ₹13,621.91 lakhs, and proceeds from the issue of equity share capital (including securities premium) of ₹32.03 lakhs. These inflows were partially offset by repayment of long-term borrowings amounting to ₹8,273.28 lakhs, finance costs paid of ₹4,022.25 lakhs, and payments towards lease liabilities of ₹2,829.52 lakhs.

Fiscal 2023:

Net cash flows generated from financing activities was ₹36,333.42 lakhs for Fiscal 2023. This was primarily driven by proceeds from the issue of equity share capital (including securities premium) amounting to ₹34,655.23 lakhs, proceeds from long-term borrowings of ₹18,486.88 lakhs, and proceeds from short-term borrowings of ₹377.42 lakhs. These inflows were partially offset by transaction costs incurred on equity issuance of ₹1,736.12 lakhs, repayment of long-term borrowings of ₹5,213.62 lakhs, repayment of short-term borrowings of ₹7,682.66 lakhs, payments towards lease liabilities of ₹1,751.90 lakhs, and finance costs paid of ₹801.81 lakhs.

CONTINGENT LIABILITIES AND COMMITMENTS

The following table sets forth certain information relating to our contingent liabilities as on March 31, 2025, which have been prepared in accordance with the recognition and measurement principles laid down in Ind AS 37 on "*Provisions, Contingent liabilities and Contingent assets*":

(in ₹ lakhs)

Particulars	Fiscal 2025
Contingent Liabilities	Nil
Commitments	Nil
Total	Nil

CAPITAL EXPENDITURE

Our capital expenditure primarily relates to the purchase of property, plant and equipment, and investments made towards the acquisition of subsidiaries or business undertakings. During Fiscal 2025, Fiscal 2024, and Fiscal 2023, our capital expenditure amounted to ₹8,265.41 lakhs, ₹23,074.27 lakhs, and ₹45,161.64 lakhs, respectively.

RELATED PARTY TRANSACTIONS

We have engaged in the past, and may engage in the future, in transactions with related parties. For details of our related party transactions for the fiscals 2025, 2024 and 2023, see "*Financial Statement –Audited Consolidated Financial Statements for Fiscal 2025 – Note 52 – Related Party Disclosure*" on page 295.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Our management monitors and manages key financial risk relating to our operations by analysing exposures by degree and magnitude of risk. The risks include market risk (including interest rate risk, currency risk and other price risk such as commodity price risk, credit risk and liquidity risk. Our Board of Directors has overall responsibility for the establishment and oversight of our risk management framework. Our risk management policies are established to identify and analyse the risks faced by us, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and our activities.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises mainly three types of risk: interest rate risk, currency risk and other price risk such as commodity price risk. have established risk management policies to limit the impact of these risks on our financial performance. We aim to ensure optimization of cash through fund planning and cash management practices.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Any changes in the interest rates environment may impact future rates of borrowing. The Company mitigates this risk by regularly assessing the market scenario, finding appropriate financial instruments, interest rate negotiations with the lenders for ensuring the cost-effective method of financing.

Credit Risk

Credit risk is the risk that counterparty might not honour its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables. Credit risk is reduced by receiving pre-payments and export letter of credit to the extent possible. The Company has a well-defined sales policy to minimize its risk of credit defaults Outstanding customer receivables are regularly monitored and assessed. Impairment analysis is performed based on historical data at each reporting date on an individual basis.

Liquidity Risk

Liquidity risk is the risk, where the company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The company's approach is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due.

UNUSUAL OR INFREQUENT EVENTS OR TRANSACTIONS

Except as described in this Placement Document, there have been no other events or transactions that, to our knowledge, may be described as "unusual" or "infrequent".

SIGNIFICANT ECONOMIC CHANGES AND KNOWN TRENDS OR UNCERTAINTIES

Except as disclosed in "*Risk Factors- Risk Factor 49- A slowdown in economic growth in India or global economic instability could result in an adverse effect on our business, financial condition and results of operations" on page 71* in this Placement Document, there are no known trends or uncertainties which we expect to have a material adverse effect on our income.

FUTURE RELATIONSHIP BETWEEN COST AND REVENUE

Other than as described in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 49, 146 and 92, respectively, to our knowledge there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

NEW PRODUCTS OR BUSINESS SEGMENTS

Other than as disclosed in this section and in "*Our Business*" on page 146, there are no new products or business segments that have or are expected to have a material impact on our business prospects, results of operations or financial condition.

SIGNIFICANT DEPENDENCE ON CUSTOMERS AND SUPPLIERS

Given the nature of our business operations, we do not believe our business is dependent on any single or a few customers.

SEASONALITY OF BUSINESS

Our business is not seasonal in nature except as provided in "*Risk Factors"* on pages 49.

SIGNIFICANT DEVELOPMENTS AFTER MARCH 31, 2025, THAT MAY AFFECT OUR FUTURE RESULTS OF OPERATIONS

Except as disclosed in this Placement Document, no circumstances have arisen since March 31, 2025, that would materially and adversely affect or are likely to affect, within the next 12 months: (a) our trading, operations or profitability; (b) the value of our assets; or (c) our ability to pay our liabilities.

INDUSTRY OVERVIEW

Unless otherwise indicated, industry and market data used in this section has been derived from titled "Indian Education Sector 2025" (the "Wazir Advisors Report") prepared and issued by Wazir Advisors Private Limited ("Wazir"), and exclusively commissioned and paid for by us to understand the industry in which we operate in connection with the Issue. Unless otherwise indicated, financial, operational, industry and other related information derived from the Wazir Advisors Report and included herein with respect to any particular calendar year/ Fiscal refers to such information for the relevant calendar year/ Fiscal. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents of the Wazir Advisors Report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction. While preparing the report, Wazir has also sourced information from publicly available sources, including our Company's financial statements available publicly. The data included herein includes excerpts from the Wazir Advisors Report ad may have been reordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the Issue), that has been left out or changed in any manner in the section.

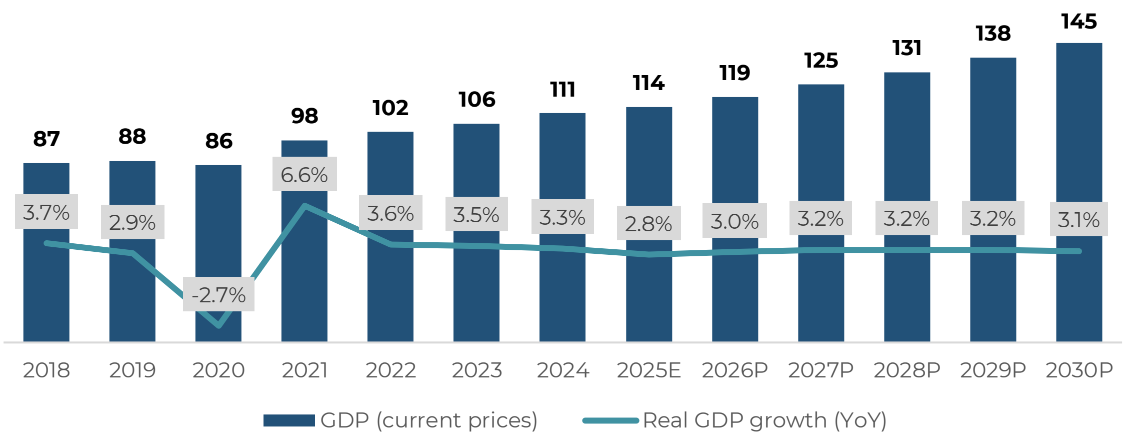
References to segments in Wazir Advisors Report and information derived therefrom are industry segments and in accordance with presentation, analysis and categorisation in the Wazir Advisors Report. We do not present such industry segments as operating segments. Our segment reporting in financial statements is based on criteria set out in Ind AS 108– "Operating segments".

For more information, see "Risk Factors – Risk Factor no. 39 – Certain sections of this Placement Document contain information from the Wazir Report which we commissioned and purchased and any reliance on such information for making an investment decision in the Issue is subject to inherent risks." on page 67. Also see, "Industry and Market Data" on page 18.

<u>OVERVIEW OF GLOBAL ECONOMY</u>

GDP and GDP Growth

Figure 1: Global GDP at current prices (USD trillion) and Real GDP growth (%), In CY



Source: IMF

Note: E: Estimated; P: Projected data; Data as of April 2025

As per the International Monetary Fund (IMF), the global economy (GDP at current prices) was USD 111 trillion in CY 2024. Global GDP growth was 3.3% in CY 2024 and is projected to fall to 2.8% in CY 2025 and then expected to show recovery to reach 3.1% in CY 2030. Emerging and developing economies are expected to witness stable growth during this period, subject to regional variances. Key macroeconomic factors including rising per capita income, population growth, and increasing levels of urbanization are anticipated to drive sustained economic expansion. Consequently, the global GDP is projected to reach approximately USD 145 trillion by the CY 2030.

Outlook of GDP growth in key global economies

Table 1: Real GDP growth YoY (%) comparison of major economies, In CY

Country	2018	2019	2020	2021	2022	2023	2024	2025E	2030P
USA	3.0%	2.6%	-2.2%	6.1%	2.5%	2.9%	2.8%	1.8%	2.1%
UK	1.4%	1.6%	-10.3%	8.6%	4.8%	0.4%	1.1%	1.1%	1.4%
Europe	2.3%	2.0%	-5.4%	6.4%	2.4%	1.3%	1.7%	1.3%	1.5%
Japan	0.6%	-0.4%	-4.2%	2.7%	0.9%	1.5%	0.1%	0.6%	0.5%
China	6.8%	6.1%	2.3%	8.6%	3.1%	5.4%	5.0%	4.0%	3.4%
India	6.5%	3.9%	-5.8%	9.7%	7.6%	9.2%	6.5%	6.2%	6.5%

Source: IMF
Note: E: Estimated; P: Projected data; Data as of April 2025
Amid global geopolitical tension, trade wars, and tough market conditions, India continues to exhibit strong economic growth. The Indian economy remained the fastest-growing major economy in the world during CY 2024. The forecast GDP growth rate for India is the highest amongst the G20 nations, at an expected growth rate of 6.2% during CY 2025 and projected to grow at 6.5% by CY 2030.

Global population and demographic changes

Table 2: Median age and population of key global economies, CY 2024

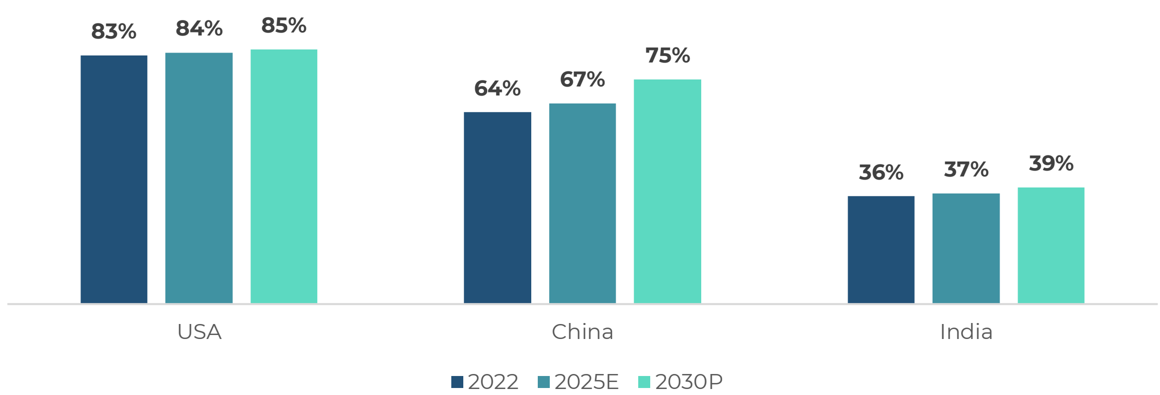
Country	Japan	Germany	France	UK	China	US	India	World
Population (million)	124	85	67	69	1,419	347	1,450	8,161
Median Age (Years)	49.4	45.3	42.1	40	39.6	38.3	28.4	30.6

Source: Department of Economic and Social Affairs, United Nations (Population Division), Wazir analysis

Emerging economies, especially India, benefit from a young population, with a median age of 28.4 years. As the youngest among major economies, India is well positioned to capitalize on its growing workforce, rising disposable incomes, and expanding consumer demand. In contrast, the USA, with 347 million people and a median age of 38.3 years, has a comparatively older population. Similarly, China, with a population of 1,419 million and a median age of 39.6 years, is witnessing a demographic shift towards an ageing population, potentially impacting its labour force over the long-term posing challenges to future economic expansion. This demographic edge positions India as a high growth consumer hub, where rising income, digital adoption, and evolving preferences continue to drive sustained economic growth and market opportunities.

Rapid Urbanization: Urbanization is important for economic growth because it increases consumption, improves infrastructure and services, and creates bigger markets for goods and services.

Figure 2: Urban population of USA, China and India (%), In CY



Source: World Bank (World Population Prospects)
Note: E: Estimated; P: Projected data

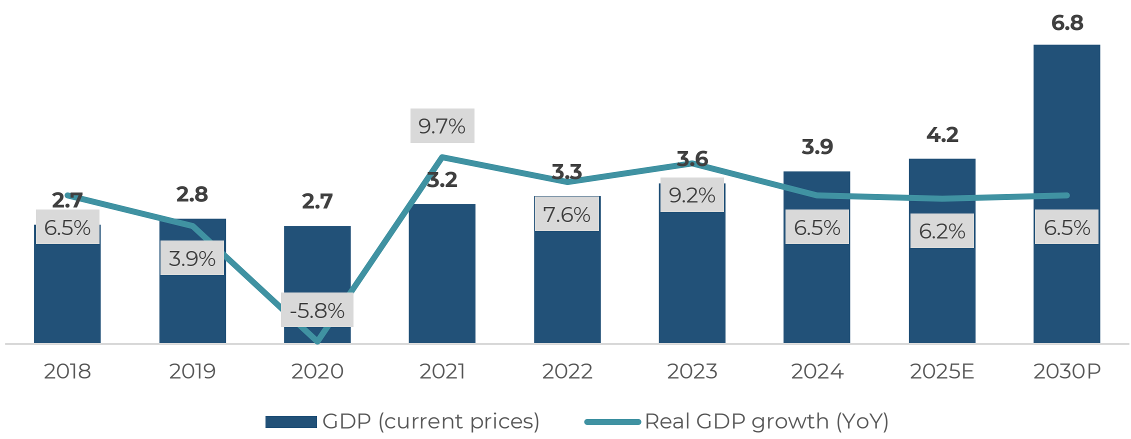
In CY 2022, the urban population constituted approximately 83% in the USA, 64% in China, and 36% in India. These figures are projected to rise modestly by CY 2025, reaching 84% in the USA, 67% in China, and 37% in India, reflecting steady progress across all three countries. By CY 2030, the urban population is expected to further increase to 85%, 75%, and 39% respectively.

OVERVIEW OF INDIAN ECONOMY AND THE EDUCATION SECTOR

Indian economy

Macro-economic overview

Figure 3: India's GDP at current prices (USD trillion) and Real GDP growth (%), In CY



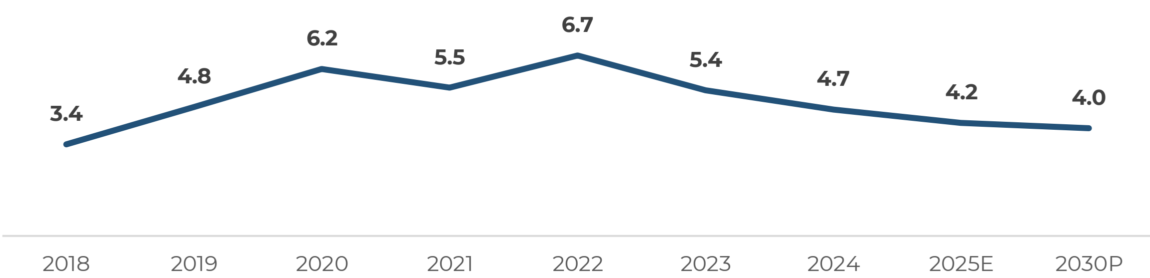
Source: IMF
Note: E: Estimated; P: Projected data

In CY 2024, India's GDP at current prices was estimated at USD 3.9 trillion, positioning the country among the top five global economies by size. The economy is projected to grow steadily, reaching USD 4.2 trillion in CY 2025 and USD 6.8 trillion by CY 2030, driven by strong macroeconomic fundamentals and policy reforms. Nominal GDP growth stood at 7.4% in CY 2024 and is expected to accelerate to 10.1% by CY 2030.

Following a contraction of 5.8% of real GDP in CY 2020 due to the pandemic, the economy rebounded with 9.7% real GDP growth in CY 2021 and has since maintained stable growth between 6% and 7%. Continued government focus on infrastructure, rising consumption, increasing digitisation, and a favourable demographic profile are expected to fuel sustained economic momentum over the coming years.

Near-term review and outlook on inflation

Figure 4: Consumer price index (%), In CY



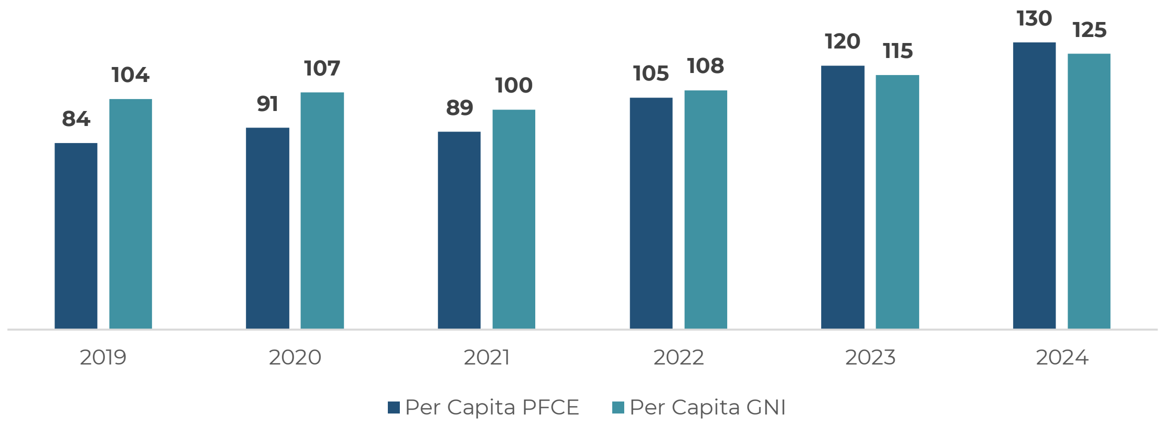
Source: IMF
Note: E: Estimated; P: Projected data

The Consumer Price Index (CPI) demonstrates an upward trend from CY 2018 to CY 2022, indicating a persistent increase in the overall price level of goods and services over this period. Beginning at 3.4% in CY 2018, the CPI climbed steadily to 6.2% in CY 2020, signalling rising inflationary pressures. This upward trajectory continued into CY 2022 with the CPI reaching 6.7%, reflecting sustained inflationary trends and potentially impacting consumers' purchasing power. However, CY 2023 saw a decrease in the CPI to 5.4%, suggesting a possible moderation in inflation rates. Inflation has declined to 4.7% in CY 2024 and is further expected to decline to 4% by CY 2030.

Increasing trends in Per Capita Income and Consumption

Per capita Private Final Consumption Expenditure (PFCE) measures average household spending, while per capita Gross National Income (GNI) reflects average income generation, together, they gauge the balance between consumption and economic well-being.

Figure 5: Increasing trends in per capita income and consumption (thousand), In FY



Source: Ministry of Statistics and Programme Implementation (MoSPI)

Per-capita PFCE in India has followed a steadily upward trajectory, growing at a 9% CAGR at current prices, underscoring sustained consumer demand. In parallel, per-capita GNI has also risen at a 4% CAGR, but PFCE generally outpaced income growth, between FY 2019 and FY 2020, PFCE rose 8% while GNI grew only 3%, signalling robust household consumption ahead of the pandemic. In FY 2021, PFCE dipped just 2% even as GNI fell 7%, indicating that families drew on savings or credit to maintain essential spending amid income shocks. The rebound in FY 2022 was striking as PFCE surged 17% while GNI recovered 9%, reflecting pent-up demand and fiscal support. In FY 2023, PFCE climbed another 14% even as GNI rose only 6%, suggesting consumption continued to outstrip income under inflationary pressures. By FY 2024, income growth finally caught up with sustained household spending and marked a more balanced recovery between consumption and national income.

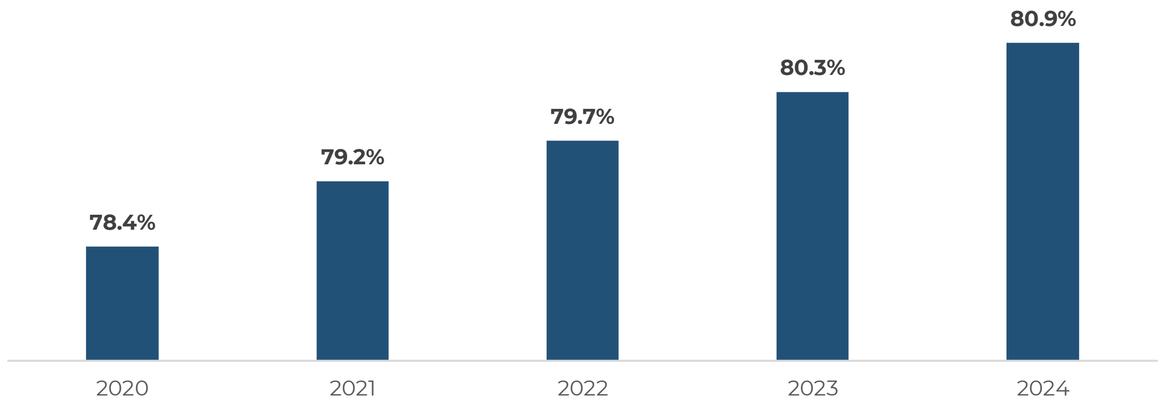
Indian demographics and young population

India stands as one of the youngest nations globally, with a median age of approximately 28 years compared to approximately 38-40 years in China and the United States. In CY 2024, India boasted the largest Millennial and Generation Z population in the world, with around 815 million individuals aged between 9 and 40 years, constituting 56% of the total population. This youthful demographic presents a unique opportunity for India to harness a 'demographic dividend' defined by the United Nations Population Fund as economic growth resulting from a shift in a population’s age structure, primarily when the working-age population outnumbers dependents.

India is home to a fifth of the world’s youth demographic. This population advantage could be pivotal in achieving the nation’s ambitious goal of becoming a USD 5 trillion economy. The demographic dividend can significantly impact economic growth through a rising consumer class. This influx of financially empowered young consumers is driving demand across various sectors, from technology and electronics to health and fitness products.

Increasing literacy rates

Figure 6: Literacy rate among persons of age 7 years and above (%), In FY



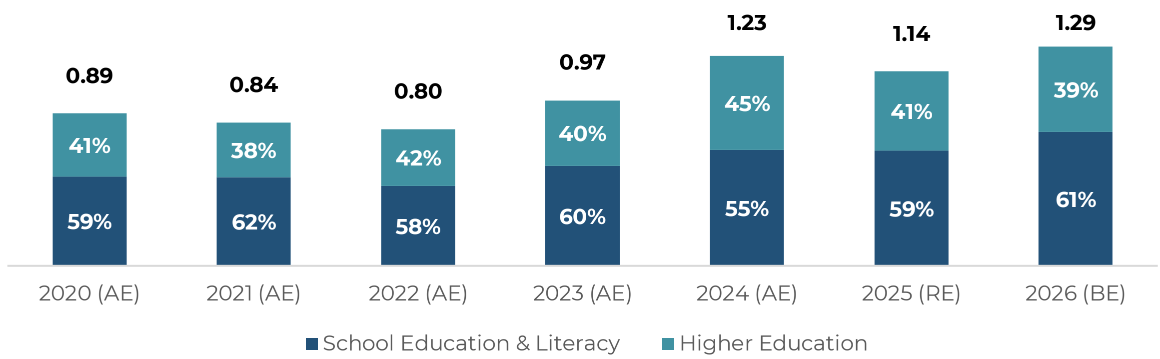
Source: Periodic Labour Force Survey, Ministry of Statistics and Programme Implementation (MoSPI)

India's literacy rate among individuals aged 7 years and above has witnessed a consistent upward trajectory in recent years, increasing from 78.4% in FY 2020 to 80.9% in FY 2024. This steady improvement reflects ongoing efforts to enhance access to foundational education, supported by targeted government initiatives and increased enrolment across primary and secondary levels. The rise in literacy also mirrors the expansion of digital learning platforms, community based educational outreach, and greater awareness around the long-term socio-economic benefits of literacy.

Education sector in India

Budget allocation to the education sector

Figure 7: Union budget allocation on education sector (₹ trillion), In FY



Source: Ministry of Finance (MoF), India
Note: AE: Actual Estimates; RE: Revised Estimates; BE: Budget Estimates

The Government of India has allocated a budget of ₹ 1.29 trillion in FY 2026 for the education sector of India, which has increased by 13% from FY 2025.

The allocation continues to maintain a similar split between School Education & Literacy and Higher Education, with approximately 60% consistently earmarked for school education and 40% for higher education. In FY 2026, ₹ 0.50 trillion (39%) was allocated to School Education & Literacy, while ₹ 0.79 trillion (61%) was allocated to Higher Education.

This reflects the government's sustained focus on improving foundational learning outcomes, expanding access to quality schooling, and strengthening higher education infrastructure in alignment with the goals of the NEP 2020. Budgetary support is also crucial for implementing initiatives such as PM SHRI Schools (Schools for Rising India), Samagra Shiksha Abhiyan (SSA) and digital learning platforms like DIKSHA (Digital Infrastructure for Knowledge Sharing) and SWAYAM (Study Webs of Active-Learning for Young Aspiring Minds).

Key players in the education sector

Table 3: Key players in the education sector

<table>
<tr><th>Category</th><th>Sub-Category</th><th>Players</th></tr>
<tr><td rowspan="12">Academic</td><td rowspan="4">K-12</td><td>Delhi Public School (DPS) Society</td></tr>
<tr><td>DAV (Dayanand Anglo-Vedic) Schools</td></tr>
<tr><td>Ryan International Group</td></tr>
<tr><td>Aditya Birla Group Schools</td></tr>
<tr><td rowspan="8">Universities</td><td>Manipal Academy of Higher Education (MAHE), Manipal</td></tr>
<tr><td>Vellore Institute of Technology (VIT), Vellore</td></tr>
<tr><td>Birla Institute of Technology and Science (BITS), Pilani</td></tr>
<tr><td>Symbiosis International (Deemed-to-be University), Pune</td></tr>
<tr><td>SRM Institute of Science and Technology (SRMIST), Chennai</td></tr>
<tr><td>Amity University</td></tr>
<tr><td>O.P. Jindal Global University</td></tr>
<tr><td>Narsee Monjee Institute of Management Studies (NMIMS), Mumbai</td></tr>
<tr><td rowspan="26">Test Prep</td><td rowspan="14">IITJEE/NEET/CAT/CUET /GATE</td><td>FIT-JEE</td></tr>
<tr><td>Allen</td></tr>
<tr><td>PhysicsWallah (PW)</td></tr>
<tr><td>Sri Chaitanya</td></tr>
<tr><td>Vidya-mandir</td></tr>
<tr><td>Narayana</td></tr>
<tr><td>Resonance</td></tr>
<tr><td>Aakash Institute (BYJUs)</td></tr>
<tr><td>Motion Education</td></tr>
<tr><td>Toppers Academy</td></tr>
<tr><td>T.I.M.E</td></tr>
<tr><td>Career Launcher</td></tr>
<tr><td>IMS Learning</td></tr>
<tr><td>Jamboree India</td></tr>
<tr><td rowspan="6">Government Test Prep</td><td>Vision IAS</td></tr>
<tr><td>Drishti IAS</td></tr>
<tr><td>Vajiram and Ravi</td></tr>
<tr><td>Mahendra institute</td></tr>
<tr><td>Veranda RACE</td></tr>
<tr><td>Banker’s Adda</td></tr>
<tr><td rowspan="6">Commerce Test Prep</td><td>JK Shah Classes</td></tr>
<tr><td>Navkar Institute</td></tr>
<tr><td>Aldine CA</td></tr>
<tr><td>Swapnil Patni</td></tr>
<tr><td>Vidya Guru</td></tr>
<tr><td>Zell Education</td></tr>
<tr><td rowspan="5">Vocational</td><td rowspan="5">Upskilling</td><td>Coursera</td></tr>
<tr><td>Edureka</td></tr>
<tr><td>Udemy</td></tr>
<tr><td>Upgrad</td></tr>
<tr><td>Simplilearn</td></tr>
<tr><td colspan="2" rowspan="6">Online Focussed</td><td>Unacademy</td></tr>
<tr><td>Byju’s</td></tr>
<tr><td>Adda 247</td></tr>
<tr><td>Testbook.com</td></tr>
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</table>

Key growth drivers in Indian education sector

- **Policy Support and Government Initiatives**

The Indian government has implemented various policies, including the NEP 2020, to enhance educational infrastructure and learning outcomes. The NEP promotes holistic learning, a multidisciplinary approach, and a greater focus on vocational education.

- **Foreign Direct Investment (FDI)**
  India's education sector has attracted USD 9.9 billion in FDI between April 2000 and December 2024. With 100% FDI allowed under the automatic route, there is enormous potential for foreign educational institutions and edtech companies to collaborate with Indian entities. This has led to mergers and acquisitions across the sector, with major players like Physics Wallah and UpGrad raising significant funds in 2022-23.
- **Digital Platforms Redefining Education Delivery:**
  The Indian education sector is undergoing a structural shift as digital platforms emerge as core drivers of learning delivery. Moving beyond mere content hosts, these platforms now offer integrated learning experiences—combining live classes, assessments, adaptive learning tools, and real-time progress tracking. As students and institutions increasingly adopt online and hybrid coaching formats, platforms are becoming central to how education is consumed, distributed, and scaled across both urban and rural India.
- **Increasing Demand for Quality and Specialized Education**
  The growing middle class, with rising disposable incomes, is driving demand for quality education and international standards. Simultaneously, the push towards advanced manufacturing and digital transformation is fuelling a surge in demand for Industry 4.0 skills.

Government schemes and overview of the new education policy

The Indian government has launched several schemes aimed at improving school education and vocational training to enhance access, equity, and employability.

Table 4: Key government schemes in education sector over the years

Scheme	Launch Year	Education Level	Description
National Apprenticeship Training Scheme 2.0 (NATS)	2024	Vocational Training	Offers on-the-job training to graduates and diploma holders to boost employability
Pradhan Mantri Kaushal Vikas Yojana 4.0 (PMKVY 4.0)	2023	Vocational Training	Flagship Skill India scheme delivering short, industry-aligned training and certification through nationwide Skill Hubs to boost youth employability.
PM School for Rising India (PM SHRI Schools)	2022	School	Aims to develop over 14,500 model schools across India showcasing NEP aligned pedagogy, infrastructure, and digital learning
Pradhan Mantri Poshan Shakti Nirman (PM Poshan)	2022	School	Provides nutritious cooked meals to school children from preschool to Class 8 in government and aided schools to improve nutrition and attendance
PM eVIDYA	2020	School	Umbrella digital learning initiative offering online platforms, TV/radio content, and resources for inclusive and accessible education.
Samagra Shiksha Abhiyan (SSA)	2018	School	Aims to ensure inclusive and quality education from preschool to Class 12 by integrating SSA, RMSA and TE
Digital Infrastructure for Knowledge Sharing (DIKSHA)	2017	School	A national platform offering digital content and teacher training resources in multiple Indian languages.
Study Webs of Active Learning for Young Aspiring Minds (SWAYAM)	2017	School	National MOOC offering free multilingual courses (Class 9-PG level) with credit transfer to broaden access to quality higher and school education.
Beti Bachao, Beti Padhao (BBBP)	2015	School	Promotes education and empowerment of the girl child, focusing on districts with low female literacy and skewed gender ratios.

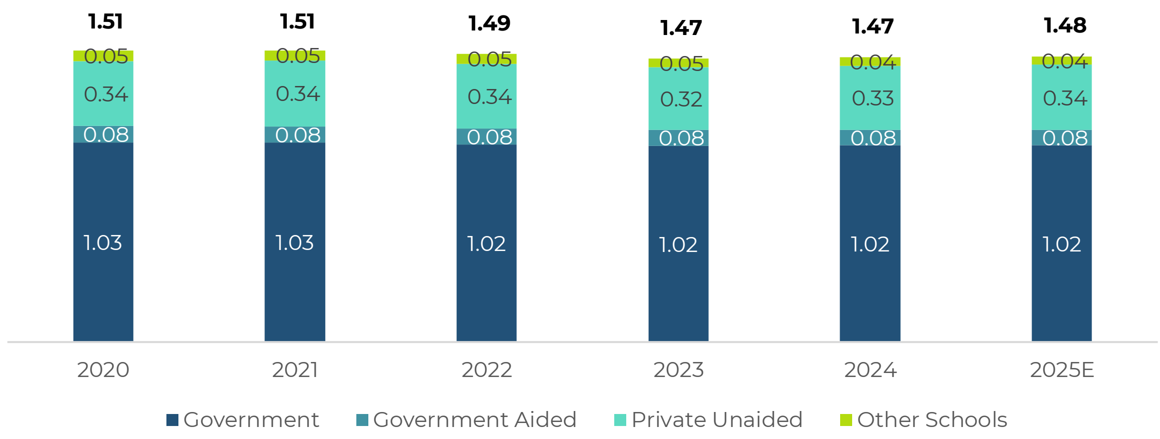
Scheme	Launch Year	Education Level	Description
National Means cum Merit Scholarship (NMMS)	2008	School	Provides financial assistance to meritorious students from economically weaker sections to reduce dropout rates at secondary level.

Source: Secondary research

Among these, the National Education Policy (NEP) 2020 stands out as a comprehensive framework introduced by the Government of India to reform the education sector across all levels from early childhood to higher education. It replaces the earlier policy of 1986 and aims to align India's education system with global standards while addressing issues of access, quality, equity, and employability.

Total number of schools, colleges, universities and training institutes

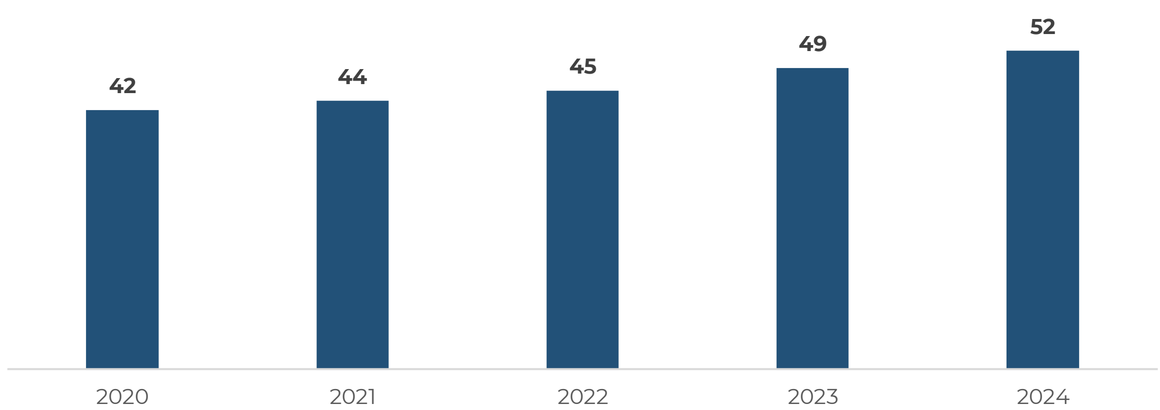
Figure 8: Management-wise number of schools (million), In FY



Source: Unified District Information System for Education (UDISE), Secondary research
Note: E: Estimated; Data till 2024 is captured from the UDISE annual reports, available as of June 2025; Other schools refer to madrasas (recognised and unrecognised) and other unrecognised schools

In FY 2025, the total number of schools was approximately 1.48 million as compared to 1.51 million in FY 2020, reflecting a steady decline over the years driven largely by state led school consolidation efforts. Between FY 2021 and FY 2023, around 43,000 schools were closed or merged to optimise resource utilisation and enhance educational quality. Chhattisgarh merged 10,463 low-enrolment schools, Odisha's SATH-E (Sustainable Action for Transforming Human Capital-Education) project resulted in the closure of over 8,000 primary and upper-primary schools, and Maharashtra's 2023 directive led to the merger of approximately 14,783 schools with fewer than 20 students. These measures were aimed at strengthening infrastructure, improving access to extracurricular activities, and ensuring more efficient teacher deployment.

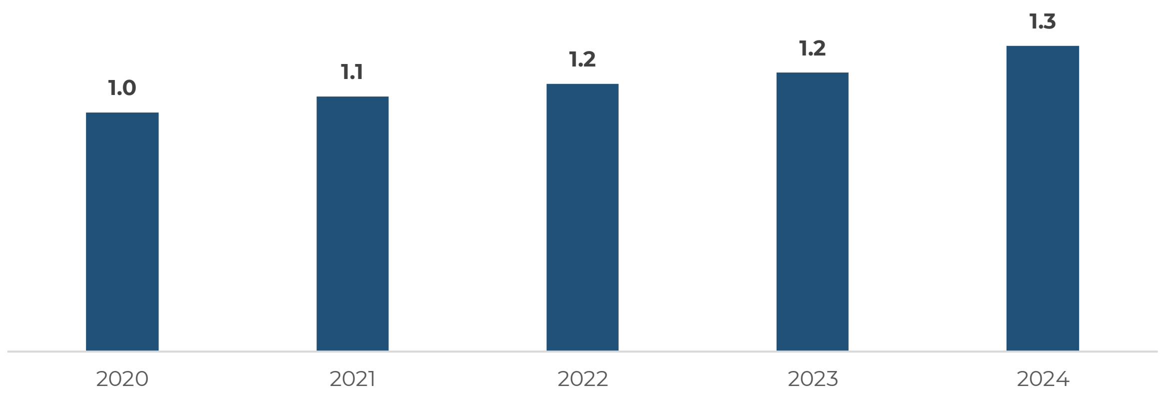
Figure 9: Number of colleges (thousand), In FY



Source: Unified District Information System for Education (UDISE)
Note: Data is captured from the UDISE annual reports, available as of June 2025

India witnessed a steady rise in the number of colleges from 42.3 thousand in FY 2020 to 52 thousand in FY 2024, indicating growing capacity with a CAGR of 5% in higher education. This 23% increase over five years reflects consistent expansion to accommodate rising demand for tertiary education across the country.

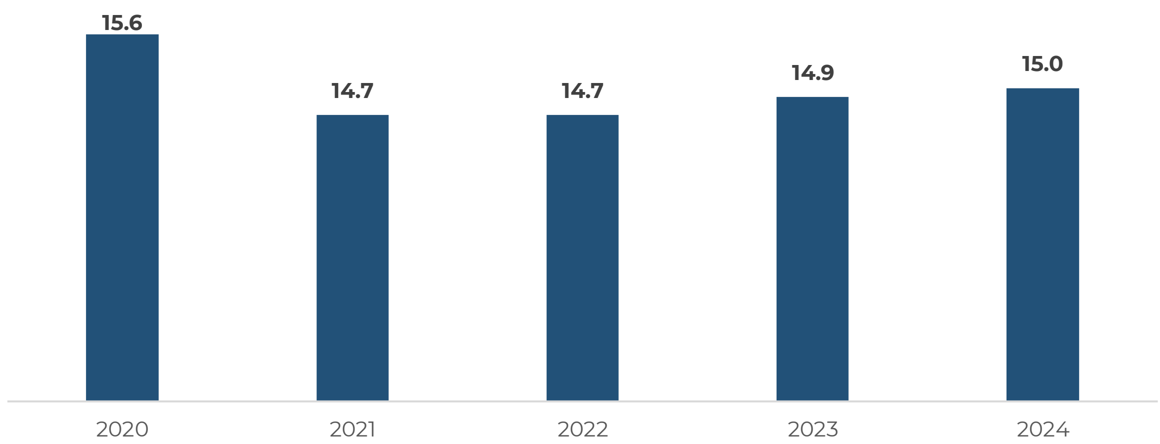
Figure 10: Number of universities (thousand), In FY



Source: Unified District Information System for Education (UDISE)
Note: Data is captured from the UDISE annual reports, available as of June 2025

While colleges primarily offer undergraduate and some postgraduate programs under the affiliation of a university, universities are autonomous institutions empowered to award degrees and conduct research. India's university network has shown gradual expansion, increasing from 1,000 in FY 2020 to 1,300 in FY 2024. While the growth is modest compared to colleges, it reflects a continued effort to strengthen the higher education ecosystem through new institutions, especially under NEP-aligned reforms and public-private participation. The rise in the number of both colleges and universities reflects not just quantitative expansion but a qualitative shift toward more inclusive, flexible, and outcome-driven higher education.

Figure 11: Number of ITIs (thousand), In FY



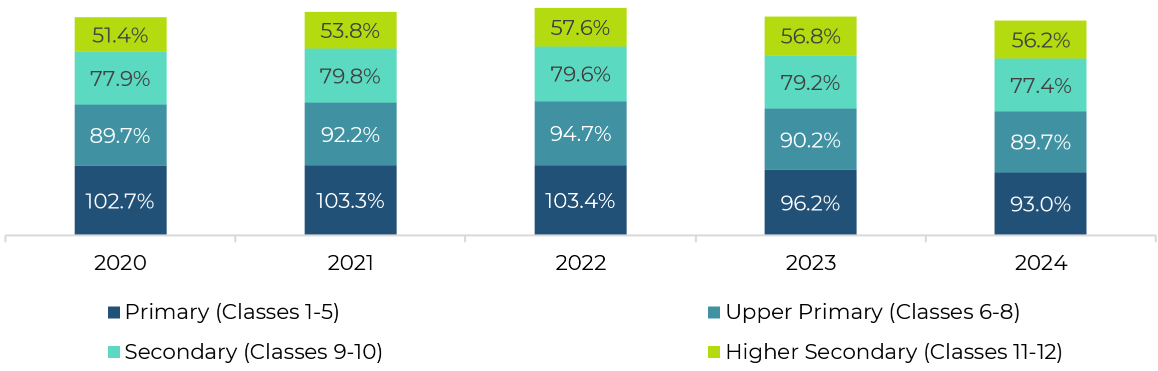
Source: PIB, Ministry of Skill Development & Entrepreneurship (MSDE), Secondary research
Note: Data is captured from the MSDE annual reports, available as of June 2025

Alongside mainstream higher education, India's vocational education ecosystem, led by Industrial Training Institutes (ITIs), continues to complement the broader higher education landscape. As of FY 2024, there are approximately 15 thousand ITIs across the country offering skill-based training in technical trades. While the total number of ITIs has seen a marginal decline due to stricter quality norms and de-affiliation of non-compliant institutes, this reflects a policy shift towards improving training outcomes and aligning vocational education with evolving industry needs. The government's focus on modernizing ITIs into centres of excellence underscores the growing emphasis on employability and workforce readiness within the skill development framework.

Key statistics across level of education

Gross Enrolment Ratio (GER): It expresses the total enrolment in each level of school education, regardless of age, as a percentage of the population in the official age group. A GER above 100% indicates over- and under-age enrolments, while a GER below 100% means some age-appropriate children are not enrolled. Policymakers monitor GER to gauge access, retention, and progress toward universal education coverage.

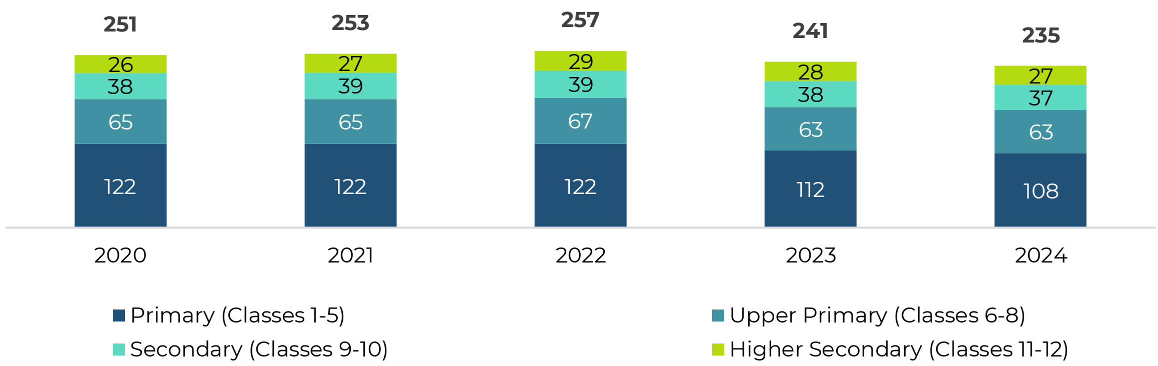
Figure 12: Gross enrolment ratio by level of school education (%), In FY



Source: Unified District Information System for Education (UDISE), Education for All
Note: Data is captured from the UDISE annual reports, available as of June 2025

From FY 2020 to FY 2022, GERs across all education levels saw modest gains despite COVID-19, supported by remote learning (e.g., DIKSHA), mid-day meal adaptations, and initiatives like Samagra Shiksha, PM SHRI schools, and SWAYAM. However, in FY 2023 and FY 2024, GERs declined due to the UDISE shift to Aadhaar-linked student-level data removing 5–6% ghost entries alongside pandemic induced dropouts, socio-economic pressures, and limited digital and post-secondary infrastructure, particularly affecting foundational and adolescent cohorts.

Figure 13: Enrolment by level of school education (million), In FY

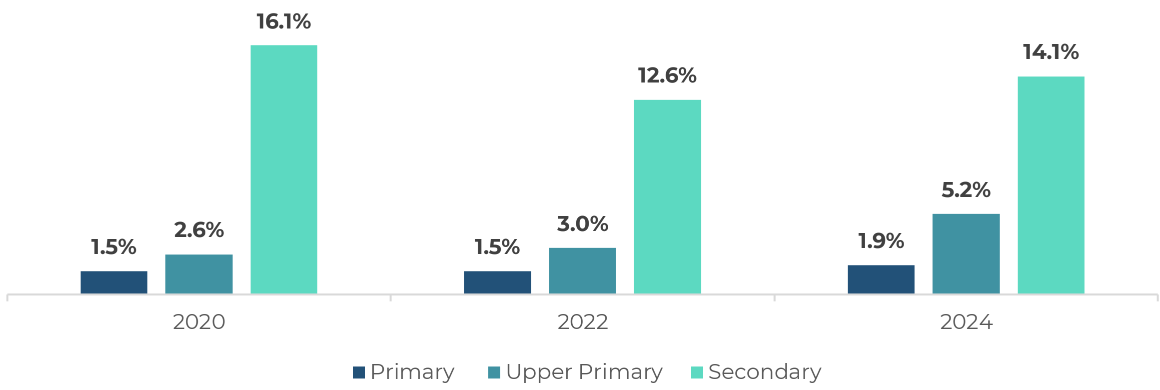


Source: Unified District Information System for Education (UDISE), Education for All
Note: Data is captured from the UDISE annual reports, available as of June 2025

Between FY 2020 and FY 2024, school enrolment trends in India indicate notable shifts across different education levels. Enrolment in primary education declined from 122 million in FY 2020 to 108 million in FY 2024 while upper primary enrolment remained relatively stable, ranging between 63 - 65 million. In contrast, enrolment at the secondary and higher secondary levels also followed the same growth trajectory.

Dropout Rates: Dropout rates measure the share of enrolled students who leave school before completing the grade for their age cohort, further illustrating how retention challenges evolved across school levels, particularly as the pandemic and subsequent policy shifts influenced students' ongoing engagement with education.

Figure 14: Dropout rates across levels of education (%), In FY

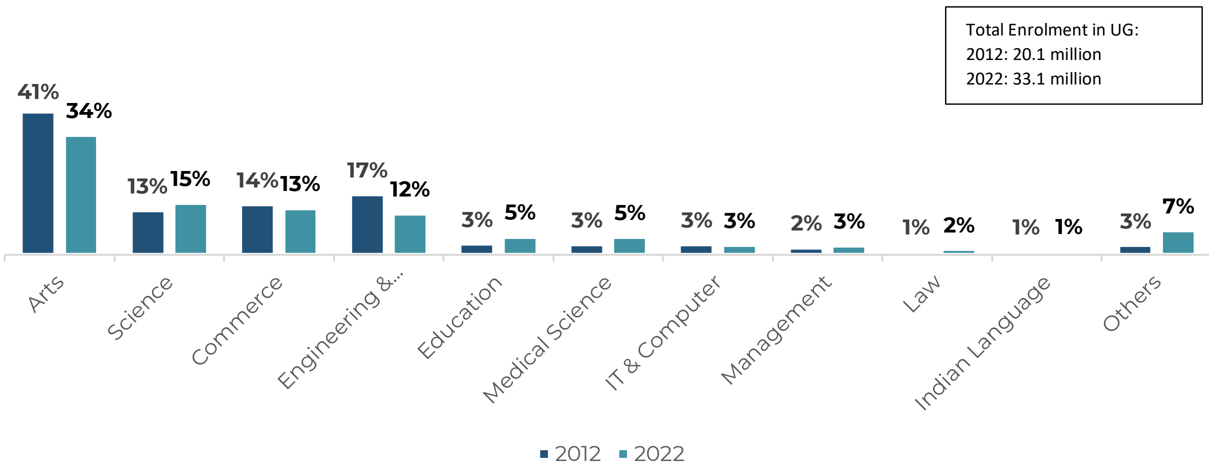


Source: Unified District Information System for Education (UDISE)
Note: Data is captured from the UDISE annual reports, available as of June 2025

Dropout rates remained low across levels in FY 2020 due to mid-day meal continuity and remote learning efforts under Samagra Shiksha. In FY 2022, rates stayed stable at the primary level (1.5%) but rose at the upper primary level (3%) due to post-COVID re-engagement challenges, while secondary dropouts declined with support from schemes like NMMSS. In FY 2024, dropout rates moderated as "Back to School" campaigns, door-to-door outreach, and digital initiatives under Samagra Shiksha improved re-enrolment.

Choice of Academic Streams: India's higher education system offers students the flexibility to choose academic streams at the undergraduate and postgraduate levels, shaping diverse career pathways.

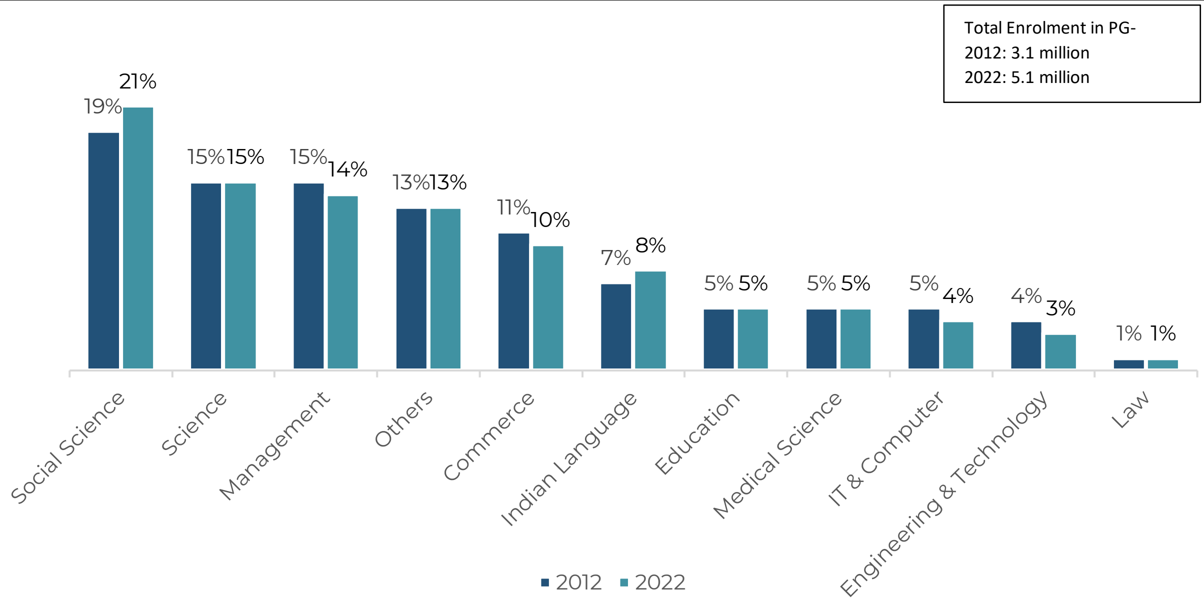
Figure 15: Enrolment at undergraduate level in major disciplines (%), In FY



Source: All India Survey on Higher Education (AISHE), Ministry of Education
Note: Data is captured from the AISHE annual reports, available as of June 2025; Others include agriculture, journalism, etc.

In FY 2022, Arts led undergraduate enrolment at approximately 34% due to wide availability and easier entry. Science (15%) and Commerce (13%) followed, with science often leading to further study, while many Commerce students opt for certifications or early employment. Engineering & Technology drew 12%, but less than 4% pursued M.Tech, preferring jobs or MBAs. IT & Computer and Management had smaller shares, still seen as less flexible than broader Science, Technology, Engineering & Mathematics (STEM) or business paths.

Figure 16: Enrolment at postgraduate level in major disciplines (%), In FY

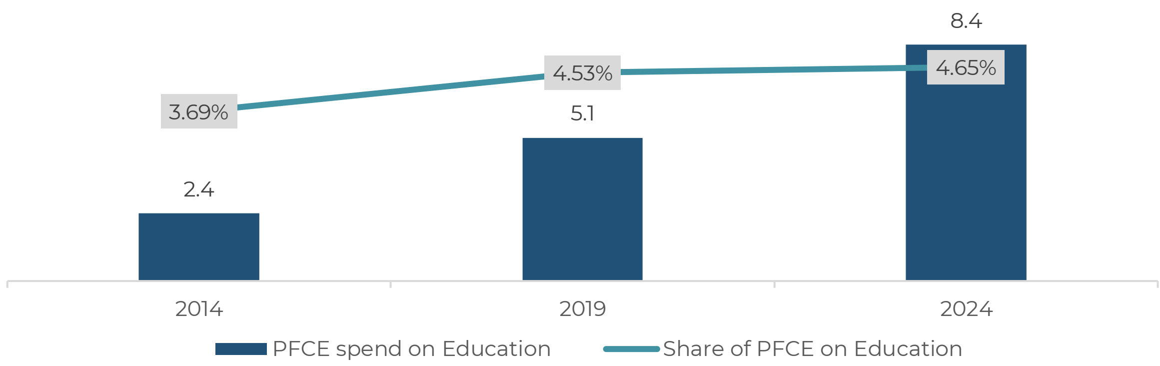


Source: All India Survey on Higher Education (AISHE), Ministry of Education
Note: Data is captured from the AISHE annual reports, available as of June 2025; Others include agriculture, journalism, etc.

At the postgraduate level, Social Science accounts for just over 20% of enrolments, reflecting strong demand for advanced study in fields that feed into policy research, academia, and government roles. Management follows at around 14%, driven by the service sector's appetite for MBA-qualified professionals. Science maintains a roughly 15% share, underscoring sustained interest in research careers. In contrast, Engineering's drop to about 3% highlights gaps in research infrastructure and funding for M.Tech programmes, discouraging many engineering graduates from continuing in the discipline. Notably, Indian Language master's degrees represent over 8% of postgraduate students, indicating targeted demand for linguistic expertise in education, translation, and civil services.

Increasing India's Private Final Consumption Expenditure on education

Figure 17: Increasing PFCE spend on education (₹ trillion), In FY



Source: Ministry of Statistics and Programme Implementation (MoSPI)
Note: Data is captured from the FY 2024 MoSPI annual report, available as of June 2025

In FY 2024, household expenditure on private education under Private Final Consumption Expenditure (PFCE) reached ₹ 8.4 trillion, registering a significant increase from ₹ 5.1 trillion in FY 2019 and ₹ 2.4 trillion in FY 2014. The share of education within overall PFCE also rose from 3.69% in FY 2014 to 4.65% in FY 2024, indicating a growing prioritisation of education in household budgets. This upward trend reflects the increasing demand for private schooling and supplementary education services, driven by aspirations for improved learning outcomes, better infrastructure, and competitive academic environments. The rise in education spend also aligns with broader patterns of urbanisation and rising disposable incomes among India's middle-class households.

Table 5: PFCE by item at current prices (₹ trillion), In FY

Sectors	2014	2024	CAGR
Food and non-alcoholic beverages	20.60	52.31	10%
Housing, utilities and other fuels	10.48	23.18	9%
Clothing and footwear	4.61	9.26	8%
Education	2.41	8.43	13%
Furnishing, household equipment and routine household maintenance	2.08	5.33	10%

Source: Ministry of Statistics and Programme Implementation (MoSPI)
Note: Data is captured from the MoSPI annual reports, available as of June 2025

Over the decade, spending on education rose from ₹ 2.41 trillion in FY 2014 to ₹ 8.43 trillion in FY 2024, reflecting a CAGR of 13%, more than tripling its baseline value. This highlights a pronounced shift in household spending priorities. In practical terms, families are allocating a larger share of their budgets to schooling, tutoring, and related expenses. Education's high CAGR also reflects rising demand for quality instruction, technological integration in learning, and competitive exam preparations, all of which drive up fees.

<u>SEGMENT-WISE ASSESSMENT OF THE EDUCATION INDUSTRY IN INDIA</u>

Academic: K-12 education segment

Overview of K-12 sector

K-12 education in India refers to the entire spectrum of schooling from early childhood (often including pre-primary or 'play school' programs) up to the completion of grade 12, typically around age 17 or 18. India has the second largest- K-12 enrolment globally, behind China and ahead of the United States. With over 248 million students enrolled across 1.47 million schools, as of FY 2024, it forms the backbone of the country's human capital development. The sector is characterized by a diverse mix of public and private institutions, varied boards & curricula, and significant regional and socio-economic disparities.

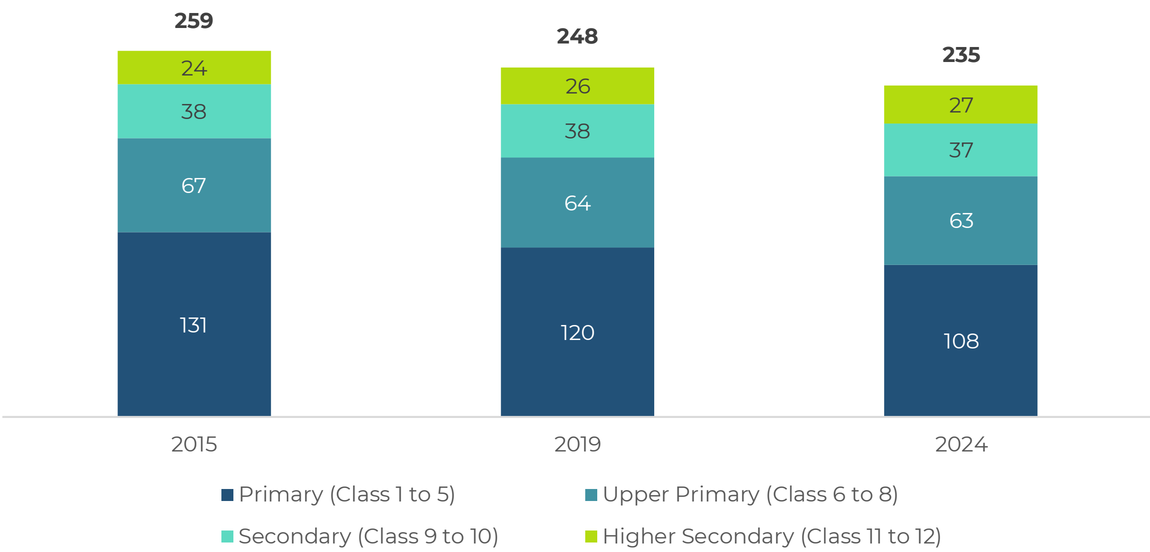
From a market standpoint, K-12 education in India represents one of the country's largest organized sectors, buoyed by both public spending and burgeoning private investment. In recent years, investment flows have also accelerated in edtech, school management services, and supplementary tutoring, signalling an evolving ecosystem where quality, accessibility, and outcomes drive competition.

Enrolment trends in K-12 education

The K-12 education system in India can be broadly segmented by level of education and type of management. Enrolment patterns vary significantly across these segments, influenced by factors such as regional preferences, socioeconomic conditions, and government policies.

- **Segmentation by level of education**

Figure 18: Enrolment of students by level of school education (million), In FY



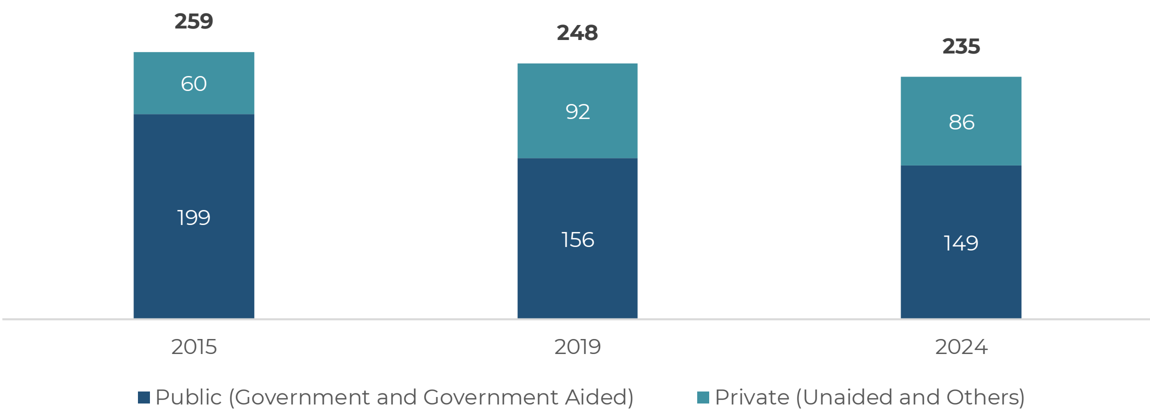
Source: Unified District Information System for Education (UDISE)
Note: Data is captured from the UDISE annual reports, available as of June 2025

India's K-12 enrolment has stayed largely constant over the past decade, with total numbers of 259 million in FY 2015, 248 million in FY 2019, and 235 million in FY 2024. The primary segment accounted for 131 million, 120 million, and 108 million in those years, respectively; upper primary shifted slightly from 67 million to 63 million; secondary remained at about 37 million after peaking at 38 million in FY 2019; and higher secondary rose modestly from 24 million to 27 million.

These minor changes reflect refinements in UDISE reporting, especially the removal of duplicate and inactive records between FY 2022 and FY 2024, and brief COVID-related delays in first-grade enrolment, rather than any substantial demographic shift or policy overhaul.

- **Segmentation by type of management:**

Figure 19: Number of students enrolled by type of management (million), In FY



Source: Unified District Information System for Education (UDISE)
Note: Enrolment figures include four school levels- Primary, Upper Primary, Secondary, and Senior Secondary; Pre-Primary data are excluded; Data is captured from the UDISE annual reports, available as of June 2025

The total number of students enrolled in schools across India remained largely stable between FY 2015 and FY 2024, ranging from 248 to 259 million. In FY 2015, public schools accounted for 199 million students, representing 77% of total enrolment, while private institutions enrolled 60 million students (23%). By FY 2019, this share had shifted markedly, with government school enrolment declining to 156 million (61%) and private enrolment increasing to 92 million (39%), reflecting a rising preference for private education. This trend continued into FY 2024, with government schools enrolling 149 million students (62%) and private schools enrolling 95 million (38%). The decline in government school enrolment from FY 2015 to FY 2024 is driven by perceptions of better infrastructure, English-medium instruction, and learning outcomes in private institutions.

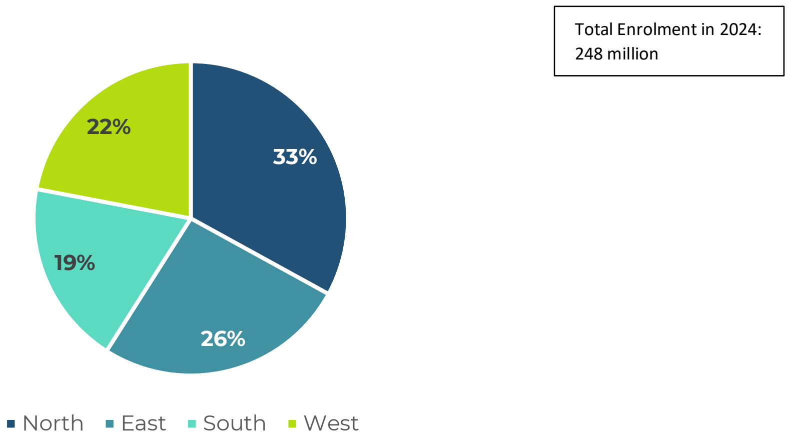
- **Enrolment trends in key Indian states**

Table 6: Enrolment trends in K-12 education across the top 10 states (million), In FY

States	2019	2024	CAGR (2019 - 2024)
Uttar Pradesh	44	42	-1%
Maharashtra	23	22	-1%
Bihar	25	21	-3%
West Bengal	18	18	-
Rajasthan	18	17	-1%
Madhya Pradesh	16	15	-2%
Tamil Nadu	13	13	-
Karnataka	12	12	-
Gujarat	12	11	-1%
Andhra Pradesh	8	10	5%

Source: Unified District Information System for Education (UDISE)
Note: Data is captured from the UDISE annual reports, available as of June 2025

Figure 20: Region wise enrolment share in K-12 education (%), In FY 2024



Source: Unified District Information System for Education (UDISE)
Note: Data is captured from the UDISE annual reports, available as of June 2025

Between FY 2019 and FY 2024, K-12 enrolment in major Indian states has largely declined or stagnated, reflecting demographic shifts and migration trends. States like Bihar, Madhya Pradesh, and Uttar Pradesh witnessed declines due to sharply falling fertility rates and significant out-migration. Maharashtra, West Bengal, Rajasthan, and Gujarat saw marginal drops, influenced by urbanisation, smaller family norms, and under-reporting from private institutions. Tamil Nadu and Karnataka remained flat as both have already undergone demographic transition with consistently low birth rates. In contrast, Andhra Pradesh saw a 6% growth, driven by state-led enrolment campaigns, improved school infrastructure, and more accurate tracking systems.

Table 7: District-wise enrolment in key southern states (thousands), In FY 2021

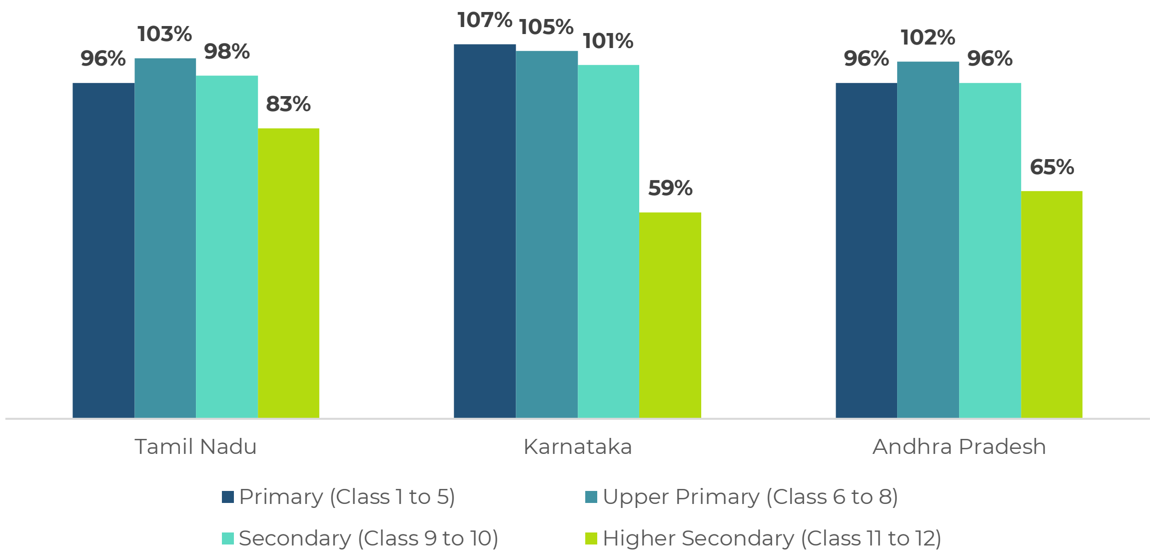
State	District	Enrolment in 2021
Tamil Nadu	Salem	327
	Madurai	296
	Tiruvannamalai	289
	Tiruchirappalli	285
	Tiruvallur	272
	Chennai	263
	Cuddalore	247
	Virudhunagar	240

	Coimbatore	240
	Thanjavur	237
Karnataka	Bengaluru	2101
	Ballari	591
	Kalburgi	575
	Belagavi chikkodi	560
	Vijayapura	551
	Mysuru	485
	Bagalkot	432
	Belagavi	431
	Raichur	430
	Dharwad	381
Andhra Pradesh	Kurnool	800
	Vishakhapatnam	792
	Guntur	795
	Kadapa	507
	Nellore	464

Source: Open Government Data (OGD) Platform India, Unified District Information System for Education (UDISE)
Note: Data is captured as of June 2025

- **Gross Enrolment Ratio (GER) across key southern states**

Figure 21: Gross Enrolment Ratio for key southern states (%), In FY 2024

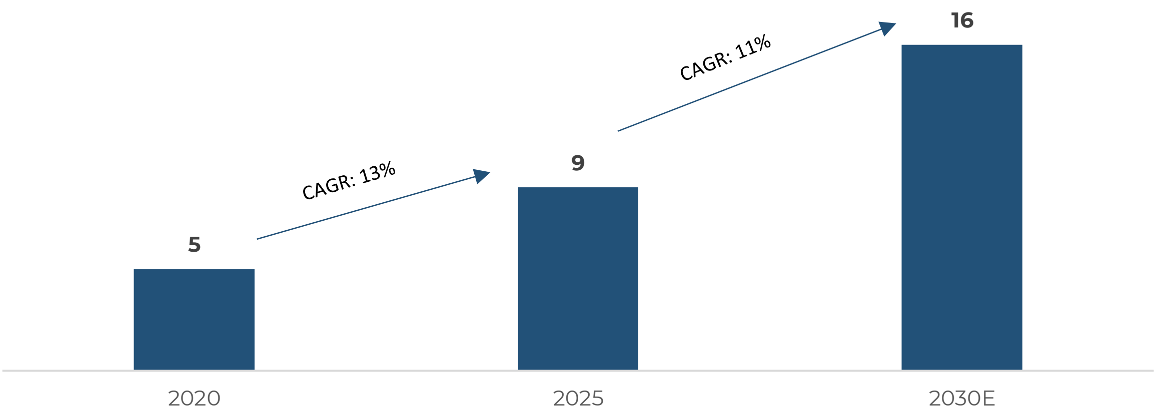


Source: Unified District Information System for Education (UDISE)
Note: Data is captured from the UDISE annual reports, available as of June 2025

In the southern region's top three states, Tamil Nadu, Karnataka, and Andhra Pradesh, enrolment remains resilient through secondary before tapering at higher secondary. Regionally, southern states leverage decentralized school management and targeted incentives (e.g., free textbooks, midday meals in local languages) to sustain attendance through class 10.

Market size of K-12 education sector in India

Figure 22: K-12 education market size (₹ trillion), In FY



Source: Wazir Analysis
Note: E: Estimated

The K-12 education market in India, encompassing formal schooling from kindergarten through Grade 12, has exhibited steady growth, increasing from ₹ 5 trillion in FY 2020 to ₹ 9 trillion in FY 2025, at a CAGR of approximately 13%. The market is expected to further expand and reach an estimated ₹ 16 trillion by FY 2030 registering a projected CAGR of 11% over the forecast period.

This growth is supported by several structural and policy-led drivers. India's large school-age population and the increasing emphasis on quality education continue to fuel demand for formal schooling. The sector also benefits from progressive regulatory interventions, such as the Right to Education Act, which has played a pivotal role in improving enrolment levels across regions.

The New Education Policy (NEP) 2020 has further reinforced sectoral momentum by introducing reforms focused on foundational learning, skill development, vocational training, and digital education. Concurrently, significant investments in educational infrastructure, both public and private, have improved access and delivery, particularly in underserved urban and rural areas.

Increased private sector participation, rising parental aspirations, and the rapid adoption of digital learning solutions are collectively reshaping the K-12 education landscape, positioning it as a critical component of India's broader human capital development strategy.

Public & private per student expenditure of key states

Table 8: State-wise private and public spending per student in elementary education (₹), In FY

State	2012			2022			CAGR% of Total
	Public	Private	Total	Public	Private*	Total	
Andhra Pradesh	6,262	3,109	9, 371	15,050	8,065	23,115	9%
Assam	7,507	2,250	9,757	13,261	5,835	19,096	7%
Bihar	3,624	1,131	4,755	3,741	2,935	6,676	3%
Chhattisgarh	9,296	1,505	10,801	19,335	3,903	23,238	8%
Gujarat	7,612	2,990	10,602	18,728	7,756	26,484	10%
Haryana	8,301	5,001	13,302	20,844	12,972	33,816	10%
Himachal Pradesh	17,059	4,383	21,442	40,838	11,369	52,207	9%
Jammu & Kashmir	8,574	3,982	12,556	28,290	10,329	38,629	12%
Jharkhand	4,620	1,258	5,878	11,530	3,264	14,794	10%
Karnataka	7,612	3,288	10,900	18,579	8,529	27,108	10%
Kerala	8,356	4,385	12,741	20,856	11,375	32,231	10%
Madhya Pradesh	6,069	1,330	7,399	19,246	3,449	22,695	12%
Maharashtra	8,215	3,724	11,939	21,285	9,659	30,944	10%
Odisha	6,410	1,684	8,094	14,807	4,367	19,174	9%
Punjab	3,775	4,760	8,535	10,830	12,347	23,177	11%
Rajasthan	7,062	2,516	9,578	10,890	6,525	17,415	6%
Tamil Nadu	6,021	4,618	10,639	16,933	11,977	28,910	11%

Uttarakhand	9,519	3,221	12,740	19,411	8,354	27,765	8%
Uttar Pradesh	4,228	1,792	6,020	13,955	4,648	18,603	12%
West Bengal	5,249	1,465	6,714	9,802	3,799	13,601	7%

Source: Unified District Information System for Education (UDISE), Ministry of Education
Note: *Estimated; Public per student expenditure is government spend per student; Private per student expenditure is household spend per student; Elementary Education makes up approximately 55% of total expenditure across all levels.

Between FY 2012 and FY 2022, per-student expenditure on elementary education (EE) across Indian states saw a significant increase, with total spending (public and private combined) growing at a CAGR ranging from 3% to 12%. States like Jammu & Kashmir, Uttar Pradesh, and Madhya Pradesh led with the highest CAGR of 12%, reflecting enhanced government outlays and rising private contributions. In contrast, Bihar recorded the lowest growth at 3%, indicating relatively limited progress in education investment. The trend reflects growing household prioritization of education alongside expanded government funding, underscoring a shift toward increased financial commitment to improving access and quality in school education nationwide.

Key trends and growth drivers

India's K-12 education sector is undergoing significant transformation, driven by policy reforms, technology adoption, and evolving societal needs. The following are the key trends and growth drivers:

- **Digital Transformation**: Integration of EdTech tools such as AI, VR/AR, and gamification is reshaping how education is delivered, enabling personalized, immersive, and accessible learning experiences. Platforms like DIKSHA have expanded digital reach across languages and regions.

- **Policy Reforms**: The National Education Policy (NEP) 2020 is a major driver, introducing a new 5+3+3+4 structure, promoting foundational learning, and focusing on multilingualism, holistic development, and skill-based education.

- **Increased Public Spending**: In the FY 2026 Union Budget, ₹ 0.50 trillion (39%) was allocated to School Education & Literacy, while ₹ 0.79 trillion (61%) was allocated to Higher Education to strengthen infrastructure, access, and quality.

- **Private Sector Participation**: Enhanced investments by private players and CSR initiatives (e.g., Karnataka's collaboration with corporates for school development) are accelerating infrastructure and quality improvements.

- **Focus on Holistic Education**: Curricula like Delhi's "Happiness Curriculum" and Maharashtra's mother-led early education (Nipun Maharashtra) reflect a broader emphasis on emotional well-being and community participation.

- **Urbanization and Rising Income**: Increasing urban population and middle-class aspirations are fuelling demand for private and international schools.

Overview of key regulations

India's K-12 education sector operates under a structured regulatory framework governed by both central and state-level authorities. The key regulatory components include:

- **RTE Act, 2009**: Ensures free and compulsory education for ages 6–14. Sets norms for infrastructure, pupil-teacher ratio, and mandates 25% seat reservation for disadvantaged students in private unaided schools.
- **School Board Affiliation Norms:**
  - CBSE: Requires specific land, safety, staff, and infrastructure standards.
  - CISCE & State Boards: Similar norms with local variations.
  - IB/Cambridge: Must comply with Indian legal and registration norms.
- **Fee Regulation Acts**: Multiple states (e.g., Tamil Nadu, Maharashtra, Gujarat) have enacted legislation to regulate school fees, prevent arbitrary hikes, and mandate transparency in fee structures.
- **National Education Policy (NEP) 2020:** Framework introducing 5+3+3+4 structure, promotes foundational skills, multilingualism, and holistic development.
- **Safety and Compliance Norms:** Schools must meet standards under fire safety, building codes, sanitation, and child protection as per state education department guidelines and Supreme Court directives.

Commerce test preparation segment

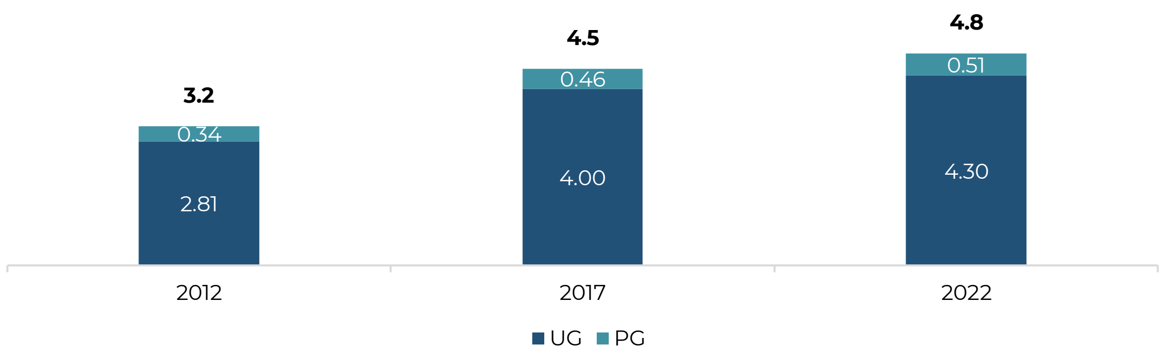
Overview of commerce test preparation in India

Commerce education in India has rapidly evolved into a prestigious trajectory, unlocking roles in banking, corporate finance, and global consultancy. Students are increasingly opting for undergraduate and postgraduate commerce programs. Moreover, a growing cohort of students prepare for competitive certifications both domestic and foreign, such as Chartered Accountant (CA), Company Secretary (CS), Cost and Management Accountant (CMA), Association of Chartered Certified Accountants (ACCA), Chartered Financial Analyst (CFA), and Certified Public Accountant (CPA).

These examinations demand both theoretical and practical understanding. To meet these challenges, a diverse support network has flourished, encompassing in-person instruction, digital learning platforms, and hybrid models tailored to varying needs and geographies.

Enrolment trends in the commerce stream

Figure 23: Commerce stream enrolment trends in higher education (million), In FY



Source: All India Survey on Higher Education (AISHE), Ministry of Education
Note: Data is captured from the AISHE annual reports, available as of June 2025

Student enrolment in the commerce stream has witnessed a steady increase over the past decade, growing from 3.2 million in FY 2012 to 4.8 million in FY 2022. The growth has been primarily driven by undergraduate enrolments, which rose from 2.8 million to 4.3 million during this period. Postgraduate enrolments also grew moderately, from 0.34 million in FY 2012 to 0.51 million in FY 2022. This upward trend reflects sustained interest in commerce education, supported by expanding higher education infrastructure and employment linked opportunities in finance, business, and allied sectors.

Key commerce exams

The commerce test preparation market in India comprises a wide range of certification programs, both domestic and international, that equip candidates with domain expertise in accounting, finance, taxation, corporate governance, and related disciplines. These programs are characterized by rigorous curricula, multi-stage examination processes, and a combination of academic knowledge and practical experience requirements. The key certification programs in the commerce test prep market include:

Table 9: Competitive & certification exams for commerce students

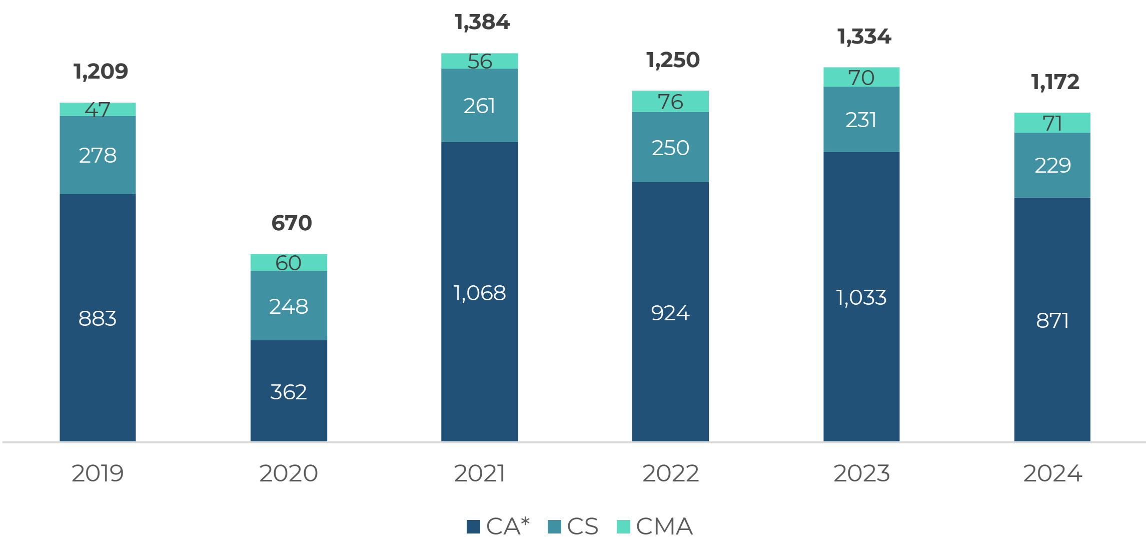
Certification	Governing Body	Focus Areas
Chartered Accountant (CA)	Institute of Chartered Accountants of India (ICAI)	Accounting, auditing, taxation, corporate laws
Association of Chartered Certified Accountants (ACCA)	ACCA Global (UK)	Financial and management accounting, IFRS
Cost And Management Accountant (CMA)	Institute of Cost Accountants of India (ICMAI)	Cost and Management Accounting, Financial Reporting

Chartered Financial Analyst (CFA)	CFA Institute, USA	Investment analysis, portfolio management, ethics
Certified Public Accountant (CPA-Ireland, Australia, USA)	Institute of Certified Public Accountants, Ireland; Certified Public Accountant, Australia; American Institute of Certified Public Accountants (AICPA)	Financial accounting and reporting, auditing, taxation, business law
Company Secretary (CS)	Institute of Company Secretaries of India (ICSI)	Corporate governance, company law, compliance
Chartered Institute of Management Accountants (CIMA – UK)	Chartered Institute of Management Accountants	Strategic management accounting, business leadership

Source: Secondary research

Trends of applicants across various commerce exams

Figure 24: Number of candidates appearing in commerce exams(thousand), In FY



Source: Institute of Chartered Accountants of India (ICAI), Institute of Company Secretaries of India (ICSI), Institute of Cost Accountants of India (ICMAI)
Note: Data is captured from the annual reports available as of June 2025; Data for CA is in CY

The number of students who appeared for key commerce professional exams such as CA, CS, and CMA remained resilient between FY 2019 and FY 2024, with the total peaking at 1.38 million in FY 2021 and stabilizing at 1.17 million in FY 2024. The increase during FY 2021 can be attributed to pent-up demand due to exam delays in FY 2020 caused by the COVID-19 pandemic, resulting in overlapping exam cycles and a temporary spike in volumes. CA consistently made up 75-80% of total applicants during this period, driven by its strong career linkage with finance and accounting roles. CS and CMA saw relatively smaller but stable volumes, with their intake shaped by regulatory demand for certified professionals in corporate compliance and cost accounting. The gradual decline post-FY 2021 reflects normalization after the pandemic backlog, rising awareness of alternative career paths beyond core commerce streams, and in some cases, challenging pass rates leading to drop-offs in repeat attempts.

Participation Trends in Global Commerce Certifications:

Table 10: No. of candidates appearing in international examinations, In FY 2024

ACCA	CFA	CPA
44,000	44,000	11,000

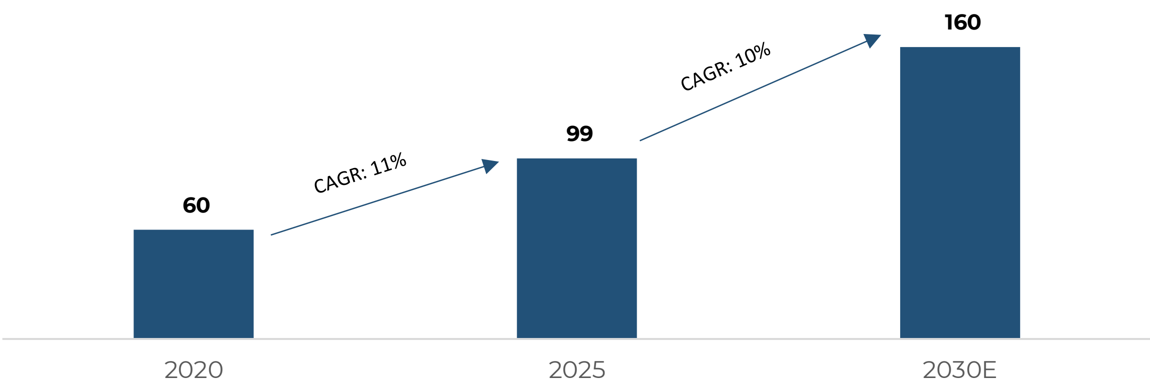
Source: Secondary research

In FY 2024, participation in globally recognized commerce qualifications from India remained modest compared to domestic exams, with 44,000 students each appearing for ACCA and CFA, and 11,000 for CPA. The relatively lower volumes are primarily due to high exam costs, global regulatory requirements, and limited domestic applicability in early-career roles. CFA saw steady demand, driven by aspirants targeting investment and asset management careers, while ACCA attracted commerce graduates looking for global mobility and recognition. CPA had the lowest participation, largely because of its strong linkage with US-specific accounting frameworks and more restrictive eligibility norms.

In FY 2024, participation from India in internationally recognized certifications remained significantly lower than domestic exam volumes, with 44,000 candidates each for ACCA and CFA, and 11,000 for CPA. Despite the smaller base, interest in these global credentials has been rising, particularly among students and professionals seeking international career pathways. The CPA program has seen notable traction, with candidate numbers growing from around 2,000 in FY 2020 to 11,000 in FY 2024. This growth is driven by the increasing presence of global capability centres in India, greater demand for US GAAP and SOX-compliant professionals, and expanded access through partnerships with Indian training providers. While ACCA appeals to those targeting accounting roles in multinational environments, CFA continues to attract aspirants inclined towards investment and financial analysis. However, factors such as high exam fees, regulatory prerequisites, and limited early-career utility continue to constrain large-scale adoption.

Market size of commerce test preparation segment

Figure 25: Commerce exam preparation market size (₹ billion), In FY



Source: Wazir analysis
Note: E: Estimated

The market size for commerce exam preparation in India has grown steadily from ₹ 60 billion in FY 2020 to ₹ 99 billion in FY 2025, registering a CAGR of about 11%. Going forward, the market is estimated to reach to ₹ 160 billion by FY 2030 with a CAGR of 10%. This segment includes preparation for professional courses such as Chartered Accountancy (CA), Company Secretary (CS), Cost and Management Accountancy (CMA), etc.

The growth in market is driven by increasing student interest in commerce as a career path, steady demand for certified professionals in finance and corporate governance, and rising enrolments in these programs. Additionally, the transition toward structured, tech-enabled learning formats and growing adoption in non-metro regions has further accelerated market growth.

Key players in the commerce test preparation segment

Table 11: Key players in the commerce test preparation segment

Key Players	Year of Establishment	Courses Offered	Key Locations
JK Shah Classes	1983	CA, CFA, CMA, ACCA, CPA	Mumbai
Nahata Professional Academy	1992	CA, CS	Indore
Navkar Institute	1997	CA, CMA, CS, CPA, ACCA, CFA	Ahmedabad
Vidya Sagar Institute	1998	CA, CMA, ACCA	Jaipur
Yeshas Academy	2004	CA, CS, ACCA, US CMA & CPA	Bangalore
Logic School of Management	2005	CA, CS, CMA, ACCA	Kochi
V'Smart Academy	2005	CA, CMA	Pune

Sanjay Saraf	2009	CA, CFA,	Kolkata
The Wallstreet School	2009	CFA, CMA, ACCA, CPA	Delhi
Tapasya College of Commerce & Management	2009	CA, CMA, ACCA, CS	Hyderabad
Swapnil Patni	2010	CA, CMA	Pune
KS Academy	2011	CA, ACCA	Chennai
Aldine CA	2014	CA, CFA	Delhi
Zell Education	2015	CA, CFA, CMA, ACCA, CPA	Mumbai
Unacademy	2015	CA, CFA	Online
BB Virtuals Student's Portal	2017	CA, CS, CMA	Mumbai
Indigo Learn	2017	CA, CFA, ACCA, CMA	Online

Source: Secondary Research

Key trends and growth drivers

The Indian commerce exam preparation market is growing rapidly, driven by increasing candidate enrolments, wider digital access beyond metros, and stronger industry demand for certified professionals. Key trends and growth drivers are outlined below:

- **Digital Delivery Driving Expansion Beyond Metros:** Digital and hybrid learning models are accelerating access to commerce exam prep in Tier 2 and Tier 3 regions. Platforms offering structured online content, live doubt solving, mock exams, and analytics-based feedback have enabled wider reach and affordability.
- **Structural Increase in Demand for Professional Commerce Certifications:** The shift in career aspirations among Indian commerce graduates towards globally recognized professional pathways is contributing to sustained demand for exam-focused coaching services. These certifications are increasingly seen as gateways to both domestic and international roles in finance, compliance, and audit.
- **Institutionalization and Strategic Partnerships:** Leading international certification bodies such as ACCA have entered academic partnerships with Indian universities and colleges, integrating preparatory content into commerce curricula. This has formalized demand and created embedded channels for exam preparation delivery.
- **Emergence of Niche and Specialized Coaching Providers:** Providers specializing in niche commerce certifications are growing rapidly as aspirants seek targeted coaching for international qualifications that promise global mobility.
- **Increasing Corporate Validation of Commerce Certifications:** Large accounting firms, multinational corporations, and financial services companies continue to validate commerce certifications as critical hiring criteria, thereby reinforcing aspirant interest and willingness to invest in structured coaching. This corporate demand also encourages exam prep providers to align their curricula with industry expectations.
- **Low pass rates heighten demand for coaching:** Professional commerce exams like CA, CFA, CMA, CS have notoriously steep pass criteria, often under 20%, and in some cases below 10% for combined groups. For instance, the CA Inter (Sept 2024) had roughly 15–16% pass rates per group, and just ~5.7% passing both groups. CA Foundation has stayed between 15–30% in recent years. CA Final sees less than 10% pass dual-group attempts. These low pass percentages highlight intense competition and drive candidates to invest heavily in structured coaching to boost their odds, fuelling growth in the test-prep market.
- **Youth boom & workforce pressure amplify demand for professional certification:** India's median age is just 29.5 years, with over 600 million people under 25. While approximately 5 million youngsters enter the workforce annually, formal-sector job creation remains limited, intensifying pressure to secure high-value professional qualifications. This demographic-plus-economic pressure sparks surge in test-prep demand—and coaching-as-a-lifeline—across India's student population.

Overview of key regulations

The Indian commerce exam preparation sector is not heavily regulated compared to other industries like finance or healthcare, but it is subject to general consumer protection laws and advertising regulations.

- **Statutory Oversight**: CA, CS, and CMA exams are governed by ICAI, ICSI, and ICMAI under Acts of Parliament. These bodies regulate exam structure, syllabus, and candidate eligibility but do not regulate coaching institutes directly.

- **No Formal Recognition for Coaching Institutes**: Coaching centres cannot claim affiliation or recognition from ICAI, ICSI, or ICMAI unless formally authorized. Unauthorized use of logos, names, or branding can attract legal action.

- **Advertising Restrictions**: ICAI and the Advertising Standards Council of India (ASCI) prohibit misleading promotional claims such as guaranteed ranks, inflated success rates, or impersonation of official endorsement.

- **Copyright and IP Compliance**: Use of official study material, mock tests, or past papers from ICAI, ICSI, or ICMAI without permission violates intellectual property rights and may result in legal consequences.

- **Exam Conduct Guidelines**: Coaching institutes are not involved in exam administration or result processing. Candidates are barred from using unapproved preparatory content during examinations.

- **Unregulated Fee Structures**: There is no government-imposed cap or fee standardization for coaching services. Institutes independently determine pricing and service offerings, leading to wide variation.

Government test preparation segment

Overview of government test preparation sector

In India, securing a public-sector position remains one of the most sought-after career achievements, offering not only reliable financial security but also a respected social standing. Each year, millions of aspirants devote months or even years to intense study, aiming to clear highly competitive examinations such as those conducted by the Union Public Service Commission (UPSC), the Staff Selection Commission (SSC), and various state and sectoral bodies. As syllabi evolve and aspirational pressures grow, this fierce competition has given rise to a broad network of preparatory resources designed to help candidates improve their chances of success. In the following overview, we will explore what drives so many to pursue government exams, outline the most prominent tests, examine the growing role of coaching, both in traditional classrooms and online, and highlight technological trends and public-private initiatives that seek to make preparation more accessible and equitable.

Key exams in government test preparation segment

Competitive examinations administered by government bodies are essential for recruiting candidates into public sector roles in India. They offer opportunities in administration, banking, railways, and other government services. Key exam conducting organizations include the Staff Selection Commission (SSC), the Union and State Public Service Commissions (UPSC/PSC), the Institute of Banking Personnel Selection (IBPS), and the Railway Recruitment Board (RRB), each with its own eligibility criteria and exam pattern tailored to specific roles.

Table 12: Key government tests in India by segment

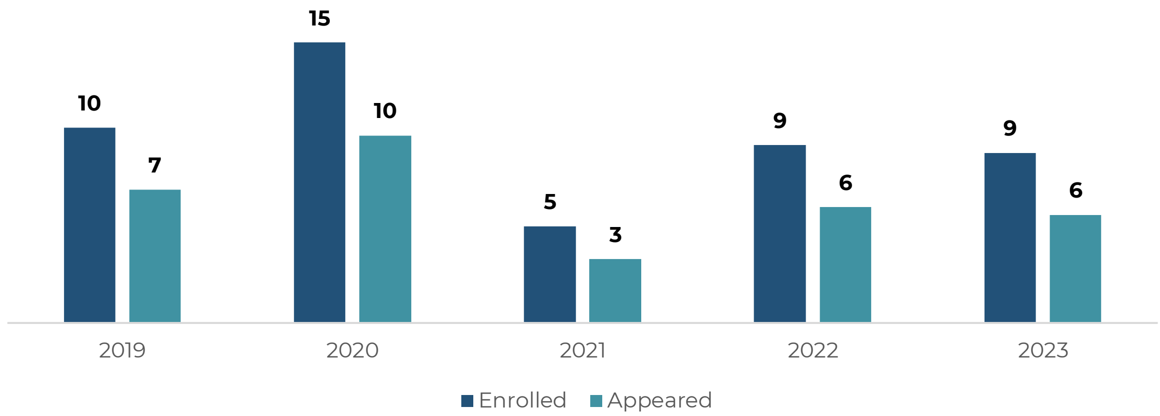
Segment	Major Exams	Recruiting Body
Banking	IBPS PO, SBI PO,	Institute of Banking Personnel Selection (IBPS)
Civil Services	UPSC, State PSCs	Union Public Service Commission (UPSC)
Staff Selection Commission (SSC) & Central Services	SSC CGL, SSC CHSL	Staff Selection Commission (SSC)
Railways	RRB NTPC, RRB JE	Railway Recruitment Boards (RRBs)

Source: Secondary research

Trends of applicants across major government exams

Banking: Institute of Banking Personnel Selection (IBPS) conducts the Common Recruitment Process (CRP) for various public-sector bank positions including Probationary Officers (PO), Clerks, and Specialist Officers on behalf of public-sector banks and regional rural banks. Each year, IBPS Common Recruitment Process (CRP) exams attract millions of aspirants seeking stable banking careers, with the recruitment cycle encompassing Preliminary, Mains, and (for PO and SO) interview stages to ensure merit-based selection.

Figure 26: Number of candidates for IBPS examinations (million), In FY

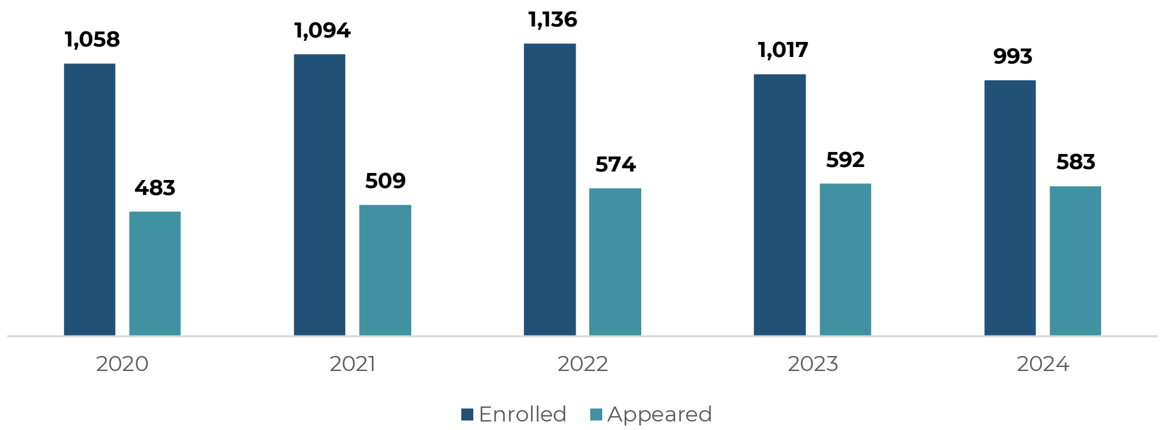


Source: Institute of Banking Personnel Selection (IBPS)

Between FY 2019 and FY 2023, applicant for IBPS exams exhibited notable volatility. The surge in FY 2020 was primarily driven by expansion of vacancies following asset-growth strategies in public-sector banks. However, in FY 2021, registrations plunged to approximately 5 million as exam schedules were deferred, application windows shortened, and many aspirants deferred attempts owing to continuing COVID-related disruptions and backlog in hiring approvals. In FY 2022, with exam calendars returning to normal and a renewed emphasis on digitization and branch network consolidation, applications recovered to around 9 million, a level that held steady in FY 2023. This stabilization reflects both sustained interest in government banking roles and the sector's moderated hiring plans post-pandemic.

Civil Services: The Civil Services Examination (CSE), conducted by the Union Public Service Commission (UPSC), is one of India's most prestigious and competitive government recruitment processes. It serves as the gateway to coveted positions in the Indian Administrative Service (IAS), Indian Police Service (IPS), Indian Foreign Service (IFS), and various other central services.

Figure 27: Number of candidates for UPSC examinations (thousand), In CY



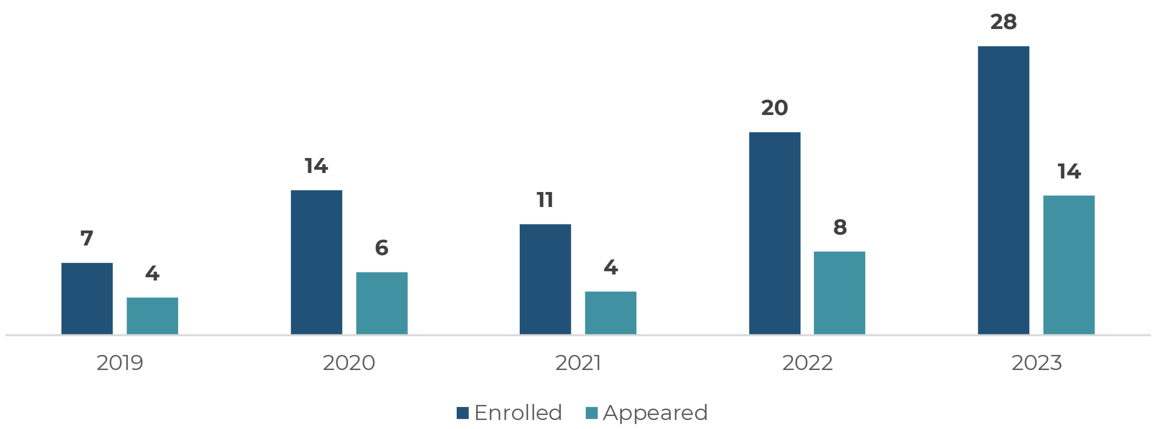
Source: Secondary research

Despite the disruptions of the pandemic, the Civil Services Examination (CSE) has continued to attract a steady pool of aspirants, reflecting its enduring prestige and appeal among government job seekers. Between CY 2020 and CY 2022, the number of applicants grew from 1,058 thousand to 1,136 thousand, driven by increased interest in stable careers during uncertain times. However, post 2022, a mild tapering is visible, with applications dropping to around 990 thousand enrolled candidates in CY 2024, due to UPSC's change in application policy and stricter enforcement of eligibility criteria possibly. Interestingly, the number of candidates appearing has improved post-COVID, indicating better exam preparedness and lower dropout rates at the application-to-appearance stage.

In addition to the UPSC, each Indian state conducts its own civil services examination through State Public Service Commissions such as UPPSC, TNPSC, and BPSC. These exams are held to recruit candidates for administrative, police, revenue, and various other state-level departments. They attract several lakhs applicants due to factors like regional language options, domicile-based reservations, and greater accessibility for local candidates. For example, UPPSC PCS prelims saw around 5.7 lakhs applicants and around 5.8 lakhs for the BPSC CCE exam.

Staff Selection Commission (SSC) & Central Services: Staff Selection Commission (SSC) conducts nationwide examinations, such as Combined Graduate Level (CGL), Combined Higher Secondary Level (CHSL), Multi-Tasking Staff (MTS), and Junior Engineer (JE) to recruit Group B and C (non-technical) personnel for various central government ministries and departments. Through written tests and, where applicable, skill or physical assessments, SSC ensures transparent, merit-based selection for thousands of administrative and support positions across India.

Figure 28: Number of candidates for SSC examinations (million), In FY



Source: Staff Selection Commission (SSC)

The SSC examination system has witnessed a significant surge in candidate enrolments over the past five years, reflecting its growing prominence as a preferred gateway to central government jobs. Between FY 2019 and FY 2023, enrolments expanded fourfold, rising from 7 million to 28 million. This sharp rise was driven by increased vacancies, consistent exam calendars post-COVID, and growing awareness among Tier 2 and Tier 3 aspirants.

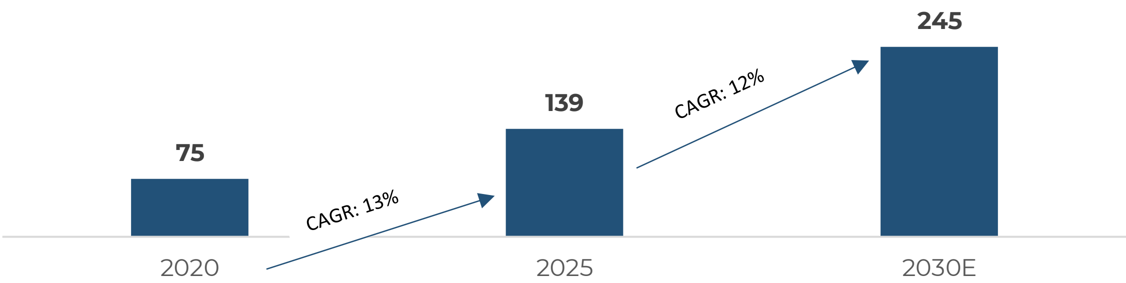
The number of candidates who appeared for the exams also increased from 4 million in FY 2019 to 14 million in FY 2023, indicating improved readiness and reduced dropout rates. The most notable jump occurred after FY 2021, coinciding with SSC's resumption of regular exam cycles and enhanced digital registration systems. This trend points to both an increasing aspirant base and a higher level of seriousness among applicants.

Railways: The Indian Railways, as one of the largest public sector employers globally, has historically attracted a massive volume of candidates for its recruitment examinations. The Railway Recruitment Board (RRB) conducts exams for a wide range of positions, including Non-Technical Popular Categories (NTPC), Group D, Junior Engineer (JE), Assistant Loco Pilot (ALP), Technician, and paramedical and ministerial staff, covering both graduate and 10+2 level qualifications. While no major exams were held between FY 2020 and FY 2021 due to the pandemic, the Railway Recruitment Board (RRB) saw a dramatic surge in applications when recruitment resumed.

In FY 2022, over 12.5 million candidates applied for the RRB Non-Technical Popular Categories (NTPC) exam, and approximately 4.7 million appeared. This translates to over 1.21 crore applications being submitted, with a significant number of candidates appearing for the Computer-Based Test. This spike reflects pent-up demand for secure government jobs, especially among youth in rural and semi-urban regions.

Market size of government test preparation in India

Figure 29: Government test preparation market size (₹ billion), In FY



Source: Wazir analysis
Note: E: Estimated

The government test preparation segment in India has increased from an estimated ₹ 75 billion in FY 2020 to around ₹ 139 billion in FY 2025, implying about 13% CAGR, driven by increasing number of candidates and availability of technology enabled coaching. The market is estimated to reach ₹ 245 billion by FY 2030 with CAGR of 12%. With wider internet access enabling online coaching, and growing awareness of structured learning benefits, this market is witnessing substantial growth. The major examinations within this market include SSC (e.g., CGL, CHSL, JE) for clerical and officer posts across ministries, Bank PO exams (notably IBPS PO and SBI PO) for junior management positions in public banks, and UPSC Civil Services (IAS/IPS/IFS, etc.), whose rigorous prelims, mains, and interview coaching commands a significant share of student interest and spend.

Prevalence of coaching for government exam prep in India
In India's high-stakes landscape of government examinations, coaching has become almost synonymous with preparation. The intense competition, ever-evolving syllabi, and the low success rates drive millions toward structured coaching environments.

Within the broader coaching industry in India, encompassing academic and professional exams, a substantial slice caters exclusively to government-exam aspirants. Coaching offered by both national chains and rural centres exists for every major exam, including UPSC, SSC, Banking etc. As the coaching industry in India has expanded, it has naturally clustered into specific geographic "hubs" where aspirants benefit from concentrated expertise, shared resources, and peer support.

Key government examination preparation hubs in India:

- **Rajendra Nagar, Mukherjee Nagar and Karol Bagh, Delhi**
  Delhi's coaching landscape centres on three specialized clusters: Rajendra Nagar, known as 'Delhi's UPSC factory,' hosts institutes like Vajiram & Ravi, Vision IAS, Drishti IAS etc., supported by 24×7 libraries and PGs. Mukherjee Nagar, just north, features over 100 UPSC-focused and Karol Bagh, famed for its markets, serves as the SSC/Banking hub with NextRanker, Vidya Guru, Koncept Academy, Career Launcher etc. offering affordable bilingual programs.
- **Anna Nagar, Chennai**
  Anna Nagar has emerged over the last decade as South India's equivalent of Delhi's Mukherjee Nagar, offering a more affordable UPSC coaching environment. With over 80 coaching centres it caters to aspirants from Tamil Nadu, Karnataka, Bihar, West Bengal, and beyond. Hostels, 24×7 libraries, internet cafés, and eateries cluster around 12th Main Road, creating a mini-township dedicated to civil-services preparation.
- **Pratap Nagar & Gopalpura, Jaipur**
  Pratap Nagar Coaching Hub was Inaugurated in September 2023 at a cost of nearly ₹ 228 crore; this sprawling complex covers 67,000 sqm. and can accommodate up to 224 institutes and 70,000 students. Despite worldclass infrastructure it remained largely unoccupied by mid-2024. Despite Pratap Nagar's promise, Jaipur's true coaching network remains concentrated in older enclaves such as Gopalpura (nearly 500 institutes), Malviya Nagar, and Lalkothi.

Key players in the government exam preparation market in India:

Table 13: Key players in the government exam preparation market in India

Exam Name	Institute Name	Primary Locations	Specialization
UPSC (Civil Services)	Vajiram & Ravi	New Delhi	Comprehensive Prelims + Mains test series; mentorship
	Vision IAS	New Delhi	Detailed answer writing- practice; structured mentorship
	Drishti IAS	New Delhi	Hindi medium & -English medium- current affairs modules
	Chanakya IAS Academy	New Delhi, Jaipur	Integrated Prelims, Mains strategy, extensive -doubt clearing
	Veranda IAS	Chennai	UPSC mentorship, test series, Tamil-medium programs
SSC (Combined Exams)	Paramount Coaching	New Delhi	Focus on SSC CGL/CHSL, All India- mock tests
	Top Grade Publications	Kolkata	SSC CGL, JE, CHSL, printed study materials
	Veranda RACE	Tamil Nadu, Kerala	SSC test series, bilingual courses, mentoring support
	Career Launcher	Pan India	IBPS PO, Clerk, SBI PO; hybrid classroom & online test series
Banking	Mahendra's Institute	Hyderabad, Bengaluru, Pune	Emphasis on quantitative aptitude, extensive online mocks
	Bankers Adda (Adda247)	Online	Daily quizzes, live classes, mobile app, sectional analytics
	Oliveboard	Online	IBPS mock tests; detailed analytics & adaptive quizzes
	Testbook	Online	Full syllabus video courses; adaptive mock tests
Railways	Gradeup (Byju's Exam Prep)	Online	Live doubt sessions; performance analytics
	Adda247	Online	Video lectures & e-notes-; sectional/final mock series
Digital Platforms	BYJU's Exam Prep	Online (Pan India-)	Live doubt classes; one-to-one- mentorship; analytics dashboard
	Unacademy	Online	Daily quizzes; live sessions; expansive question banks

Key trends and growth drivers

- **Youthful Demographics**: With a median age of 28.4 years, India has a substantial base of young aspirants seeking government employment, fuelling demand for test preparation services. It is poised to have the largest workforce in the world by 2030.
- **Intense Competition**: The limited number of government job vacancies relative to the number of applicants intensifies competition, prompting candidates to invest heavily in preparation, often over multiple years.
- **Rising Middle-Class Aspirations**: An expanding middle class with increasing disposable income is more willing to invest in education and test preparation to secure better employment opportunities.
- **Digital Transformation and Hybrid Learning**: The proliferation of affordable smartphones and increased internet penetration, especially in rural areas, has facilitated access to online test preparation platforms. Traditional coaching institutes are adopting hybrid models, combining online and offline education to offer flexibility and accessibility
- **Regulatory Developments**: States like Rajasthan have introduced legislation, such as the Rajasthan Coaching Centres (Control and Regulation) Bill, 2025, to regulate coaching centers, ensuring quality standards and safeguarding student interests.
- **Commercialization of Coaching Industry**: High fees of coaching services is making test prep less accessible to economically disadvantaged students.

Overview of key regulations

The government exam prep sector in India currently lacks a dedicated regulator and operates under a patchwork of broader legal and policy frameworks.

- **Consumer Protection Act, 2019:** Applicable to coaching centers for issues related to misleading advertisements, refund policies, and student grievances.

- **ASCI Advertising Guidelines:** Coaching institutes must follow the Advertising Standards Council of India norms to ensure fair and non-misleading marketing.
- **Draft EdTech Guidelines (2022):** Issued by MeitY as a voluntary code promoting transparency, data privacy, and grievance redressal for online education platforms.
- **IT Rules, 2021:** Regulate content moderation, user data protection, and grievance mechanisms for digital learning platforms under the IT Act.
- **State-Level Coaching Regulations:** Some states (e.g., Rajasthan, Bihar) have implemented rules on infrastructure, fee transparency, and safety for coaching centres.
- **Digital Personal Data Protection (DPDP) Act, 2023:** Governs personal data handling, requiring consent and security measures, especially impacting digital test prep platforms.

Vocational Education

Overview of vocational and executive education market in India

India is undergoing a skill transformation. As traditional degrees lose exclusivity and employability gaps widen, vocational and executive education have emerged as parallel engines of professional advancement.

- **Vocational education** is increasingly formalized, aimed at skilling youth for employment in priority sectors (e.g., healthcare, construction, retail, logistics). It is driven by state-led programs and industry collaborations.
- **Executive education** is evolving from niche B-school residencies to dynamic, modular, and digital-first formats enabling working professionals to upskill rapidly

Together, these segments are playing a vital role in bridging India's skill gap, with strong government push, rising industry partnerships, and digital delivery models accelerating adoption.

Government policies supporting growth of vocational education in India

Policy	Launch Year	Description
Atmanirbhar Bharat Abhiyan	2020	Promotes self-reliance by linking vocational education with emerging sectors like AI, data analytics, and green energy. Supports youth upskilling for future-ready jobs.
National Educational Alliance for Technology (NEAT)	2019	Enables collaboration between EdTech firms and the government to deliver affordable, quality skill development and enhances digital reach of vocational content.
National Apprenticeship Promotion Scheme (NAPS)	2016	Incentivizes industries to provide on-the-job training. Blends practical exposure with basic education, especially in sectors like auto, electricals, and electronics.
Digital India Programme	2015	Aims to enhance digital literacy and provide access to online courses and certifications through platforms like SWAYAM and DIKSHA, offering skill development opportunities in rural and urban areas.
National Skill Development Mission (NSDM)	2015	Scales up skill development efforts across the country and to impart training to one crore youth every year. It focuses on short-term certifications and apprenticeships to enhance employability across various sectors.

Source: Secondary research

Program landscape and leading players and courses

Vocational education and executive programs in India are delivered through a diverse mix of premier academic institutions, online platforms, corporate-led initiatives, and government programs. This multi-channel approach ensures access, flexibility, and relevance for a wide spectrum of working professionals across industries and career stages. While top-tier institutions provide academically rigorous and leadership-focused programs, online platforms offer flexible, skill-specific learning paths. Simultaneously, corporate and government-led interventions are shaping organizational and administrative capabilities at scale. The tables below summarize key players and their areas of specialization across these delivery modes.

- **Premier Academic Institutions**

Academic Institution	Specialization
Indian Institute of Management (IIM)	Executive MBA programs, Leadership Development, Finance, Marketing, Strategy, and Operations

Indian School of Business (ISB)	Executive education in Business Management, Leadership, Finance, and Digital Transformation
XLRI Jamshedpur	Human Resource Management (HRM), Business Management, Leadership Development
Indian Institute of Technology (IITs)	Executive Programs in Engineering & Technology, Project Management, Data Science, and AI
SP Jain Institute of Management	Executive MBA, Digital Transformation, Leadership, and Marketing

Source: Secondary research

- **Online Platforms**

Platform	Specialization
UpGrad	Data Science, AI/ML, Digital Marketing
Simplilearn	Cybersecurity, Cloud Computing, AI/ML
Coursera	AI/ML, Business Analytics, Leadership
LinkedIn Learning	Leadership, Project Management, Software Development
Zell Education	Finance, Investment Banking, Private Equity, Financial Modelling
Veranda Learning	AI, Cloud Computing, Analytics

Source: Secondary research

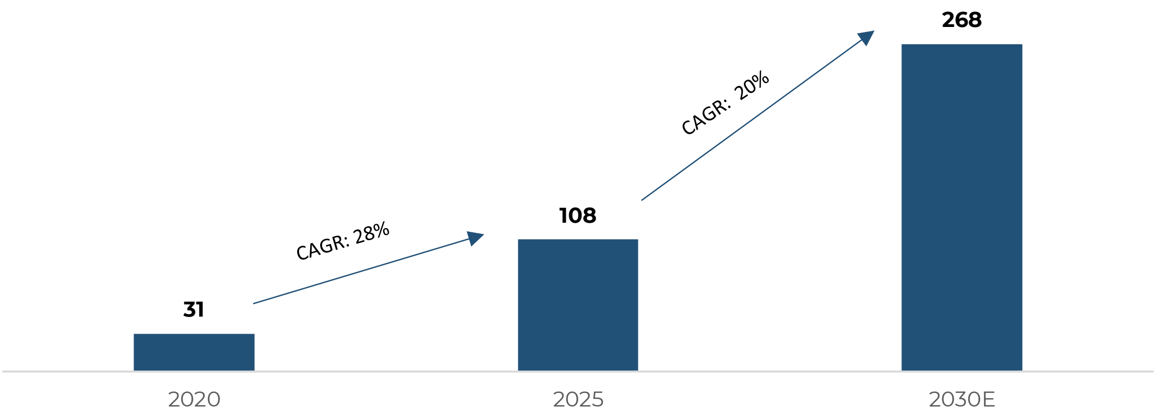
- **Government Programs**

Program/Initiative	Specialization
Skill India Digital Hub	AI, cloud computing, cybersecurity, entrepreneurship
Digital Infrastructure for Knowledge Sharing (DIKSHA)	Teacher training and vocational courses through digital infrastructure
Study Webs of Active-Learning for Young Aspiring Minds (SWAYAM)	Engineering, business, science, humanities, and vocational skills
Pradhan Mantri Kaushal Vikas Yojana (PMKVY)	Manufacturing, healthcare, retail, automotive

Source: Secondary research

Market size of vocational and executive education

Figure 30: Vocational and executive education in India market size (₹ billion), In FY



Source: Wazir Analysis
Note: E: Estimated

The vocational and executive education market in India has experienced substantial growth, expanding from ₹ 31 billion in FY 2020 to ₹ 108 billion in FY 2025, representing a strong CAGR of 28% over the five-year period. This growth trajectory is expected to sustain momentum, with the market projected to reach ₹ 268 billion by FY 2030, reflecting a CAGR of approximately 20% between FY 2025 and FY 2030.

The expansion of this segment has been underpinned by a combination of structural shifts rapid changes in technology and emergence of new sectors. Simultaneously, the executive education segment has witnessed accelerated demand, driven by the need for continuous upskilling among working professionals in response to technological disruption, digital transformation, and evolving business models. This demand has been further supported by increased corporate investment in leadership development and domain-specific learning, particularly in sectors such as finance and technology.

Market positioning of key brands in the segment

Table 14: Key players in the vocational and executive education segment

Company	No. of partner institutes	No. of courses offered	Offerings	
Jaro Education	34	239	• Online Education • Online PG/UG • General Management & Leadership • Strategy • Analytics & Data Science • Digital Marketing • Cybersecurity & Cloud Computing	• Finance & Banking • Supply Chain & Operations • Healthcare Management • Human Resource Management • Product Management • Technology & Analytics • Doctoral Programs
Veranda Learning	-	222	• Artificial Intelligence • BI & Visualisation • Cloud Computing • DevOps • Data Science • Cyber Security • Big Data	• Premium Executive Diploma • International Degree Programmes • Premium Executive Certificates
UpGrad	-	208	• MBA • Data Science & Analytics • Doctoral Programs • Software & Technology • Marketing	• Law • Online UG/PG • Artificial Intelligence & Machine Learning
Timespro	25	208	• Banking & Finance • General Management • Leadership & Strategy • Operations & Supply Chain • Technology & Analytics • Human Resources • Hospitality	• Innovation & Transformation • MBA • Web 3.0 • Healthcare • Law • Marketing & Sales • Product Management
Intellipaat	15	94	• Data Science & Business Analytics • Cloud Computing • BI and Databases • Cyber Security • Programming and UI/UX	• Salesforce • Digital Marketing • Testing • Degree Programs • Management
Talent Edge	30+	86	• Data Science & Business Analytics • Artificial Intelligence & Machine Learning • Management	• Cyber Security • Software Development • Digital Marketing • Design Thinking • Electric Vehicle
Eruditas (Emeritus)	42	75+	• Leadership & Management • Data Science & Technology	• Digital Transformation • Banking and Finance
Great Learning	14	54	• Data Science & Business Analytics • Artificial Intelligence & Machine Learning • Management • Cloud Computing	• Cyber Security • Software Development • Digital Marketing • Design Thinking • Electric Vehicle
Simplilearn	12	52	• Management • Arts & Humanities • Travel & Tourism • Emerging Technology	• Mass Media & Journalism • Finance & Commerce • Information & Communication Technology

TalentSprint	15	44	• Certificate Programs • IITK e-Master's Degree	• IIITH Online Master's • PG Diploma
Imarticus Learnings	15	43	• Finance • Analytics • Technology	• Marketing • Management
NIIT	-	31	• Technology • Digital Marketing	• Banking & Finance
Aptech	-	29	• Software & Application Development • Data Science, AI & Visualization	• Digital Marketing & E-commerce • Finance, Accounting & MIS • Emerging Technologies
Physics Wallah Skills	12	28	• Data Science and Analytics • Software & Application Development	• Digital Marketing with AI • Banking and Finance • Programming • Product Management
361 Degree Minds (Career Launcher)	12	25	• Online MBA • Online MCA • Finance • Hospital & Healthcare Management	• Online BBA • Data Science & Business Analytics • Communicative English
UNIVO	-	8	• Management • Arts & Humanities • Travel & Tourism • Emerging Technology	• Mass Media & Journalism • Finance & Commerce • Information & Communication Technology
UNext	3	2	• Management • Data Science	• Cloud Computing

Source: Secondary Research

Key trends and growth drivers

India's vocational education sector is primarily driven by the rising demand for upskilling and vocational education in sectors like technology, management, and finance, as well as the increasing need to addres s skill gaps in the workforce.

- **AI-Powered Learning:** Artificial intelligence (AI) is transforming the education landscape by enhancing learning experiences and offering personalized support to students. Generative AI is being utilized to create content, while Conversational AI tools like chatbots and voice assistants provide tailored assistance. A Team Lease EdTech survey found that 64.87% of educators advocate using AI to personalize education and improve learning outcomes.
- **Extended Reality (XR) and Virtual Labs:** Extended Reality (XR), including Virtual Reality (VR) and Augmented Reality (AR), is making learning interactive and immersive. Virtual labs allow students to perform practical experiments in a risk-free digital environment. Initiatives like Virtual Labs by IIT Delhi and government platforms like DIKSHA are making it easier for students to experience hands-on learning, enhancing skill development in technical fields such as engineering, science, and medicine.
- **Gamification in Learning:** The integration of gamification in education has proven to increase student engagement and retention. Tools like Kahoot! FunBrain, and Race to Ratify make learning enjoyable and interactive, fostering innovation and participation. Gamified learning experiences are increasingly popular in vocational training, where engaging students in complex subjects becomes crucial.
- **Affordability and Accessibility:** The Indian education landscape faces challenges due to language barriers and socio-economic diversity. However, EdTech platforms are overcoming these barriers by offering multilingual content and affordable courses, ensuring that quality education is accessible to a broader audience.
- **Growing Demand for Upskilling:** With the increasing pace of automation and digitization, professionals are turning to EdTech platforms to acquire new skills. Online skill courses offer flexibility, affordability, and shorter completion times, making them ideal for job seekers and professionals aiming to stay competitive in the job market. The upskilling trend is especially strong in sectors like AI, cloud computing, cybersecurity, and data science.

Overview of key regulations

- **Mandatory Registration and Licensing**: Coaching centres must register with designated authorities and obtain a license to operate. Unregistered centres are liable for penalties and closure.
- **Infrastructure and Faculty Requirements**: Centres are required to maintain minimum classroom infrastructure and employ only qualified teaching staff (minimum graduate level).
- **Age and Admission Norms**: Only students aged 16 years and above or those who have completed secondary education are eligible for enrolment to prevent early academic pressure.
- **Transparent Fee Policies**: Institutions must disclose full fee structures upfront and provide proportionate refunds if a student withdraws before completion.
- **Misleading Advertising Regulations**: Promotional claims must be factual and verifiable. Misleading advertisements such as job guarantees or unrecognized certificates are prohibited and monitored by the Central Consumer Protection Authority (CCPA).
- **Student Support Services**: Centres are required to offer psychological counselling, career guidance, and establish formal grievance redressal mechanisms with time-bound resolutions.
- **Monitoring and Enforcement**: Regulatory bodies have the authority to inspect centres, impose fines, suspend operations, and cancel licenses in cases of non-compliance. State Acts like those in Haryana and Rajasthan empower district-level committees to act with quasi-judicial powers.

OUR BUSINESS

Some information in this section, including information with respect to our business plans and strategies, contain forward-looking statements that reflect the current view of our management and involve risks and uncertainties. Investors should read "Forward-Looking Statements" beginning on page 20 of this Placement Document for a discussion of the risks and uncertainties related to those statements and also "Risk Factors", "Financial statement" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 49, 235 and 92, respectively of this Placement Document, for a discussion of important factors that may affect our business, financial condition or results from operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our Company's Financial Year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular fiscal year are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial statement included herein is based on or derived from our Financial Statements included in this Placement Document. For further information, see "Financial statement" beginning on page 235 of this Placement Document. Additionally, please refer to "Definitions and Abbreviations" on page 24 of this Placement Document for certain terms used in this section.

Unless the context otherwise requires, a reference to our "Company" refers to "Veranda Learning Solutions Limited" and a reference to "we", "us" and "our" refers to our Company and our Subsidiaries.

*Unless otherwise indicated, industry and market data used in this section has been derived from the Company commissioned report titled "Indian Education Sector 2025" dated June 20, 2025 prepared and issued by Wazir Advisors Private Limited (the "**Wazir Report**") commissioned by and paid for by us in connection with the Issue. Wazir Advisors Private Limited was appointed by the Company on May 27, 2025 for purposes of commissioning the report for the Issue and Wazir Advisors Private Limited is not in any way related to our Company, its Directors, its Promoters or the BRLM. Unless otherwise indicated, all financial, operational, industry and related information derived from the Wazir Report and included herein with respect to any particular year refers to such information for the relevant fiscal. For more information, see "Risk Factors – Risk Factor 39 - Certain sections of this Placement Document contain information from the Wazir Report which we commissioned and purchased and any reliance on such information for making an investment decision in the Issue is subject to inherent risks." on page 67 of this Placement Document. Also see "**Presentation of Financial and Other Information**" and "**Industry and market data**" on page 15 and 18 of this Placement Document.*

Overview

Our Company and its subsidiaries are engaged in the business of educational services and offering diversified and integrated learning solutions in online, offline hybrid and offline blended models to students, professional career aspirants, graduates, professionals and working professionals enrolled with our courses through multitude of career-defining competitive exams, professional courses, exam-oriented courses, short term upskilling and reskilling courses. We provide comprehensive long term and short term preparatory courses in a simplified and easy-to-understand manner for students at various levels including those aspirants preparing for exams such as UPSC, State Public Service Commission, Staff Selection Commission, Banking, Insurance, Railways, Software upskilling and Chartered Accountancy, etc. We also provide customised short term skilling courses, long term courses and other corporate courses to aspirants and working professionals. Along with direct engagement with working professionals, we also deliver these courses through our B2B offerings.

With the aim of making quality education accessible at an affordable cost, we primarily provide our services through various learning formats including online, offline hybrid and offline blended learning models. Our offline hybrid learning model involves classroom teaching supported with online assessments and access to self-paced learning material to enhance recall and retention. Our offline blended model involves a mix of online content and offline delivery, wherein the centre delivers online study materials together with traditional class room sessions. Our offline hybrid and offline blended learning models offer traditional class room experience of personal mentoring from experienced mentors along with highly curated digital content and online assessments.

Our tech-infused online learning model allows Students to engage in self-paced inclusive and individualised learning experience without being hindered by the restriction of needing to be present in a physical classroom. Our online learning model comprises recorded videos and online live instructor led learning mode. We also focus on delivering specific courses in regional languages to better reach out to students of Tier 2 and 3 cities and rural areas.

The table sets forth below provides a summary of financial performance of the Company, as of and for the corresponding periods:

(*₹ in lakhs else mentioned in brackets*)

Particular	Fiscal 2025	Fiscal 2024	Fiscal 2023
Revenue from Operations[1]	47,086.56	36,173.06	16,135.67
Revenue Growth (%)[2]	30.17%	124.18%	115.00%
EBITDA[3]	8,331.17	6,228.65	(3,367.23)
EBITDA Margin (%)[4]	17.69%	17.22%	(20.87%)
PAT[5]	(25,165.04)	(7,708.71)	(7,921.37)
PAT Margin (%)[6]	(53.44%)	(21.31%)	(49.09%)
Total Enrolment (Numbers)[7]	2,58,403.00	1,58,407.00	91,667.00

Notes:
1. *Revenue from Operations means the revenue from operations as appearing in the Audited Consolidated Financial Statements.*
2. *Revenue Growth (%) means the percentage increase in Revenue from Operations during the current financial year as compared to the previous financial year*
3. *EBITDA is calculated as profit/(loss) for the year, plus total tax expense/(credit) for the year, finance costs and depreciation and amortization expenses.*
4. *EBITDA Margin (%) is computed as EBITDA divided by revenue from operations.*
5. *PAT means the profit/(loss) after tax as appearing in the Audited Consolidated Financial Statements.*
6. *PAT Margin (%) is computed as PAT divided by revenue from operations.*
7. *Total Enrolment (Numbers) are the total number of new students who have registered or signed up for courses during the period*

Further, vertical wise revenue for Fiscal 2025, Fiscal 2024 and Fiscal 2023 set forth below in the following table

Verticals	Fiscal 2025		Fiscal 2024		Fiscal 2023	
	Amount (₹ in lakhs)	Percentage of revenue from operations %	Amount (₹ in lakhs)	Percentage of revenue from operations %	Amount (₹ in lakhs)	Percentage of revenue from operations %
Academic	2,230.30	4.74%	380.00	1.05%	-	0.00%
Commerce Test preparation	19,533.43	41.48%	12,192.86	33.71%	3,027.94	18.77%
Government Test preparation	13,249.08	28.14%	10,668.38	29.49%	4,970.42	30.80%
Vocational	11,227.60	23.84%	12,091.03	33.43%	8,128.10	50.37%
Others	5,270.64	11.19%	4,293.41	11.87%	1,945.81	12.06%
Eliminations / Additions	(4,424.49)	(9.40%)	(3,452.62)	(9.54%)	(1,936.60)	(12.00%)
Total Revenue from Operations	**47,086.56**	**100.00%**	**36,173.06**	**100.00%**	**16,135.67**	**100.00%**

Note: All verticals mentioned in the table above are defined in the below paragraph

Keeping in mind diverse needs and learning requirements of various students, aspirants and professionals, the Company has been strategically structured across 4 key verticals namely (1) Academic, (2) Commerce Test Preparation, (3) Government Test Preparation and (4) Vocational. Businesses through our 19 subsidiaries / step down subsidiaries are classified within these four verticals. Each of these verticals house various brands and addresses a distinct segment of the education and skill development ecosystem, enabling the Company to offer focused and specialized learning solutions. The following section provides details about the various verticals.

1. Academic

The Academic vertical is dedicated to offering managed school services .We also have strategic partnerships with Cambridge, aiming to transform both new and existing schools into Cambridge International Schools. In this vertical, we operate through **Veranda Learning Solutions Limited**.

1.1. Veranda Learning Solutions Limited

Veranda Learning Solutions Limited caters to K–12 education (kindergarten through 12th grade) by providing support services for setting up as well as managing academic and administrative services for CBSE-affiliated and international schools in India.

Veranda Learning Solutions Limited K-12 segment encompasses a network of five CBSE-affiliated schools and two international schools affiliated with the Cambridge Assessment International Education (CAIE) board. These institutions are designed to provide high-quality, well-rounded education from the foundational years through to higher secondary levels, catering to diverse student base with a focus on academic excellence, all round development, and global exposure.

Brand Logo :
Website: https://verandak12.com

2. Commerce Test Preparation

Commerce Test Preparation vertical caters the need of aspirants who are eyeing professional training to advance their careers through commerce-related professional courses, that include CA, CMA, CS, ACCA. These courses are offered through offline, online, and hybrid delivery modes.

Following are our brands within this vertical which are well established players in their sub segments, consistently achieving and improving results year after year, with the overarching vision to establish Veranda as one of India's largest commerce training providers.

2.1. JK Shah Classes

In October 2022, Veranda forayed into a knowledge intensive segment of high-demand commerce related test preparatory courses through acquisition of one of India's premier CA test-prep institutes, J. K. Shah Classes. J. K. Shah Classes has been in coaching to CA, CS, and CMA aspirants for the last 39 years.

Brand Logo :
Website:https://jkshahclasses.com

2.2. Logic School of Management

Logic School of Management is a well-established and recognized institution specializing in training students for globally respected finance and accounting credentials, including ACCA (Association of Chartered Certified Accountants), CMA (Certified Management Accountant – US), and CPA (Certified Public Accountant). With a strong commitment to academic excellence and professional success, Logic School of Management offers flexible learning options through both in-class and online formats, ensuring accessibility for a wide range of learners.

Logic School of Management, founded in 2005, is a commerce and finance coaching institute that offers a broad spectrum of professional courses, including integrated programs like B.Com + ACCA, MBA + ACCA, and M.Com + CPA, catering to students at different stages of their academic and career journeys.

Brand Logo:

Website: https://logiceducation.org

2.3. BB Virtuals

Veranda has further strengthened its position in the professional commerce education segment by acquiring BB Virtuals in February 2025. BB Virtuals is a leading online platform for Chartered Accountancy, Company Secretary and Cost and Management Accountancy aspirants founded by renowned educator CA Bhanwar Borana. With over 12 years of teaching experience, CA Bhanwar Borana has mentored more than 2 lakh students and produced over 500 All India Rank Holders, establishing BB Virtuals as a trusted name in CA preparation. With a strong focus on online delivery, BB Virtuals adds a digital dimension to Veranda's offerings, catering to the growing demand for flexible, technology-driven learning solutions.

Brand Logo :
Website: https://www.bbvirtuals.com

2.4. Navkar

Navkar Institute, founded by educator CA, CMA Hitesh Shah, is an established offline platform for CA aspirants in Gujarat. With over 17 years of teaching experience, Hitesh Shah has built a strong reputation in the education sector. Under his leadership, the institute has become a prominent provider of professional education, specializing in courses for CA, CS, CMA, CPA, and ACCA. The Company acquired 65% shareholding of Navkar Institute in February 2025.

Brand Logo: NAVKAR INSTITUTE

Website: https://www.navkardigitalinstitute.com

2.5. Tapasya

Tapasya offers services in various areas to junior colleges and other educational institutions in Telangana and Karnataka. Tapasya is present in 14 locations and has been providing services to more than 24 colleges, with over 15,000 students. These colleges offers Intermediate/ PU College graduation courses like B.Com, BBA as well as degree and professional courses like CA and CMA, as well as integrated programs. Tapasya Commerce has helped over 5,000 students secure placements, highlighting its commitment to building successful careers for commerce professionals.

Brand Logo: TAPASYA COLLEGE OF COMMERCE & MANAGEMENT

Website: https://www.tapasyaedu.com

3. Government Test Preparation

The Veranda Government Test Preparation vertical provides training to prepare for a wide range of prestigious government examinations such as civil services exams (TNPSC, UPSC, KPSC, etc), RRB, SSC, various banking recruitment examinations, etc. Our comprehensive programs are designed to equip students with the knowledge, skills, and strategies required to succeed in these highly competitive tests.

Following are our brands within this vertical which are well recognized players in their sub segments:

3.1. Veranda Race Learning Solutions (VRLS)

Veranda RACE is a well-established coaching institute that provides specialized training for various competitive government examinations in India. It is particularly renowned for its result-oriented approach and innovative teaching methods, designed to help students succeed in highly competitive exams such as Banking exams, Staff Selection Commission (SSC) exams, TNPSC Exams and other Government exams.

Brand Logo: Veranda | RACE

Website: https://verandarace.com

3.2. Veranda IAS

Veranda IAS offers comprehensive coaching for the UPSC Examination, one of the most prestigious and competitive exams in India. Designed to cater to diverse learning needs, Veranda IAS provides structured preparation through multiple formats such as residential programs, online live Classes, Test series to UPSC and TNPSC Group 1 aspirants.

Brand Logo: Veranda | IAS

Website: https://verandaias.com

3.3. Neyyar Education

Neyyar Education Private Limited, headquartered in Thiruvananthapuram, is an educational enterprise based out of Kerala, specializing in competitive exam preparation and educational and books publishing. The Company acquired Neyyar Education Private Limited in May 2023 as a part of natural extension of business.

Brand Logo:
Website: https://veranda.talentkerala.com//

3.4. Neyyar Academy

Neyyar Academy is a premier coaching institute dedicated to preparing students for state and central government competitive exams in Kerala. With a strong presence in Kerala, it delivers direct classroom and online training designed to build exam readiness and improve success rates. It is particularly renowned for its result-oriented approach and innovative teaching methods, designed to help students succeed in highly competitive exams such as Banking exams, Staff Selection Commission (SSC) exams, Teacher eligibility Test (TET) and other Government exams. Along with Neyyar Education as stated above, the Company acquired Neyyar Academy Private Limited in May 2023.

Brand Logo:
Website: https://veranda.talentkerala.com/

4. Vocational

The Vocational vertical consists of the various brands under Veranda that offers complementary upskilling and other vocational services to students and professionals throughout their educational and professional journey.

4.1. Brain4ce Learning Solutions Private Limited ("Brain4ce")

In September 2021, the Company acquired entire stake of Brain4ce (brand name "Edureka"), a recognized leader in online education for technology professionals. Brain4ce has established itself as one of the largest online platforms with a strong presence on YouTube, boasting over 4.3 million subscribers as on date. The platform serves a global audience, addressing markets in India, the United States, and the Rest of the World (ROW). Brain4ce has also formed strategic partnerships with renowned institutions such as Purdue University, Cambridge University, Illinois Institute of Technology, and IIT Guwahati to offer postgraduate programs, further enhancing its value proposition.

Through its online live Instructor-led service model, Brain4ce provides academic learning, professional skilling, and corporate training services in high-demand technology domains, including Full Stack Web Development, CISSP, AI/ML, and Cloud Computing. The growing digital penetration and hybrid working model have enabled Brain4ce to tap into new talent from Tier 2 and Tier 3 cities, fostering greater access to upskilling opportunities and strengthening its position in the global education market

Brand Logo:
Website: https://www.edureka.co

4.2. Veranda Higher Education (Veranda Management Learning Solutions)

Veranda Higher Education ("**Veranda HigherEd**"), launched in August 2022, offers long-term degrees and certification programs in collaboration with prestigious institutions, business schools and Universities in India and Abroad. In India Veranda HigherEd has partnered and launched courses with educational institutions like IIM Kozhikode, IIM Lucknow, IIM Raipur, IIM Shillong, XLRI, Goa Institute of Management, Sastra University, Chitkara University, Jagannath University etc. amongst others. It has also partnered with international institutions such as European Global Institute of Innovation and Technology (EU Global), Malta, European Institute of Management & Technology (EIMT), Switzerland & France, Birchwood University, USA, Rushford Business School (Switzerland) etc to offer international post graduate degree and doctoral programmes. It is in the process of completing tie-ups with other international universities to offer long term degree and certification programs.

The business unit, in partnership with academic institutions offers programmes ranging from UG courses like B.Com, PG degrees like MBA, MCA, MSc, MS etc. to Doctorate programmes. It targets fresh college graduates, working professionals (early to senior), thus covering major segments of the higher education target audience. The business has been able to ramp up the team and university partnerships quickly.

Brand Logo:
Website: https://verandahighered.com

4.3. Six Phrase

Six Phrase specializes in employability training, skill development, and career guidance, offering programs designed to enhance student readiness for the job market. Its service offerings include technical training in C, C++, Java, Python, Data Structures & Algorithms, and Competitive Programming, along with aptitude training, company-specific training, and interview preparedness. Operating in 9 states, Tamil Nadu, Six Phrase has tie-ups with 100+ engineering colleges.

The institution also provides new education programs in Java/Python Full Stack, AI & Machine Learning, Data Science, Cloud Computing, DevOps, and Cybersecurity. Additionally, it offers Integrated Subject Credit Programs, Placement-Assisted Training, and English Language & Soft Skills Training to ensure holistic student development. Six Phrase further enhances its value through specialized Finance Training and with digital platforms, bridging academia and industry. The Company acquired Six Phrase in May 2023 with objective of strengthening its portfolio and expanding its reach among educational institutions by offering other Veranda Group companies programs to Six Phrase customer colleges

Brand Logo:
Website: https://sixphrase.com

4.4. PHIRE

PHIRE is a dedicated career development platform that is focused on enhancing employability in the banking and finance sectors. Designed specifically for aspirants looking to build a future in the BFSI (Banking, Financial Services, and Insurance) industry, PHIRE delivers industry-aligned training programs that are practical, up-to-date, and tailored to market needs. By effectively bridging the gap between academic education and job readiness, PHIRE equips learners with the skills, knowledge, and confidence to succeed in competitive financial careers.

Brand Logo:
Website: https://course.phire.in/

Veranda Learning is one of the few education companies in India with cash-positive operations across multiple verticals—a key differentiator in a sector where scale often comes at the cost of profitability. Its structured, acquisition-led growth journey with a sharper, more focused model that balances operational efficiency with strategic diversification. Veranda has adopted a well-diversified model comprising online, offline, hybrid and blended models, thereby insulating its operations from any changes in the education industry and de-risking its revenue model.

Track records of strategic acquisitions and major achievements of our Company

In the past we have maintained a track record of strategic acquisitions for facilitating business expansions of our Company, the details of the same are provided below:

Particulars	Details of Acquisition/arrangement	Details of operations
Acquisition of Brain4ce Learning Solutions Private Limited	Pursuant to a Share Purchase Agreement dated August 30, 2021, our Company acquired 100% shareholding in Brain4ce Education Solutions Private Limited, commonly known by its brand name 'Edureka'.	Brain4ce Learning Solutions Private Limited, which was incorporated in 2011, offers academic learning, professional skilling and corporate training services in trending courses related to technologies. With the acquisition of Brain4ce

Particulars	Details of Acquisition/arrangement	Details of operations
		Learning Solutions Private Limited, our Company expanded its presence in software education and in global markets, particularly, the United States.
Acquisition of brand, content, intellectual property rights of Chennai Race by Veranda Race	In December 2020, our Company, through its wholly-owned subsidiary, Veranda Race, acquired the brand, content and education materials from Chennai Race.	Chennai Race was incorporated in 2016 and was engaged in the business of running coaching institutes in Tamil Nadu, Kerala and Punjab. With the said acquisition of the brand, content, intellectual property rights of Chennai Race, our Company expanded its operations.
Listing in the stock exchanges	Veranda Learning Solutions got listed at the Stock Exchanges (NSE and BSE) on April 2022	The Initial Public Offering (IPO) of ₹ 200 Crores was oversubscribed 3.53 times
Signed MOU with TAHDCO	TAHDCO (the Tamil Nadu Adi Dravidar Housing and Development Corporation) signed a memorandum of understanding (MoU) with Veranda Learning Solutions in August 2022.	To train students from backward sections for jobs in bank and financial institutions.
Acquisition of J.K. Shah Classes	In October 2022, our company through its wholly owned subsidiary, VXLS acquired J.K. Shah Classes.	Through this arrangement, company would be able to strengthen its presence in the test preparation market, specifically in the commerce and professional course segments like CA, CS, and CMA.
Partnered with TNSDC	VLS partnered with TNSDC in August 2022	Objective of this arrangement was to Upskill TN youth through the Nan Mudhalvan scheme
Partnered with IIM Raipur, SHRM	Veranda Learning Solutions partnered with IIM Raipur, SHRM in November 2022	Pursuant to such arrangement, VLS launched an online Executive Post Graduate Programme in Management with a specialisation in Human Resource Management
Business Transfer Agreement with Chennai RACE	Company has entered into Business Transfer Agreement with Chennai RACE in January 2023	Pursuant to this arrangement, company would be able to strengthen its position in the competitive exam preparation segment, particularly for banking, SSC, and government job aspirants.
Academy for Civil Service Aspirants	Veranda IAS, a subsidiary of Veranda Learning Solutions launched the Academy for Civil Service Aspirants in February 2023	Holistic residential programme for civil service aspirants, in Chennai
VLS announced its association with seven businesses	VLS announced its association with Educare Infrastructure, Six Phrase, SmartBridge, Talent Academy, Talent Publications, Phire Learning, and BAssure	In order to gain deeper footprint in education space
Partnership with Illinios Tech	Veranda Learning joined forces with Illinois Tech, Chicago's sole technology focussed university on August, 2024	Offering courses in information technology
Acquisition of Tapasya Educational Institutions	Veranda Learning acquired 50.00% stake in Tapasya Educational Institutions (TEIPL) in January 2025	To expand into the commerce and integrated professional education segment at the junior and degree college level. Tapasya has a strong presence in Telangana and Andhra Pradesh with a robust offline network and reputation in commerce and CA coaching
Appointed as Associate Partner of Cambridge University Press	Cambridge University Press and Assessment India appointed Veranda Learning as its associate partner in	Veranda Learning will conduct recruitment, onboarding and supporting schools in the Cambridge

Particulars	Details of Acquisition/arrangement	Details of operations
	India in February 2024	community with a specific focus on tier 2 and tier 3 cities.
Strategic agreement with Pearson	Veranda Learning entered into a strategic agreement with Pearson in April 2024	Pursuant to this arrangement, Veranda Learning could synergise their expertise in content creation and delivery of resources for test preparation and higher education in India.
Business Transfer Agreement with Logic Management Training Institute Private Limited	Veranda Learning entered into business transfer agreement with Kochi-based Logic Management Training Institute Private Limited to acquire the latter's business with effect from April 01, 2024	To further strengthen its footprint in the banking, SSC, and government exam preparation segment, particularly in South India. Logic Institute has a strong presence in Kerala and is known for its quality coaching and student outcomes.
Partnered with KSDC	VLS partnered with KSDC in May 2024	Objective of this arrangement was to Upskill Karnataka youth in Wealth management
Partnered with NSDC	VLS partnered with NSDC in Nov 2024	Objective of this arrangement was to Upskill youth across India
Partnered with IIT Madras (Swayam Plus)	VLS partnered with IIT Madras (Swayam Plus) in Feb 2025	Objective of this arrangement was to Upskill youth across India
Acquisition of BB Publications	VLS acquired BB Publications in January 2025	Strengthen its presence in the commerce and CA coaching segment, while also enhancing its in-house content development capabilities. BB Publications is known for its quality CA coaching and educational content, which complements Veranda's existing offerings in professional education
Acquisition of Navkar	VLS Acquired Navkar Digital Institute in February 2025	Strengthen its digital presence in the CA, CS, and CMA coaching space. As the online arm of the well-established Navkar Institute, Navkar Digital brings high-quality, tech-enabled learning solutions with wide reach across India

Our Promoters

Our Promoters have a collective experience of over 40 years in the education sector. They started their entrepreneurial journey in the year 1991 when they established SSI, an entity which was listed on the Indian Stock Exchanges and was engaged in training students in short term computer software courses with a franchise network rolled out across India. In April 2003, SSI hived off its education division and merged it with Aptech Limited, another listed entity engaged in the business of computer education and training. In July 2004, the IT services division was demerged and merged with Scandent Solutions Corporation Limited. As on date of this Placement Document, our Promoters do not hold any interest or rights in SSI. Our Promoters provide vision, leadership and strategic guidance to our Company. We believe that the experience of our Promoters contributes significantly towards our brand equity.

Mr. Suresh Kalpathi, our Executive Director and Chairman, is a seasoned entrepreneur and education industry veteran with a strong track record of building scalable and sustainable businesses. Mr. Kalpathi, one of the co-founders of SSI, played a pivotal role in its rise as a leading name in IT education and services during the 1990s and early 2000s. Known for his foresight and deep understanding of the education and technology sectors, he has been instrumental in conceptualising and steering Veranda Learning's acquisition-led growth strategy. Under his leadership, Veranda has evolved into a multi-vertical education company, with a clear focus on accessibility, affordability, and academic quality. His strategic vision continues to shape Veranda 2.0, aligning the company's long-term goals with India's evolving education and employability landscape.

Our Services

We believe we offer integrated 360 degree training to the Students by providing them with comprehensive courses prepared by our content team, which prepares the students for competitive exams.

We have engaged experienced and qualified individuals as mentors to provide guidance and support to each of our Students and track their progress on a regular basis. The mentors take up live sessions to resolve Students' queries in the relevant field.

Prior to commencing any batch of courses, we provide orientation lectures to prospective Students, which are typically held on a Sunday, to provide them with a brief overview of the courses to enable them to select the right course as per their interest. Post commencement of the batches, we conduct weekly webinars and live sessions to clarify the queries thereby improving the interaction between the Students and the mentors.

We offer our services through our Subsidiaries under the following models:

Online Model

At Veranda Learning, our online learning framework is tailored to cater to a wide spectrum of learners across our four key verticals: Commerce, Vocational, Government Test Preparation and Academics. This tech-driven ecosystem enables both self-paced and live instructor-led learning experiences that can be accessed anytime, anywhere.

Self-Paced Learning Model

Our self-paced model provides students with an inclusive and individualised learning experience, eliminating the need for physical classroom presence. Learners across verticals can access structured content and academic resources through our centralised learning portal and mobile applications. These platforms host a variety of integrated courses tailored to each vertical.

Live Instructor-Led Online Model

Complementing our self-paced modules is the online live instructor-led model, designed for learners who benefit from real-time engagement with faculty. This model is particularly suited for academic programs, professional upskilling, corporate training, and exam-focused coaching.

Online Live Instructor led Service Model

We offer our services or courses online through our proprietary learning platforms developed by an integrated in-house technology team for conducting online courses. Currently, one of our subsidiaries, Brain4ce Learning Solutions Private Limited offers such services to working professionals in IT sector, IT corporates and higher education students aspiring for IT jobs through online live instructor led service model, i.e. academic learning, professional skilling and corporate training services in trending courses related to emerging technologies, such as Cloud Computing, Devops, AI/ML, Data Science, Robotic Process Automation, Full Stack Web Development, Programming, Big Data, Business Intelligence etc.

Offline Hybrid Model

We offer our services for specified courses in the offline model also, which is the typical and traditional way of in-person teaching in the classroom. We have introduced appropriate technology in this model to create an offline hybrid and offline blended delivery model. In all our offline delivery models, assessments are online and we provide 24/7 access to curated self-paced learning content to enhance learning and retention. The Preferred Delivery Centres ("**PDCs**"), for the offline hybrid models are owned and operated by Preferred Delivery Partners ("**PDPs**") where PDPs establish infrastructure and hire local mentors. Our Company provides access to the content and ensures the quality and requisite specifications related to the learning process and pedagogy are adhered to. Our Company enters into a franchisee arrangement with such PDPs, pursuant to which the PDPs run their business under our brand name and the gross revenue generated through such centres are collected by us and thereafter we transfer such portion of the revenue to the PDP as mutually agreed between the parties.

Offline Blended Model

The offline blended model of offering services is a mix of online content and offline delivery, wherein the centre delivers LMS Study Materials together with traditional class room experience of personal mentoring from Mentors, with a dedicated mentor in each class room available for assistance to a Student.

Additionally, in the offline blended model, we also provide a 2-teacher model of teaching in the classroom which is a combination of curated recorded learning content. In this Model, the mentor plays a recorded video and explains the recorded video content and assists the students to understand such content and also clarifies doubts as required.

Under the offline blended model, we provide the same study materials and teaching experience available to Students in a Tier 1 city to a student in Tier 2 and Tier 3 cities.

The centres for this model are operated in similar arrangement, with PDPs through PDCs, as the Offline hybrid model.

Campus in Campus Model

The educational institution is equipped to provide our digital content through video lectures, books, regular tests and mock exams.

Brain4ce Learning Solutions Private Limited offers its B2B training to corporates entirely through the online mode using its own employed or contracted faculty.

(A) ***Our Strengths:***

We believe our primary strengths are as follows:

(i) ***Proven track record of our Promoters***

We benefit from the vision, strategic guidance and experience of our Promoters. Our Promoters have a record of entrepreneurial success.

Our Promoters started their entrepreneurial journey in 1991 with founding SSI Limited (presently known as PVP Ventures Limited) ("**SSI**"). Our Promoters were also the founders and promoters of SSI. SSI was engaged in providing software education and IT training in emerging software technologies and established itself as a leading player in India. Under the leadership of our Promoters, SSI achieved various milestones such as becoming a public listed company, entering into a joint-venture with NASDAQ, acquiring Albion Orion Company LLC and also acquiring controlling stake in Aptech Limited, a publicly listed entity.

Under the guidance of our Promoters, SSI also positioned itself as a company engaged in the business of hospitality and property development. Since the year 2008, our Promoters do not hold any interest or rights in SSI.

In the year 2003, our Promoters also embarked into the entertainment industry by founding a production house in AGS Entertainment Private Limited. Our Promoters further ventured into film exhibition and established AGS Cinemas Private Limited. Our Promoters founded Kalpathi Investments Private Limited, a NBFC in year 2007 which invest in various ventures.

Our Promoters have a collective experience of over 40 years in the education sector and also possess vast experience in other industries such as finance, information technology and the entertainment industry.

(ii) ***Result oriented method of teaching with 360 degree approach***

We believe we focus on result oriented method of teaching to impart knowledge to the students, which in turn assists the students to achieve success in the relevant courses. We have an in-house and outsourced team of mentors to constantly monitor progress of the students and identify their special requirements and assist the students to achieve their goals. With the help of our mentors and Student Advisors, we continuously track progress and conduct constant reviews for self-improvement.

In addition to the above and with a view to continue to grow and enhance the quality of our content, we have established an in-house content development team, with domain and subject expertise, supported and complemented by experienced mentors, and content developers, whom we have engaged as independent content providers on a non-exclusive or part-time basis under contracts of varying terms. We provide sufficient learning units, which are blends of audio, video and physical study material to cover relevant courses. In addition to above, we provide practice programs and mock tests to ensure that the students achieve their goals.

(iii) ***Diversified course offerings and delivery channels***

We provide a wide range of learning solutions through our courses including competitive exams courses, professional courses, short term upskilling and reskilling courses to Students and professionals through our online, offline hybrid, offline blended, campus in campus and online live instructor led learning model in various languages and therefore our services gives us a competitive edge over other players who are more particular course-specific.

(iv) ***Extensive experience in the education business and professionally qualified human capital***

Our Company is managed by a team of experienced personnel. Each Subsidiary is managed by, and comprise of personnel having rich operational and business expertise in the courses offered by the respective Subsidiaries. The experience, expertise and strategic guidance of our management team enable us to continue to take advantage of both current and future market opportunities and address and mitigate various risks inherent in our business.

We believe our management team also has a record of entrepreneurial success and/or professional experience which propels the Company to expand its brand value and attain an edge over other similar players in the market.

(v) ***Strong Brand Presence of our brands***

We believe that we have established a strong presence in the competitive exam-oriented courses, particularly in Banking, SPSC, Insurance, RRB and SSC.

With acquisition of Brain4ce Learning Solutions Private Limited, we have entered into the market to provide instructor led learning in the niche information technology area related courses. Brain4ce Learning Solutions Private Limited has more than 4.3 million subscribers on its YouTube channel, which we believe is one of the highest subscriber base in the world in the IT education sector.

Brain4ce Learning Solutions Private Limited has customers based overseas, including many customers from the United States and United Kingdom. With the acquisition of Brain4ce Learning Solutions Private Limited, the Company has access to these international markets and will continue to expand its overseas customer base.

(vi) ***Track record of successful acquisition and expansion***

With the continuing involvement of the Promoters and core members of our management team, we continue to tap growth opportunities across the education sector.

We believe we have been successful in selectively identifying strategic acquisitions, investment opportunities and collaboration targets in diversified portfolio of courses and services across the globe and aim to continue this trend across various geographies to expand the presence of our Company in other areas related to the education sector. Our dedication and future expansion provide us with a strategic advantage over our competitors who are focused on individual segments or geographies.

(vii) ***Efficient infrastructure and resource management with strict quality control standards and affordable courses***

Our Company has an in-house content team, third party mentors and instructors and an editorial team with vast experience in their respective domains who curate and prepare content for the study material. We also obtain services of other publishers to provide content for our study materials. We have a centralized content development process to ensure quality and error-free content across all the courses that we offer.

The recording for the digital content is done in our own recording studios with high definition video cameras, niche editing systems and software. Our strengths lie in continuously updating and upgrading our content so that our Students and corporates can acquire new skills, sharpen existing ones, perform better and increase productivity. We also have a centralized in-house process for training the mentors to ensure consistent standards of quality and delivery across our courses.

We believe in the concept of providing education at affordable prices so as to ensure that it reaches a vast majority of the people.

(viii) ***Technology driven, Asset Light & Scalable business model***

Our Company's business model leverages on growing technologies and uses up-to-date technology to deliver the digital courses, which enables the Students to engage in self-paced learning. Our Company has a large repository of digital content, study materials and test series, which we propose to scale up rapidly throughout India. All digital content, including the study materials, is uploaded on cloud based labs, which may be accessed across the world without any geographical constraints.

Our online and offline blended model allows us to expand our target market without being limited to geographical restrictions in which our centres are located. The courses may also be used as an independent learning through the internet, which offers greater flexibility and convenience to our students, who can access our content anywhere and at any time of the day. Our recorded video lectures with integrated self-assessment program complements our classroom courses by providing our students with an alternative channel for self-assessment.

Our Company's substantial investments are in content, courseware and technology, with minimum investments in tangible assets. We are expanding our offline presence by engaging with PDPs, where they will develop and manage PDCs. This will enable us to swiftly expand our network with minimum investments.

(B) ***Our Strategies***

(i) ***Use opportunistic and strategic acquisitions to rapidly expand offerings and customer reach***

In order to grow and expand our business, we evaluate targets for acquisitions and seek opportunities to acquire brands and businesses which complement our service offerings, strengthen or establish our presence in our targeted domestic and international market or enhance our knowledge-base and know-how and provide synergy to our existing businesses and operations.

Where suitable opportunities arise, we may acquire or partner with companies or entities that we consider will enhance our business, revenues and profitability. We may execute strategic acquisitions within or outside our segment to expand our services. We may enter into joint ventures with local partners or explore opportunities to acquire other companies or entities that provide services in courses or jurisdictions which we do not cater to presently. This will enable us to further expand our business.

(ii) ***Geographic expansion through our PDCs***

We intend to expand our presence in our existing and new markets, by increasing the number of our PDCs primarily through arrangements, wherein we enter into agreements with PDCs to conduct and operate online blended and offline blended model of learning under revenue sharing arrangements. We plan to leverage our brand recognition and experience in the markets to service the increasing demand for our learning courses. We intend to increase our customer base through greater marketing efforts and introduction of more courses.

The Company is targeting significant growth in Northern India and enhancing its product offerings in government exam preparation vertical.

(iii) ***Addition of new courses and offerings to ensure that we cover our Students' and Professionals' education need from an early age to post academic study and into their professional employment***

We intend to provide early age academic tech infused courses such as (a) engaging with educational institutions like K-12 schools and colleges where we intend to deliver high-quality digital content across video lectures, books, regular tests and mock exams for K-12 (ii) exam oriented courses for various college entrance examinations for admissions to universities. Similarly, we intend to expand our services to working professionals by providing them certain new certificate courses including courses under university affiliated programs. We believe that such additional services will expand our brand presence and market share. Accordingly, we seek to continue expanding our services across India, leveraging recognition of our brands, primarily through our scalable business partnership model. In this relation, we may also continue to explore strategic expansion opportunities that may arise for us in the future.
As part of its strategic expansion, the Company is actively targeting significant growth opportunities. This expansion is expected to not only increase the reach of Veranda's K-12 offerings but also strengthen its presence in emerging education markets.

In parallel, Veranda is also focused on enhancing and diversifying its offerings in the government exam preparation space. Recognizing the high demand and competitive nature of public sector examinations in India, the Company aims to enrich its course content, introduce new exam categories, and leverage technology to deliver comprehensive, accessible, and results-oriented test preparation programs to aspirants across the country.

(iv) ***Create a model for learning that spans leveraging on a defined learning plan, subscription and creation of a community model with an underlying fabric of social commerce***

The model that our Company has evolved is to provide the Students a well-defined day-wise learning plan covering the entire duration of the course period for them to comprehend and plan a learning program, and meticulous Students by sticking to the plan stand a better chance of succeeding in the entrance/ professional exams. The availability of the lectures by the best mentors to Students in Tier 2 or Tier 3 cities/ towns at affordable costs place such aspiring Students on par with urban Students, thereby providing an equal platform for all bridging the divide in terms of access to affordable and quality education.

(v) ***Expand focus on B2C and B2B models to include individual Students, corporates and educational institutions including schools and colleges***

We presently focus on B2C and B2B spectrum of the education sector by offering online, offline hybrid and offline blended formats to the Students, corporates and educational institutions. We intend to expand our focus on B2C and B2B spectrum of the education sector. We believe that there is a significant growth opportunity for us in the B2C and B2B spectrum of the education sector.

(vi) ***Brand building strategy that covers a judicial mix of print, video, digital and social media***

We believe that the Education industry in which we operate, brand awareness among consumers is a significant factor towards contribution to market share. To this effect, marketing and advertising activities are instrumental in driving awareness and educating a potential consumer, leading to conversion. We believe that recognition and reputation of our brand among Students, professionals, institutions and corporates has contributed to the growth of our business and hence maintaining and enhancing our brand equity is critical to our business.

We are engaged in marketing and brand building campaigns through various media vehicles, including mix of online marketing through search engines such as Google, YouTube, social media platforms, electronic commercials and print media on increasing the visibility of our brand and, in particular, building and promoting our brands.

We believe that our brand awareness will also be enhanced with expansion of our PDCs across various regions of the country and as such, we intend to expand our presence through expansion of our PDCs network.

We intend to continue building our brands on the functional aspect of reliability and innovation by increasing investment in television marketing such as print advertisements, such as newspapers and magazines, digital marketing such as social media presence and internet advertising.

(vii) ***Develop and expand our publishing and content development***.

We are an asset-light Education company and our core strengths are the content and multiple delivery platforms, which we have built, created, developed, acquired and which will be the key drivers for our business in the future. All our Study Material, which are used by us are prepared and curated by highly experienced in-house and third party mentors/ instructors who have vast experience in such domains. We have a centralized content development process. In the past, we have entered into arrangements with third parties for content creation and development for various courses offered by us. We will continuously endeavour to develop, update and acquire the content to cater to the demand of the courses offered by us.

(viii) ***Drive economy of scale to ensure that we continue to stay affordable while delivering the highest quality of education***

We have a centralized in-house process for curriculum and content development. This centralized process helps us maintain consistent standards and delivery across our learning channels.

(ix) ***Focus on rationalizing our indebtedness.***

Our Company focuses on rationalising our indebtedness. Our Company and our Subsidiaries have entered into various financing arrangements with banks and financial institutions for loan facilities. Our Company proposes to repay or prepay all or a portion of certain borrowings availed by our Subsidiaries from the Issue Proceeds. For details see "*Use of Proceeds*" beginning on page 78 of this Placement Document. The repayment or prepayment will help reduce our existing borrowings, assist us in maintaining a favourable debt-equity ratio and enable utilisation of our internal accruals for further investment in business growth and expansion.

IT Infrastructure

Our Company has a production facility of recording studio equipped with high definition video cameras, high quality video editing systems, software and required manpower. Our Company has engaged certain reputed vendors for online portal management, providing LMS services and customer relationship management.

Marketing

We are engaged in marketing and brand building campaigns through various media vehicles, including mix of online marketing through search engines such as Google, Quora, Meta, YouTube, social media platforms, electronic commercials, print media, outdoor advertising and on ground activation to increase the visibility of our brand and building and promoting our brands.

Competition

The exam-oriented courses and training solutions market is highly competitive and dominated by small unorganized players. The industry is highly concentrated, with each player competing for the same students. The players in the exam-oriented courses are mostly small and unrecognized players. We face competition from both organized and unorganized, regional and national players in the market. For further details please see "*Industry Overview*" and "*Risk Factors*" beginning on page 114 and 49, respectively of this Placement Document.

The immovable properties which we use for our business purpose are on lease basis under respective lease agreements with related parties and third parties. Such lease agreements are entered generally for a short period of lease and are renewable on mutually decided terms.

Intellectual Property

As of the date of this Placement Document, our Company together with our Subsidiary have been granted 58 trademark registrations.

Insurances

We maintain group health floater policy for our employees and their dependents. We have also obtained burglary insurance and Directors and Officers liability insurance policy.

We believe that our insurance coverage is in accordance with industry custom, including the terms of and the coverage provided by such insurance.

Also see, "*Risk Factor 34- Our insurance coverage may not adequately protect us against certain operating hazards and this may have an adverse impact on our business" on Page 66*

Legal Proceedings

For details on the outstanding litigation against our Company, our Group Companies, our Directors and our Promoters, please see "***Legal Proceedings***" beginning on page 226 of this Placement Document

ORGANIZATIONAL STRUCTURE

Corporate History

Veranda Learning Solutions Limited (our "**Company**" or the "**Issuer**") was incorporated as "*Andromeda Eductech Private Limited*" under the provision of Companies Act, 2013, pursuant to the certificate of incorporation dated November 20, 2018, issued by Registrar of Companies, Central Registration Centre. Subsequently, pursuant to resolutions passed by our Board of Directors in their meeting held on August 20, 2020 and by our Shareholders in their Extraordinary General Meeting held on August 25, 2020 the name of our company was changed from *"Andromeda Edutech Private Limited"* to *"Veranda Learning Solutions Private Limited"* and a fresh certificate of incorporation dated September 10, 2020 was issued by the Registrar of Companies, Tamil Nadu at Chennai (the "**RoC**"). Further, pursuant to resolutions passed by our Board of Directors in their meeting held on September 29, 2021 and by our Shareholders in their Extra Ordinary General Meeting held on September 30, 2021, our Company was converted in to a public limited company, consequent to which its name was changed to "*Veranda Learning Solutions Limited"* and a fresh certificate of incorporation dated October 12, 2021, was issued by the RoC. For further details see "*General Information*" on page 233.

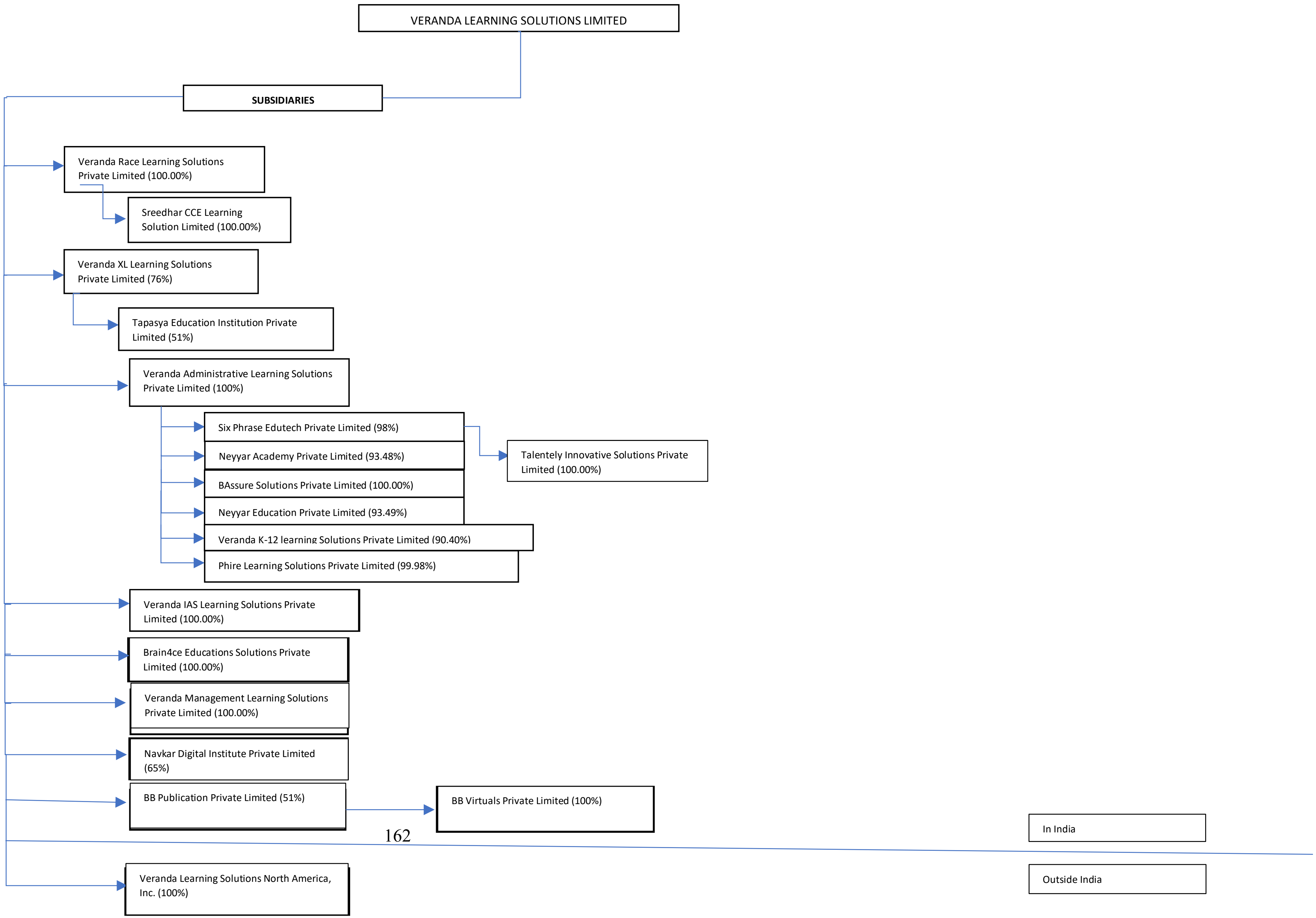
The CIN of the Company is L74999TN2018PLC125880.

Our Registered Office is located at G.R Complex, First floor, No .807-808, Anna Salai, Nandanam, Chennai, Chennai City Corporation, Tamil Nadu, India, 600035.

Organizational Structure

As on the date of this Placement Document, our Company has nineteen (19) subsidiaries, out of which six (06) are wholly-owned subsidiaries (including one (01) foreign subsidiary), three (03) are partly-owned subsidiaries and ten (10) are step-down subsidiaries. As on date of this Placement Document, our Company does not have any associate company or a joint venture. For further details, see "*Definitions and Abbreviations***"** and "*Financial Statement***"** on pages 24 and 235, respectively.

The organizational structure of the Company as on the date of this Placement Document is as follows:


VERANDA LEARNING SOLUTIONS LIMITED
SUBSIDIARIES
Veranda Race Learning Solutions Private Limited (100.00%)
Sreedhar CCE Learning Solution Limited (100.00%)
Veranda XL Learning Solutions Private Limited (76%)
Tapasya Education Institution Private Limited (51%)
Veranda Administrative Learning Solutions Private Limited (100%)
Six Phrase Edutech Private Limited (98%)
Talentely Innovative Solutions Private Limited (100.00%)
Neyyar Academy Private Limited (93.48%)
BAssure Solutions Private Limited (100.00%)
Neyyar Education Private Limited (93.49%)
Veranda K-12 learning Solutions Private Limited (90.40%)
Phire Learning Solutions Private Limited (99.98%)
Veranda IAS Learning Solutions Private Limited (100.00%)
Brain4ce Educations Solutions Private Limited (100.00%)
Veranda Management Learning Solutions Private Limited (100.00%)
Navkar Digital Institute Private Limited (65%)
BB Publication Private Limited (51%)
BB Virtuals Private Limited (100%)
In India
Veranda Learning Solutions North America, Inc. (100%)
Outside India

Subsidiary Companies

Wholly-owned subsidiaries

1. Veranda Race Learning Solutions Private Limited

The Company holds 100.00% of the paid-up equity share capital of Veranda Race Learning Solutions Private Limited.

Please find below the shareholding pattern of Veranda Race Learning Solutions Private Limited.

Sl. No.	Name of Shareholder	No. of Equity Shares of ₹10.00 each	% of Holding
1	Veranda Learning Solutions Limited	9,99,990	100.00
2	K. Praveen Kumar*	10	Negligible
	TOTAL	**10,00,000**	**100.00**

**The Share are held as nominee for Veranda Learning Solutions Limited*

2. Veranda IAS Learning Solutions Private Limited

The Company holds 100.00% of the paid-up equity share capital of Veranda IAS Learning Solutions Private Limited.

Please find below the shareholding pattern of Veranda IAS Learning Solutions Private Limited.

Sl. No.	Name of Shareholder	No. of Equity Shares of ₹10.00 each	% of Holding
1	Veranda Learning Solutions Limited	9,999	100.00
2	K Praveen Kumar*	1	Negligible
	TOTAL	**10,000**	**100.00**

**The Share are held as nominee for Veranda Learning Solutions Limited*

3. Brain4ce Educations Solutions Private Limited

The Company holds 100.00% of the paid-up equity share capital of Brain4ce Educations Solutions Private Limited.

Please find below the shareholding pattern of Brain4ce Educations Solutions Private Limited.

Sl. No.	Name of Shareholder	No. of Equity Shares of ₹10.00 each	% of Holding
1	Veranda Learning Solutions Limited	8,58,134	100.00
2	K Praveen Kumar*	1	Negligible
	TOTAL	**8,58,135**	**100.00**

**The Share was held as Nominee on behalf of Veranda Learning Solutions Limited*

4. Veranda Management Learning Solutions Private Limited

The Company holds 100.00% of the paid-up equity share capital of Veranda Management Learning Solutions Private Limited.

Please find below the shareholding pattern of Veranda Management Learning Solutions Private Limited:

Sl. No.	Name of Shareholder	No. of Equity Shares of ₹10.00 each	% of Holding
1	Veranda Learning Solutions Limited	9,999	100.00
2	K Praveen Kumar*	1	Negligible
	TOTAL	**10,000**	**100.00**

**The Share was held as Nominee on behalf of Veranda Learning Solutions Limited*

5. Veranda Learning Solutions North America, Inc.

The Company holds 100.00% of the paid-up equity share capital of Veranda Learning Solutions North America, Inc., thereby making it our wholly owned foreign subsidiary.

Please find below the shareholding pattern of Veranda Learning Solutions North America, Inc.:

Sl. No.	Name of Shareholder	No. of Equity Shares of no par value each	% of Holding
1	Veranda Learning Solutions Limited	100	100.00
	TOTAL	**100**	**100.00**

6. **Veranda Administrative Learning Solutions Private Limited**

The Company holds 100% of the paid-up equity share capital of Veranda Administrative Learning Solutions Private Limited.

Please find below the shareholding pattern of Veranda Administrative Learning Solutions Private Limited.

Sl. No.	Name of Shareholder	No. of Equity Shares of ₹ 10.00 each	% of Holding
1	Veranda Learning Solutions Limited	19,67,17,443	100.00
2	K Praveen Kumar*	1	Negligible
	TOTAL	**19,67,17,444**	**100.00**

**The Share are held as nominee for Veranda Learning Solutions Limited*

Partly-owned subsidiaries

7. **BB Publication Private Limited ("BBPL")**

The Company holds 51.00% of the paid-up equity share capital of BB Publication Private Limited.

Please find below the shareholding pattern of BBPL.

Sl. No.	Name of Shareholder	No. of Equity Shares of ₹ 10.00 each	% of Holding
1	Bhanwar Lal Borana	4,900	49.00
2	Veranda Learning Solutions Limited	5,100	51.00
	TOTAL	**10,000**	**100.00**

8. **Veranda XL Learning Solutions Private Limited**

The Company holds 76.00 % of the paid-up equity share capital of Veranda XL Learning Solutions Private Limited.

Please find below the shareholding pattern of Veranda XL Learning Solutions Private Limited

Sl. No.	Name of Shareholder	No. of Equity Shares of ₹10.00 each	% of Holding
1	Veranda Learning Solutions Limited	60,13,394	76.00
2	Jitendra Kantilal Shah	18,98,970	24.00
3	R Rangarajan*	10	Negligible
	TOTAL	**79,12,374**	**100.00**

**The Share are held as nominee for Veranda Learning Solutions Limited*

9. **Navkar Digital Institute Private Limited**

The Company holds 65.00% of the paid-up equity share capital of Navkar Digital Institute Private Limited.

Please find below the shareholding pattern of Navkar Digital Institute Private Limited:

Sl. No.	Name of Shareholder	No. of Equity Shares of ₹ 10.00 each	% of Holding
1	Hitesh Indulal Shah	1,000	10.00
2	Aagam Shah	2,000	20.00
3	Kokilaben Indulal Shah	500	5.00
4	Veranda Learning Solutions Limited	6,500	65.00
	TOTAL	**10,000**	**100.00**

Step-down subsidiaries

10. Sreedhar CCE Learning Solutions Private Limited

The Company through Veranda Race Learning Solutions Private Limited holds 100.00% of the paid-up equity share capital of Sreedhar CCE Learning Solutions Private Limited. Sreedhar CCE Learning Solutions Private Limited is a step down subsidiary of the Company.

Please find below the shareholding pattern of Sreedhar CCE Learning Solutions Private Limited:

Sl. No.	Name of Shareholder	No. of Equity Shares of ₹10.00 each	% of Holding
1	Veranda Race Learning Solutions Private Limited	9,999	100.00
2	K. Praveen Kumar*	1	Negligible
	TOTAL	**10,000**	**100.00**

**The Share are held as nominee for Veranda Race Learning Solutions Private Limited*

11. Tapasya Education Institutions Private Limited

The Company through Veranda XL Learning Solutions Private Limited holds 51.00% of the paid-up equity share capital of Tapasya Education Institutions Private Limited. Tapasya Education Institutions Private Limited is a step down subsidiary of the Company.

Please find below the shareholding pattern of Tapasya Education Institutions Private Limited:

Sl. No.	Name of Shareholder	No. of Equity Shares of ₹10.00 each	% of Holding
1	Veranda XL Learning Solutions Private Limited	26,50,725	51.00
2	Sreedhar Muppala	25,46,775	49.00
	TOTAL	**51,97,500**	**100.00**

12. Six Phrase Edutech Private Limited

The Company through Veranda Administrative Learning Solutions Private Limited holds 98.00% of the paid-up equity share capital of Six Phrase Edutech Private Limited. Six Phrase Edutech Private Limited is a step down subsidiary of the Company.

Please find below the shareholding pattern of Six Phrase Edutech Private Limited:

The following is the list of Equity Shareholders of Six Phrase Edutech Private Limited:

Sl. No.	Name of Shareholder	No. of Equity Shares of ₹ 10.00 each	% of Holding
1	Veranda Administrative Learning Solutions Private Limited	49,00,000	98.00
2	Mr. Prabhu	68,563	1.37
3	Mr. Shanmugam Nivya	27,579	0.55
4	Mrs. D. Renukadevi	3,858	0.08
	TOTAL	**50,00,000**	**100.00**

13. Neyyar Academy Private Limited

The Company through Veranda Administrative Learning Solutions Private Limited holds 93.48% of the paid-up equity share capital of Neyyar Academy Private Limited. Neyyar Academy Private Limited is a step down subsidiary of the Company.

Please find below the shareholding pattern of Neyyar Academy Private Limited:

Sl. No.	Name of Shareholder	No. of Equity Shares of ₹ 10.00 each	% of Holding
1	Veranda Administrative Learning Solutions Private Limited	12,403	93.48
2	Gireesh Neyyar	432	3.26
3	Himasree G H	432	3.26
	TOTAL	**13,267**	**100.00**

14. Neyyar Education Private Limited

The Company through Veranda Administrative Learning Solutions Private Limited holds 93.49% of the paid-up equity share capital of Neyyar Education Private Limited. Neyyar Education Private Limited is a step down subsidiary of the Company.

Please find below the shareholding pattern of Neyyar Education Private Limited:

Sl. No.	Name of Shareholder	No. of Equity Shares of ₹ 10.00 each	% of Holding
1	Veranda Administrative Learning Solutions Private Limited	10,053	93.49
2	Gireesh Neyyar	351	3.26
3	Himasree G H	350	3.25
	TOTAL	**10,754**	**100.00**

15. BAssure Solutions Private Limited

The Company through Veranda Administrative Learning Solutions holds 100.00% of the paid-up equity share capital of BAssure Solutions Private Limited. BAssure Solutions Private Limited is a step down subsidiary of the Company.

Please find below the shareholding pattern of BAssure Solutions Private Limited:

Sl. No.	Name of Shareholder	No. of Equity Shares of ₹10.00 each	% of Holding
1	Veranda Administrative Learning Solutions Private Limited	35,379	100.00
2	K Praveen Kumar*	1	Negligible
	TOTAL	**35,380**	**100.00**

**The Share are held as nominee for Veranda Administrative Learning Solutions Private Limited*

16. Veranda K-12 Learning Solutions Private Limited

The Company through Veranda Administrative Learning Solutions holds 90.40% of the paid-up equity share capital of Veranda K-12 Learning Solutions Private Limited. Veranda K-12 Learning Solutions Private Limited is a step down subsidiary of the Company.

Please find below the shareholding pattern of Veranda K-12 Learning Solutions Private Limited:

Sl. No.	Name of Shareholder	No. of Equity Shares of ₹ 10.00 each	% of Holding
1	Veranda Administrative Learning Solutions Private Limited	46,376	90.40
2	Amrit Ramana Prasad	2,462	4.80
3	Ramana Prasad A S	2,462	4.80
	TOTAL	**51,300**	**100.00**

17. PHIRE Learning Solutions Private Limited

The Company through Veranda Administrative Learning Solutions holds 99.98% of the paid-up equity share capital of PHIRE Learning Solutions Private Limited. PHIRE Learning Solutions Private Limited is a step down subsidiary of the Company.

Please find below the shareholding pattern of PHIRE Learning Solutions Private Limited

Sl. No.	Name of Shareholder	No. of Equity Shares of ₹10.00 each	% of Holding
1	Veranda Administrative Learning Solutions Private Limited	45,60,000	99.98
2	Vasudevan Jyotsana	500	0.01
3	Dasthagir Sheriff	500	0.01
	TOTAL	**45,61,000**	**100.00**

18. BB Virtuals Private Limited

The Company through BB Publication Private Limited holds 100.00% of the paid-up equity share capital of BB Virtuals Private Limited. BB Virtuals Private Limited is a step down subsidiary of the Company.

Please find below the shareholding pattern of BB Virtuals Private Limited

Sl. No.	Name of Shareholder	No. of Equity Shares of ₹10.00 each	% of Holding
1	BB Publication Private Limited	99,999	100.00
2	Bhanwar Lal Borana*	1	Negligible
	TOTAL	**1,00,000**	**100.00**

* The Share are held as nominee for BB Publication Private Limited

19. Talentely Innovative Solutions Private Limited

Talentely Innovative Solutions Private Limited is the subsidiary of Six Phrase Edutech Private Limited, the step-down subsidiary of the Company. Six Phrase Edutech Private Limited holds 100.00% of the paid-up equity share capital of Talentely Innovative Solutions Private Limited.

Please find below the shareholding pattern of Talentely Innovative Solutions Private Limited:

Sl. No.	Name of Shareholder	No. of Equity Shares of ₹10.00 each	% of Holding
1	Six Phrase Edutech Private Limited	9,999	100.00
2	Prabhu*	1	Negligible
	TOTAL	**10,000**	**100.00**

** The Share are held as nominee for Six Phrase Edutech Private Limited*

BOARD OF DIRECTORS AND SENIOR MANAGEMENT

Board of Directors

The composition of the Board is governed by of the Companies Act, 2013, the rules prescribed thereunder, the SEBI Listing Regulations and the Articles. In accordance with the Articles, our Company shall not have less than three (3) Directors and not more than fifteen (15) Directors.

As of the date of this Placement Document, our Company has ten (10) Directors, of which one (1) is the Executive Director, four (4) are Non-executive Director (including one (1) woman Non-Executive Director), and five (5) are Non-Executive Independent Director (including two (2) woman Independent Directors). Our Board composition is in compliance with the Companies Act and the SEBI Listing Regulations.
The following table sets forth the details regarding our Board as on the date of this Placement Document:

Sr. No.	Name, Address, DIN, Occupation, Term and Nationality	Age (years)	Designation and Term of Directorship
1.	**Kalpathi S Suresh** **Address:** 18, Habibulla road, Thyagarayanagar, Chennai-600 017, Tamil Nadu **DIN:** 00526480 **Occupation:** Businessman **Nationality:** Indian	60	**Designation:** Chairman and Executive Director **Term:** Appointed for a period of 5 years with effect from October 28, 2021
2.	**Kalpathi S Ganesh** **Address:** 18, Habibulla road, Thyagarayanagar, Chennai-600 017, Tamil Nadu **DIN:** 00526451 **Occupation:** Businessman **Nationality:** Indian	62	**Designation:** Non-Executive Director **Term:** Liable to retire by rotation
3.	**Kalpathi S Aghoram** **Address:** 18, Habibulla Road, Thyagarayanagar, Chennai- 600 017, Tamil Nadu **DIN:** 00526585 **Occupation:** Businessman **Nationality:** Indian	65	**Designation:** Non-Executive Director **Term:** Liable to retire by rotation
4.	**Kalpathi Archana** **Address:** No. 45, Kasturi Rangan road, Alwarpet, Teynampet, Chennai- 600 018, Tamil Nadu- present address **DIN:** 05331133 **Occupation:** Business **Nationality:** Indian	41	**Designation:** Non-Executive Director **Term:** Liable to retire by rotation

Sr. No.	Name, Address, DIN, Occupation, Term and Nationality	Age (years)	Designation and Term of Directorship
5.	**Jitendra Kantilal Shah** **Address:** 901, Joy Residency, 12th road, opposite Ramakrishna Math Khar (West), Mumbai- 400 052, Maharashtra **DIN:** 01795017 **Occupation:** Service **Nationality:** Indian	65	**Designation:** Non-Executive Director **Term:** Liable to retire by rotation
6.	**PB Srinivasan** **Address:** No. 44, Venkataraman street, Thygarayanagar H.O, Chennai- 600 017, Tamil Nadu **DIN:** 09366225 **Occupation:** Practising Chartered Accountant **Nationality:** Indian	61	**Designation:** Non-Executive Independent Director **Term:** Re-appointed for a period of 5 years with effect from October 29, 2024
7.	**Revathi Raghunathan** **Address:** New no. 25, old no. 15/2, Baroda street, West Mambalam, Chennai- 600 033, Tamil Nadu **DIN:** 01254043 **Occupation:** Practising Chartered Accountant **Nationality:** Indian	58	**Designation:** Non-Executive Independent Director **Term:** Re-appointed for a period of 5 years with effect from October 29, 2024
8.	**Lakshminarayanan Seshadri** **Address:** 53/25, Thirumalai Pillai road lane, Thlyagaraya Nagar, Chennai- 600 017, Tamil Nadu **DIN:** 01753098 **Occupation:** Practising Chartered Accountant **Nationality:** Indian	62	**Designation:** Non-Executive Independent Director **Term:** Re-appointed for a period of 5 years with effect from October 29, 2024
9.	**Ashok Misra** **Address:** #68 Adarsh Vista, Basavanagar main road, Vibhuthipura, Bangalore- 560 037, Karnataka, India **DIN:** 00006051 **Occupation:** Service **Nationality:** Indian	77	**Designation:** Non-Executive Independent Director **Term:** Appointed for a period of 5 years with effect from October 15, 2024
10.	**Alamelu** **Address:** C46/3, 2nd Main Road, Thiruvengada Nagar, Ambattur, Ambattur, Thiruvallur- 600 053, Tamil Nadu **DIN:** 07921583 **Occupation:** Service **Nationality:** Indian	58	**Designation:** Non-Executive Independent Director **Term:** Appointed for a period of 5 years with effect from October 15, 2024

Brief Profiles of our Directors

Kalpathi S Suresh, aged 60 years is the Chairman and Executive Director of our Company. He holds a bachelor's of technology degree in electrical engineering from Indian Institute of Technology, Madras and a master's of science degree in electrical engineering from Clemson University. He is currently associated with AGS Entertainment Private Limited since 2003 and AGS Entertainment Network Private Limited since 2008, in the capacity of Director. He has been associated with our Company since October 28, 2021. He has over two decades of experience in business strategy and management. He looks after various functions in our Company while focusing on pursuing strategic business opportunities including potential acquisitions and client on-boarding. He has been associated with our Company since September 7, 2020 in the capacity of our Non-executive Director and since October 28, 2021 in the capacity of our Chairman and Executive Director.

Kalpathi S Ganesh, aged 62 years is the Non-Executive Director of our Company. He holds a bachelor of science degree in applied sciences from Anna University, Madras and a master of science degree in software systems branch from The Birla Institute of Technology & Science. He has completed a certificate course in Computer Software and Applications from the National Institute of Information Technology. He also holds diploma of associate membership of the Institution of Engineers (India). He has also been registered by the council of Institution of Engineers (India) and is authorised to use the style and title of Chartered Engineer (India). He is currently associated with AGS Entertainment Private Limited since 2003 and AGS Entertainment Network Private Limited since 2008, in the capacity of Director. He has over two decades of experience in business strategy and management. He has been associated with our Company since October 28, 2020 in the capacity of Non-Executive Director.

Kalpathi S Aghoram, aged 65 years is the Non-Executive Director of our Company. He holds a bachelor of commerce degree from University of Madras. He is currently associated with AGS Entertainment Private Limited since 2003 and AGS Entertainment Network Private Limited since 2008, in the capacity of Director. He has over two decades of experience in business strategy and management. He has been associated with our Company since October 28, 2020 in the capacity of Non-Executive Director.

Kalpathi A Archana, aged 41 years, is the Non-Executive Directors of our Company. She holds a bachelor degree of engineering in computer science and engineering from Anna University and a master degree of science from State University of New York at Buffalo. She has also completed investing in alternative investment program from Yale School of Management. She has over two decades of experience in business strategy and management. She has been associated with our Company since October 29, 2021 in the capacity of Non-Executive Director.

Jitendra Kantilal Shah, aged 64 years, is the Non-Executive Director of our Company. He is a Fellow member of the Institute of Chartered Accountants of India ("**ICAI**"). In the past, he has been associated with J. K. Shah Education Private Limited in the capacity of Managing Director since February 20, 2008 till its merger with Veranda XL Learning Solutions Private Limited in 2023. He has been associated with our Company since October 15, 2024 in the capacity of Non-Executive Director. He has over a decade of experience in the education and teaching industry.

Pillaipakkam Bahukudumbi Srinivasan, aged 61 years, is the Non-Executive Independent Director of our Company. He is an associate member of Institute of Chartered Accountants of India ("**ICAI**") and also holds a certificate of practice issued by ICAI. He has over three decades of experience as a Practicing Chartered Accountant. He has been associated with our Company since October 28, 2021 in the capacity of Non-Executive Independent Director.

Revati Raghunathan, aged 58 years, is the Non-Executive Independent Director of our Company. She is a fellow member of the Institute of Chartered Accountants of India ("ICAI"). She is also an Insolvency Professional registered with the Insolvency and Bankruptcy Board of India. She has also obtained a certificate for course on Forensic Accounting and Fraud Detection from the ICAI. She is also a Certified Information Systems Auditor registered as a member of the Information Systems and Audit Control Association. She is also a member of the Institute of Directors. She is currently associated with her LLP concern (*erstwhile* partnership firm) under the name "M/s A Raghunathan & Company" in the capacity of Designated Partner since June 20, 1990. She has an experience of over three decades as a practising chartered accountant. She has been associated with our Company since October 29, 2021 in the capacity of Non-Executive Independent Director

S Lakshminarayanan, aged 63 years, is a Non-Executive Independent Director of our Company. He holds a bachelor degree in commerce from University of Madras. He is a fellow member in the Institute of Chartered Accountants of India ("ICAI") and holds a certificate of practice issued by the ICAI. He also holds a Company Secretary membership from the Institute of Company Secretaries of India. He is also a graduate of the Institute of Cost and Works Accountants of India and is also a Registered Valuer in Securities or Financial Assets and has obtained a Certificate of Registration from the Insolvency and Bankruptcy Board of India and holds Certificate of Practice from the IOV Registered Valuers Foundation. Additionally, he has also obtained Certificates for courses on Business Responsibility and Sustainability Reporting (BRSR), Artificial Intelligence-Level 1 and Forensic Accounting and Fraud Detection from ICAI, Social Auditors Certificate Exam from NISM, GHG Accounting, Carbon Markets, CBAM. He was also one of the technical reviewers for ICAI's sustainability awards 2024. He is also a COOPTED member of the committee on Sustainability & Standards of the SIRC of ICAI for the year 2025-26. He has been associated with our Company since October 29, 2021 in the capacity of Non-Executive Independent Director

Ashok Misra, aged 77 years, is the Non-Executive Independent Director of our Company. In the past he has been associated with Indian Institute of Technology, Bombay ("**IIT**") in the capacity of a Director since May 8, 2000, Intellectual Ventures India Consulting Private Limited in the capacity of chairman since October 1, 2008. In the year 2017 he was also nominated and appointed as the 'NASI-Platinum Jubilee Chair Distinguished Professor' by the National Academy of Sciences, India ("**NASI**") for a period of five year. He has two decades of experience in teaching and education industry. He has been associated with our Company since October 15, 2024.

Alamelu, aged 50 years, is the Non-Executive Independent Director of our Company. She is an associate member of Institute of Chartered Accountants of India ("**ICAI**") and also holds a certificate of practice issued by ICAI. She is also admitted as an associate of the Institute of Cost and Works Accountants of India. She has also been admitted as an associate to the Institute of Company Secretaries of India. She also holds a certificate of completion of International Financing Reporting assessment issued by Association of Chartered Certified Accountants. She also holds a post graduate diploma in international business from Symbiosis Centre for Distance Learning, Pune and has obtained a certificate to practice as registered valuer issued by ICAI Registered Valuers Organization. She has received an enrollment certificate as a GST practitioner issued by the Government of India. She has been associated with our Company since October 15, 2024, in the capacity of Non-Executive Independent Director.

Relationship between our Directors

Except as disclosed below, none of our Directors are related to each other:

Name of the Director	Name of the relative	Nature of Relationship
Kalpathi S Suresh	Kalpathi S Ganesh	Brother-Brother
	Kalpathi S Aghoram	Brother-Brother
Kalpathi S Ganesh	Kalpathi S Suresh	Brother-Brother
	Kalpathi S Aghoram	Brother-Brother
Kalpathi S Aghoram	Kalpathi S Suresh	Brother-Brother
	Kalpathi S Ganesh	Brother-Brother
	Kalpathi A Archana	Father-Daughter
Kalpathi Archana	Kalpathi Aghoram	Daughter-Father

Borrowing Powers of our Board

In terms of the Articles of Association, the Board may, from time to time, at its discretion raise or borrow any sum or sums of money for the purposes of our Company and subject to the provisions of the Companies Act may secure payment or repayment of the same in such manner and terms as prescribed by the Board. Our Company has, pursuant to a board resolution passed at the Board Meeting dated September 7, 2023 and special resolution passed at the Extra-Ordinary General Meeting held on September 29, 2023, authorised our Board of Directors in accordance with the provisions of Section 180(1)(c) of the Companies Act to borrow monies together with monies already borrowed if any (apart from temporary loans obtained or to be obtained from our Company's bankers in the ordinary course of business), in excess of the aggregate of the paid up capital of our Company and its free reserves including securities premium, not exceeding ₹20,000.00 lakhs at any time.

I. Terms of Appointment of Executive Directors

Each of the Executive Directors of our Company are entitled to the following remuneration and perquisites:

a. Kalpathi Subramanian Suresh

Kalpathi Subramanian Suresh is the Chairman and Executive Director of our Company. The following table sets forth the current terms of appointment of Kalpathi Subramanian Suresh, pursuant to the Board resolution dated October 28,2021 and shareholders resolution dated October 29, 2021:

Salary	₹1,00,000.00 per month As determined by the Board of Directors and the members of the Company subject to the provisions of section 196, 197 and 203 of Companies Act, 2013 read with Schedule V and other applicable provisions of the Companies Act.
Perquisites	During the employment term, the executive shall be entitled to receive such other perquisites in accordance with the policies and practises of the Company which may be then applicable. No perquisites shall be withdrawn, unless(i) such perquisites are generally offered to all employees and are generally withdrawn, or (ii) if offered only to Key Managerial Personnel or the Executive, then only with the consent of the Executive
Reimbursements	The Company will reimburse the Executive out-of-pocket expenses incurred by him in connection with the performance of his duties, including, travel and accommodation. The reimbursement of such expenses will be in accordance with the Company's policy and the Executive will furnish an itemised account of such expenditure and/ or original receipts or other evidences as may be required under the Company's policies and practices.

Remuneration of our Executive Directors

The following tables set forth the details of remuneration paid by our Company to the executive directors of our Company for the current year and Fiscal 2025, Fiscal 2024, Fiscal 2023:

(*₹ in lakhs*)

Sr. No.	Name of the Director	Remuneration from April 1, 2025 till the date of this Placement Document	Remuneration for Fiscal 2025	Remuneration for Fiscal 2024	Remuneration for Fiscal 2023
1.	Kalpathi Subramanian Suresh	2.84	27.87	11.37	15.69

II. Terms of appointment of Non-Executive-Independent Directors

Pursuant to the Board resolutions dated August 7, 2024 our Non- Executive Directors and Non-Executive Independent Directors are entitled to receive sitting fees of ₹0.75 lakhs for attending each meeting of the Board and ₹0.25 lakhs for attending each meeting of the committees of the Company.

Sitting Fees of the Non-Executive - Independent Directors

The following table set forth the details of sitting fees paid by our Company to Non-Executive - Independent Directors of our Company for the current year and Fiscal 2025, Fiscal 2024, Fiscal 2023:

(*₹ in lakhs*)

Sr. No.	Name of the Director	Sitting Fees from April 1, 2025 till the date of this Placement Document	Sitting Fees for Fiscal 2025	Sitting Fees for Fiscal 2024	Sitting Fees for Fiscal 2023
1.	Kalpathi Subramanian Ganesh	-	3.75	4.50	6.00
2.	Kalpathi Subramanian Aghoram	-	5.15	5.30	6.70
3.	Kalpathi Archana	-	3.00	4.00	6.00
4.	Jitendra Kantilal Shah*	-	1.50	-	-
5.	Pillaipakkam	5.60	16.05	11.30	13.60

Sr. No.	Name of the Director	Sitting Fees from April 1, 2025 till the date of this Placement Document	Sitting Fees for Fiscal 2025	Sitting Fees for Fiscal 2024	Sitting Fees for Fiscal 2023
	Bahukudumbi Srinivasan				
6.	Revathi Raghunathan	5.00	12.70	10.70	10.70
7.	Lakshminarayanan Seshadri	5.35	15.25	11.70	14.60
8.	Ashok Misra^	2.25	1.75	-	-
9.	Alamelu^	2.25	2.50	-	-

**Jitendra Kantilal Shah has been appointed as the Non-Executive Director of our Company with effect from October 15, 2024 and hence, have not received any sitting fee for Fiscal 2023 and 2024.*
^Ashok Misra and Alamelu have been appointed as the Non-Executive Independent Director of our Company with effect from October 15, 2024 and hence, have not received any sitting fee for Fiscal 2023 and 2024.

Payment or benefit to Directors

In Fiscal 2025, Fiscal 2024 and Fiscal 2023, our Company has not paid any compensation or granted any benefit on an individual basis to any of our Directors (including contingent or deferred compensation) other than the remuneration paid to them for such period.

Shareholding of Directors in our Company

The table sets forth the details of Equity Shares held by the Directors of the Company as on the date of filing this Placement Document:

Equity Shares held by our Directors:

Sr. No.	Name of the Director	Number of Equity Shares held	Percentage of the pre-Issue issued and paid-up Equity Share capital
1.	Kalpathi S Suresh	1,28,12,048	16.48%
2.	Kalpathi S Ganesh	1,28,28,049	16.50%
3.	Kalpathi S Aghoram	1,28,29,553	16.51%
4.	Kalpathi Archana	1,00,000	0.13%

Convertible Instruments held by our Directors:

Sr. No.	Name of the Director	Number of Convertible Warrants held	Percentage of the pre-Issue issued and paid-up Equity Share capital
1.	Jitendra Kantilal Shah*	3,11,527	-

**Pursuant to Board resolution dated 11.12.2024, shareholders resolution dated 09.01.2025 and a resolution passed by the Allotment Committee dated February 27, 2025, our Non-Executive Director was allotted 3,11,527 warrants and each warrant is convertible into one equity share within 18 months from the date of allotment for a total consideration of ₹10,00,00,167. The Director paid an upfront consideration of 25.00% of the total consideration amounting to ₹2,50,00,041.*

Interest of our Directors

a. All the Directors may be deemed to be interested to the extent of their shareholding, remuneration or benefits to which they are entitled to as per their terms of appointment and fees payable to them for attending meetings of our Board or committees thereof, as well as to the extent of reimbursement of expenses, if any.

b. Kalpathi S Suresh, the Chairman and Executive Director of our Company may be deemed to be interested to the extent of remuneration paid to him for services rendered and to the extent of the Equity Shares held by him directly or indirectly in our Company and any dividend payable to them and other distributions in respect of such Equity Shares.

c. Except Kalpathi S Suresh, Kalpathi S Ganesh and Kalpathi S Aghoram none of our Directors have any interest in the promotion or formation of our Company.

d. Our Directors may also be regarded as interested in any Equity Shares held by them and to the extent of any dividend payable to them and other distributions or benefits in respect of the Equity Shares held by them.

e. Further, during Fiscal 2023 and 2024, our Chairman and Executive Director, Kalpathi S Suresh, along with our Non-Executive Directors, Kalpathi S Ganesh and Kalpathi S Aghoram, were interested in the Company by virtue of the rent payable to them for leasing the former registered office premises of the Company located at Old no. 54, New no. 34, Thirumalai Pillai Road, T. Nagar, Chennai- 600 017, Tamil Nadu, India for a yearly rent of ₹ 25,000.00 plus applicable taxes.

f. Further, our Chairman and Executive Director, Mr. Kalpathi S Suresh, and our Non-Executive Directors, Mr. Kalpathi S Ganesh and Mr. Kalpathi S Aghoram, have an interest in the Company to the extent of recovery of loans extended by each of them to the Company, pursuant to addendum to loan agreement dated May 21, 2025, amounting to ₹20,62,00,000.00 by each Director.

Except as stated and provided in the section titled as "*Related Party Transactions*" on page 48, our Company has not entered into any contract, agreement or arrangement during the three Fiscals immediately preceding the date of this Placement Document, in which any of the Directors are interested, directly or indirectly, and no payments have been made to them in respect of any such contracts, agreements, arrangements which are proposed to be made with them.

Other than as disclosed in this Placement Document, there are no outstanding transactions other than in the ordinary course of business undertaken by our Company, in which the Directors are interested.

Corporate Governance

Our Company is in compliance with the requirements of the applicable regulations, including the Companies Act, 2013, SEBI Listing Regulations, and the SEBI ICDR Regulations, in respect of corporate governance, including constitution of our Board and committees thereof. The corporate governance framework is based on an effective independent Board, separation of our Board's supervisory role from the executive management team and constitution of our Board committees, as required under law. Our Board has been constituted in compliance with the Companies Act, 2013 and the SEBI Listing Regulations.

Committees of our Board of Directors

Our Board has constituted statutory committees, which function in accordance with the relevant provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

The statutory committees of our Board are:

(a) Audit Committee;
(b) Nomination and Remuneration Committee;
(c) Stakeholders' Relationship Committee;
(d) Risk Management Committee

The following table sets forth details of members of the aforesaid committees, as on the date of this Placement Document: There is no change of terms of reference of the Committee since its constitution and may take the terms of reference from DRHP filed:

Sr. No.	Name of the Committees	Members	Designation
1.	Audit Committee	Revathi Raghunathan- Chairperson	Non-Executive Independent Director
		S Lakshminarayanan – Member	Non-Executive Independent Director
		PB Srinivasan- Member	Non-Executive Independent Director
2.	Nomination and Remuneration Committee	Lakshminarayanan S – Chairperson	Non-Executive Independent Director

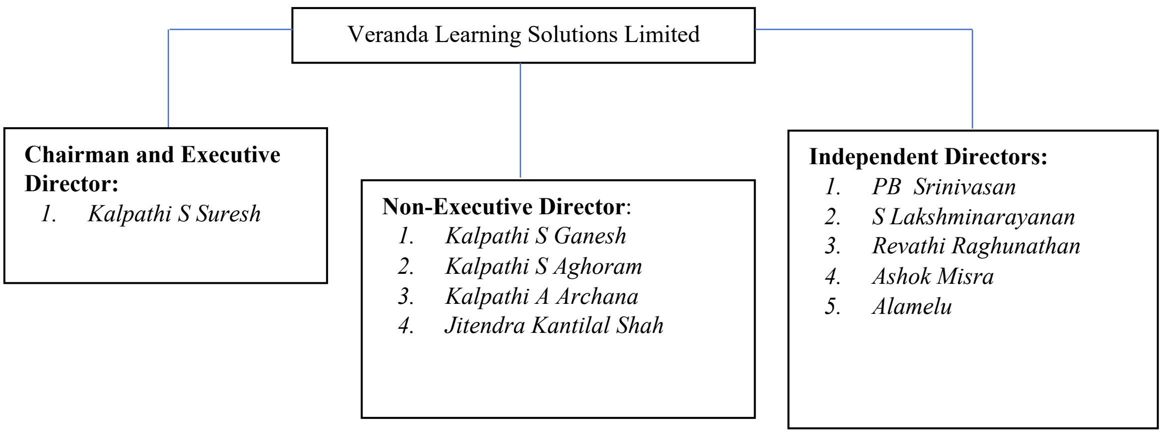
Sr. No.	Name of the Committees	Members	Designation
		Revathi Raghunathan – Member	Non-Executive Independent Director
		PB Srinivasan- Member	Non-Executive Independent Director
3.	Stakeholders' Relationship Committee	PBSrinivasan – Chairperson	Non-Executive Independent Director
		Revathi Raghunathan – Member	Non-Executive Independent Director
		Lakshminarayanan S – Member	Non-Executive Independent Director
4.	Risk Management Committee	Lakshminarayanan S – Chairperson	Non-Executive Independent Director
		PB Srinivasan- Member	Non-Executive Independent Director
		Swaminadhan Balasundharam	Company Secretary and Compliance Officer

Key Managerial Personnel

The Key Managerial Personnel are permanent employees of our Company. In addition to our Chairman and Executive Director whose details are set out in "*Board of Directors and Senior Management- Brief profiles of our Directors*" on page 170 the details of our other Key Managerial Personnel in terms of the Companies Act and the SEBI ICDR Regulations as on the date of this Placement Document are as follows:

Name	Designation
Saurani Pathan Mohasin Khan	Chief Financial Officer
Swaminadhan Balasundharam	Company Secretary and Compliance Officer

Management Organisation Structure



Senior Management

The members of Senior Management are permanent employees of our Company. The details of our members of Senior Management, as on the date of this Placement Document are set forth below:

Sr. No.	Name	Designation
1.	Mr.Aditya Malik	Group Chief Operating Officer
2.	Mr. Vivek Sapre	Chief Human Resources Officer
3.	Mr. Praveen Kumar	President, Corporate Strategy

Shareholding of Key Managerial Personnel and members of the Senior Management

Except as disclosed under "*Board of Directors and Senior Management- Shareholding of Directors in our Company*" on page 173 none of the Key Managerial Personnel and Senior Management Personnel hold any Equity Shares as on the date of this Placement Document:

Relationship with other Key Managerial Personnel and members of Senior Management and Directors

None of our Key Managerial Personnel or members of Senior Management are related to any of our Directors, Key Managerial Personnel or members of Senior Management or inter-se.

Interests of Key Managerial Personnel and members of Senior Management

Our Key Managerial Personnel and members of Senior Management do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them in the ordinary course of business and to the extent of the Equity Shares held by them directly or indirectly in our Company and any dividend payable to them and other distributions in respect of such Equity Shares.

None of our Key Managerial Personnel and members of Senior Management have any interest in any property acquired or proposed to be acquired of our Company or by our Company. For details on interest of our Whole-Time Directors (in their capacity as key managerial personnel), please see the section titled as "*Board of Directors and Senior Management- Interests of the Directors*" on page 173.

Related Party Transactions

Except as provided in the section titled as "*Related Party Transactions*" on page 48, our Key Managerial Personnel and Senior Management Personnel do not have any interest in our Company.

Other Confirmations

Except as otherwise stated above in the section titled as "*Board of Directors and Senior Management- Interest of our Directors*" on page 173 and "*Board of Directors and Senior Management- Interests of Key Managerial Personnel and members of Senior Management*" on page 176, none of our Directors, Promoters, Key Managerial Personnel or Senior Management Personnel have any financial or other material interest in the Issue and there is no effect of such interest in so far as it is different from the interest of other persons.

Neither our Company, nor the Directors or Promoters have been identified as wilful defaulter or fraudulent borrower.

Neither our Company, nor our Directors or Promoters are debarred from accessing capital markets under any order or direction made by SEBI during the five years preceding the date of filing of this Placement Document, whose equity shares have been or were suspended from being traded on any stock exchange, during the term of their directorship in such company.

Further, none of our Promoters or Directors is a fugitive economic offender.

None of the Directors, Promoters, Key Managerial Personnel or Senior Management Personnel of our Company intend to subscribe to the Issue.

No change in control in our Company will occur consequent to the Issue.

Policy on disclosures and internal procedure for prevention of insider trading

The SEBI Insider Trading Regulations applies to our Company and our employees and requires our Company to implement a code of practices and procedures for fair disclosure of unpublished price sensitive information and conduct for the prevention of insider trading. Our Company has implemented a code of practices and procedures for fair disclosure of unpublished price sensitive information in accordance with the SEBI Insider Trading Regulations.

The Insider Trading Code is uploaded on the website of the Company at www.verandalearning.com

SHAREHOLDING PATTERN OF OUR COMPANY

The tables below represents the information regarding the ownership of Equity Shares by the Shareholders:

Summary of statement holding of specified securities as of July 04, 2025:

Category of Shareholder	No. of Shareholders	No. of fully paid up equity shares held	Total no. shares held	Shareholding as a % of total no. of shares (Calculated as per SCRR , 1957) As a % of (A+B+C2)	No. of voting rights	Total as a % of Total Voting Right	No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)As a % of (A+B+C2)	No of Locked in Shares		No. of Shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares (XV)		
														Shareholding (No. of shares) under		
									No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total shares held (b)		Sub Category _I	Sub Category _II	Sub_Category III
(A) Promoter & Promoter Group	13	39107850	39107850	50.31	39107850	50.31	0	49.08	2000000	5.11	14169855	36.23	39107850	0	0	0
(B) Public	11370	38623248	38623248	49.69	38623248	49.69	1944648	50.92	10492257	27.17	0	0	38623248	0	0	0
(C1) Shares underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C2) Shares held by Employee Trust)	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C) Non Promoter-Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

Category of Shareholder	No. of Shareholders	No. of fully paid up equity shares held	Total no. shares held	Shareholding as a % of total no. of shares (Calculated as per SCRR , 1957) As a % of (A+B+C2)	No. of voting rights	Total as a % of Total Voting Right	No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)As a % of (A+B+C2)	No of Locked in Shares		No. of Shares pledged or otherwise encumbered		No. of equity shares held in dematerialized form	Sub-categorization of shares (XV)		
														Shareholding (No. of shares) under		
									No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total shares held (b)		Sub Category _I	Sub Category _II	Sub_Category III
Grand Total	11383	77731098	77731098	100	77731098	100	1944648	100	12492257	16.07	14169855	18.23	77731098	0	0	0

**As on date of this Placement Document all the equity shares of our Company are in dematerialised form.*

Statement showing shareholding pattern of the Promoter and Promoter Group as of July 04, 2025:

Category of shareholder	Entity type	Nos. of shareholders	No. of fully paid up equity shares held	Total nos. shares held	Shareholding as a % of total no. of shares (Calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of voting rights held in each class of securities		No. of shares underlying outstanding convertible securities (including Warrants) (X)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
						No. (a)	As a % of total shares held (b)		No. (a)	As a % of total shares held (b)	Class eg: X	Total	
A1) Indian													
Individuals/ Hindu Undivided Family		12	39077850	39077850	50.27	39077850	50.27	0	2000000	5.12	14169855	36.26	39077850
K S Aghoram	Promoter	1	12829553	12829553	16.51	12829553	16.51	0	666667	5.20	4723285	36.82	12829553
K S Suresh	Promoter	1	12812048	12812048	16.48	12812048	16.48	0	666666	5.20	4723285	36.87	12812048

Category of shareholder	Entity type	Nos. of shareholde rs	No. of fully paid up equity shares held	Total nos. shares held	Shareholding as a % of total no. of shares (Calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of voting rights held in each class of securities		No. of shares underlying outstanding convertible securities (including Warrants) (X)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
						No. (a)	As a % of total shares held (b)		No. (a)	As a % of total shares held (b)	Class eg: X	Total	
K S Ganesh	Promoter	1	12828049	12828049	16.50	12828049	16.50	0	666667	5.20	4723285	36.82	12828049
Venkatachalam Mahadevan	Promoter Group	1	5200	5200	0.01	5200	0.01	0	0	0	0	0	5200
Andal Aghoram	Promoter Group	1	1000	1000	0	1000	0	0	0	0	0	0	1000
Meenakshi Suresh	Promoter Group	1	1000	1000	0.00	1000	0.00	0	0	0	0	0	1000
Mahalakshmi Ganesh	Promoter Group	1	1000	1000	0.00	1000	0.00	0	0	0	0	0	1000
Kalpathi A Archana	Promoter Group	1	100000	100000	0.13	100000	0.13	0	0	0	0	0	100000
Kalpathi S Abishek	Promoter Group	1	100000	100000	0.13	100000	0.13	0	0	0	0	0	100000
Kalpathi Aghoram Aishwarya	Promoter Group	1	100000	100000	0.13	100000	0.13	0	0	0	0	0	100000
Kalpathi G Ajith	Promoter Group	1	200000	200000	0.26	200000	0.26	0	0	0	0	0	200000
Abinaya K Suresh	Promoter Group	1	100000	100000	0.13	100000	0.13	0	0	0	0	0	100000
Any Other (Specify)	Promoter Group	1	30000	30000	0.04	30000	0.04	0	0	0	0	0	30000
Bodies Corporate													
Tripleone Developments Private Limited	Body Corporate	1	30000	30000	0.04	30000	0.04	0	0	0	0	0	30000
Sub Total A1		13	39107850	39107850	50.31	39107850	50.31	0	2000000	5.11	14169855	36.23	39107850

Category of shareholder	Entity type	Nos. of shareholders	No. of fully paid up equity shares held	Total nos. shares held	Shareholding as a % of total no. of shares (Calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of voting rights held in each class of securities		No. of shares underlying outstanding convertible securities (including Warrants) (X)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
						No. (a)	As a % of total shares held (b)		No. (a)	As a % of total shares held (b)	Class eg: X	Total	
A2) Foreign	0	0	0	0	0	0	0	0	0	0	0	0	0
A=A1+A2		13	39107850	39107850	50.31	39107850	50.31	0	2000000	5.11	14169855	36.23	39107850

Statement showing shareholding pattern of the Public Shareholder as of July 04, 2025:

Category of Shareholder	No. of Shareholders	No. of fully paid up equity shares held	Total no. shares held	Shareholding as a % of total no. of shares (Calculated as per SCRR, 1957) As a % of (A+B+C2)	No. of voting rights	Total as a % of Total Voting Right	No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No of Locked in Shares		No. of equity shares held in dematerialized form	Sub-cateogrization of shares (XV)		
									No. (a)	As a % of total Shares held (b)		Shareholding (No. of shares) under		
												Sub Categry I	Sub Category_II	Sub_Category III
B1) Institutions	0	0	0	0	0	0	0	0	0	0	0	0	0	0
B2) Institutions (Domestic)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Mutual Funds/	1	65	65	0	65	0	0	0	0	0	65	0	0	0
Banks	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Alternate Investment Funds	1	91833	91833	0.12	91833	0.12	0	0.12	0	0	91833	0	0	0
Sub Total B2	2	91898	91898	0.12	91898	0.12	0	0.12	0	0	91898	0	0	0
B3) Institutions (Foreign)	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Foreign Portfolio Investors Category I	12	1012584	1012584	1.30	1012584	1.30	0	1.27	0	0	1012584	0	0	0
	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Foreign Portfolio Investors Category II	1	23	23	0	23	0	0	0	0	0	23	0	0	0
Sub Total B2	13	1012607	1012607	1.30	1012607	1.30	0	1.27	0	0	1012607	0	0	0
B3) Central Government/State Government(s)/President of India	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Shareholding by Companies or Bodies	2	4622	4622	0	4622	0	0	0	0	0	4622	0	0	0

Category of Shareholder	No. of Shareholders	No. of fully paid up equity shares held	Total no. shares held	Shareholding as a % of total no. of shares (Calculated as per SCRR, 1957) As a % of (A+B+C2)	No. of voting rights	Total as a % of Total Voting Right	No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No of Locked in Shares		No. of equity shares held in dematerialized form	Sub-cateogrization of shares (XV)		
												Shareholding (No. of shares) under		
									No. (a)	As a % of total Shares held (b)		Sub Categroy I	Sub Category_II	Sub_Category III
Corporate where Central / State Government is a promoter														
B4) Non-Institutions	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Investor Education & Protection Fund	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Key Managerial Personnel	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Resident Individuals holding nominal share capital upto Rs. 2 lakhs	10690	5470039	5470039	7.04	5470039	7.04	0	6.87	12344	0.23	5470039	0	0	0
Resident Individual holding nominal share capital in excess of Rs. 2 lakhs	111	21553227	21553227	27.73	21553227	27.73	311527	27.44	9053048	42.00	21553227	0	0	0
AMRIT RAMANA PRASAD	1	2674096	2674096	3.44	2674096	3.44	0	3.36	2674096	100	2674096	0	0	0
RAMANA PRASAD A S	1	2672636	2672636	3.44	2672636	3.44	0	3.35	2672636	100	2672636	0	0	0
UJWAL KUMAR PAGARIYA	1	1399486	1399486	1.76	1399486	1.76	0	1.80	0	0	1399486	0	0	0
PRABHU .	1	1594923	1594923	2.05	1594923	2.05	0	2.00	0	0	1594923	0	0	0

Category of Shareholder	No. of Shareholders	No. of fully paid up equity shares held	Total no. shares held	Shareholding as a % of total no. of shares (Calculated as per SCRR, 1957) As a % of (A+B+C2)	No. of voting rights	Total as a % of Total Voting Right	No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No of Locked in Shares		No. of equity shares held in dematerialized form	Sub-cateogrization of shares (XV)		
												Shareholding (No. of shares) under		
									No. (a)	As a % of total Shares held (b)		Sub Categry I	Sub Category_II	Sub_Category III
BHANWAR LAL BORANA	1	1185984	1185984	1.53	1185984	1.53	0	1.49	0	0	1185984	0	0	0
Non Resident Indian	102	143532	143532	0.18	143532	0.18	0	0.18	0	0	143532	0	0	0
Bodies Corporate	134	9203494	9203494	11.84	9203494	11.84	155763	11.75	1426865	15.50	9203494	0	0	0
GKK CAPITAL MARKETS PRIVATE	1	1375000	1375000	1.77	1375000	1.77	0	1.73	0	0	1375000	0	0	0
AUTHUM INVESTMENT AND INFRASTRUCTURE LIMITED	1	2581213	2581213	3.32	2581213	3.32	0	3.24	0	0	2581213	0	0	0
SARANGA INVESTMENTS AND CONSULTANCY PRIVATE LIMITE	1	856164	856164	1.10	856164	1.10	0	1.07	856164	100	856164	0	0	0
PARMAR DEVELOPERS AND PROPERTIES PRIVATE LIMITED	1	801680	801680	1.03	801680	1.03	0	1.01	0	0	801680	0	0	0
Any Other (Specify)	0	0	0	0	0	0	1165831	0	0	0	0	0	0	0
Clearing Member	0	0	0	0	0	0	0	0	0	0	0	0	0	0

Category of Shareholder	No. of Shareholders	No. of fully paid up equity shares held	Total no. shares held	Shareholding as a % of total no. of shares (Calculated as per SCRR, 1957) As a % of (A+B+C2)	No. of voting rights	Total as a % of Total Voting Right	No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	No of Locked in Shares		No. of equity shares held in dematerialized form	Sub-cateogrization of shares (XV)		
												Shareholding (No. of shares) under		
									No. (a)	As a % of total Shares held (b)		Sub Category I	Sub Category_II	Sub_Category III
Unclaimed or suspense or Escrow Account	0	0	0	0	0	0	0	0	0	0	0	0	0	0
HUF	316	1143829	1143829	1.47	1143829	1,47	0	1.44	0	0	1143829	0	0	0
Sub Total B4	11353	37514121	37514121	48.26	37514121	48.26	1944648	49.52	**10492257**	27.97	37514121	0	0	0
B=B1+B2+B3+B4	11370	38623248	38623248	49.69	38623248	49.69	1944648	50.92	10492257	**27.17**	38623248	0	0	0

Statement showing the shareholding pattern of the Non-Promoter Non-Public Shareholder as of July 04, 2025:

Category & Name of the Shareholders(I)	No. of shareholder (III)	No. of fully paid-up equity shares held (IV)	Total no. shares held (VII=IV+V+VI)	Shareholding% calculated as per SCRR, 1957 as a % of (A+B+C2)(VIII)	No. of shares underlying outstanding convertible securities (Including warrants)(X)	Number of Locked in Shares (XII)		Number of equity shares held in dematerialized form (XIV)(Not applicable)
						No	As a % of total shares held	
C1) Custodian/DR Holder	0	0	0	0	0	0	0	0
C2) Employee Benefit Trust	0	0	0	0	0	0	0	0

Details of Disclosure by Trading Members (TM) holding 1% or more of the Total no. of Shares as of July 04, 2025:

Sl. No.	Name of the trading member	Name of the Beneficial Owner	No. of shares held	% of total no. of shares	Date of reporting by the Trading Member
1.	0	0	0	0	0

Shareholding of Directors in our Company

The table sets forth the details of Equity Shares held by the Directors of the Company as on the date of filing this Placement Document:

Sr. No.	Name of the Director	Number of Equity Shares held	Percentage of the pre-Issue issued and paid-up Equity Share capital
1.	Kalpathi Subramanian Aghoram	128,29,553	16.51
2.	Kalpathi Subramaniam Ganesh	1,28,28,049	16.50
3	Kalpathi Subramanian Suresh	1,28,12,048	16.48
4	Kalpathi A Archana	1,00,000	0.13

ISSUE PROCEDURE

The following is a summary intended to present a general outline of the procedure relating to the bidding application, payment of Application Amount, Allocation and Allotment of the Equity Shares. The procedure followed in the Issue may differ from the one mentioned below and investors are assumed to have apprised themselves of the same from our Company or the Book Running Lead Manager. Investors that apply in the Issue will be required to confirm and will be deemed to have represented to our Company, the Book Running Lead Manager and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Investors are advised to inform themselves of any restrictions or limitations that may be applicable to them. Prospective Investors are advised to inform themselves of any restrictions or limitations that may be applicable to them and are required to consult their respective advisers in this regard. For further details, see "Selling Restrictions" and "Transfer Restrictions" on pages 203 and 210, respectively.

Our Company, the Book Running Lead Manager and their directors, shareholders, employees, counsel, officers, agents, advisors, affiliates and representatives are not liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of this Placement Document. Eligible QIBs are advised to make their independent investigations and satisfy themselves that they are eligible to apply. Eligible QIBs are advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Placement Document. Further, Eligible QIBs are required to satisfy themselves that their Bids would not result in triggering an open offer under the SEBI Takeover Regulations and shall be solely responsible for compliance with all the applicable provisions of the SEBI Takeover Regulations, the Insider Trading Regulations, and other applicable laws.

Qualified Institutions Placement

THIS ISSUE IS MEANT ONLY FOR ELIGIBLE QIBs ON A PRIVATE PLACEMENT BASIS AND IS NOT AN OFFER TO THE PUBLIC OR TO ANY OTHER CLASS OF INVESTORS.

This Placement Document has not been, and will not be, filed as a prospectus with the RoC and, no Equity Shares will be offered in India or overseas to the public or any members of the public or any other class of investors, other than Eligible QIBs.

This Issue was made to Eligible QIBs in reliance upon Chapter VI of the SEBI ICDR Regulations and Section 42 and other applicable provisions of the Companies Act, 2013 and rules thereunder, through the mechanism of a Qualified Institutions Placement ("**QIP**"). Under Chapter VI of the SEBI ICDR Regulations and Section 42 of the Companies Act, 2013 read with Rule 14 of the PAS Rules, our Company, being a listed company in India may issue Equity Shares to Eligible QIBs, provided that:

- the Shareholders have passed a special resolution approving the Issue. Such special resolution must specify (a) that the Allotment of Equity Shares is proposed to be made pursuant to the QIP; and (b) the Relevant Date;

- the explanatory statement to the notice to the Shareholders for convening the general meeting must disclose among other things, the particulars of the Issue, including the date of passing the board resolution, the kind of securities being offered, amount which our Company intends to raise by way of such securities and the material terms of raising such securities, proposed issue schedule, the purpose or objects of Issue, the contribution made by the promoters or directors either as part of the Issue or separately in furtherance of the objects, and the basis or justification for the price (including premium, if any) at which the Issue or invitation is being made;

- under Regulation 172(1)(b) of the SEBI ICDR Regulations, the Equity Shares of the same class of our Company, which are proposed to be Allotted through this Issue, are listed on the Stock Exchanges, for a period of at least one year prior to the date of issuance of notice to our Shareholders for convening the meeting to adopt the above-mentioned special resolution. For details, please see "*Capital Structure*" on page 85;

- invitation to apply in the Issue must be made through a private placement offer cum application letter (i.e., the Preliminary Placement Document) and an application form serially numbered and addressed specifically to the Eligible QIBs to whom the Issue was made either in writing or in electronic mode, within 30 days of recording the name of such person in accordance with applicable law;

- in accordance with the SEBI ICDR Regulations, issuance and allotment of Equity Shares shall be made only in dematerialized form;
- the Directors of our Company are not fugitive economic offenders;
- the Promoter or Directors are not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016;
- our Company shall not make any subsequent qualified institutions placement until the expiry of two weeks from the date of this Issue;
- our Company shall have completed allotments with respect to any previous Issue or invitation made by our Company or has withdrawn or abandoned any such invitation or Issue, however, our Company may, at any time, make more than one issue of securities to such class of identified persons as may be prescribed;
- an Issue to Eligible QIBs will not be subject to a limit of 200 persons. Prior to circulating the private placement offer cum application letter (i.e., the Preliminary Placement Document), our Company must prepare and record a list of Eligible QIBs to whom this Issue will be made. This Issue must be made only to such Eligible QIBs whose names are recorded by our Company prior to the invitation to subscribe; and
- our Company acknowledges that the offering of securities by issue of public advertisements or utilization of any media, marketing or distribution channels or agents to inform the public about this Issue is prohibited.
- At least 10.00% of the Equity Shares issued to Eligible QIBs shall be Allotted to Mutual Funds, provided that, if this portion or any part thereof to be Allotted to Mutual Funds remains unsubscribed, it may be allotted to other Eligible QIBs.

Bidders are not allowed to withdraw or revise downwards their Bids after the Issue Closing Date.

Additionally, there is a minimum pricing requirement under the SEBI ICDR Regulations. The floor price of the Equity Shares issued under this Issue could not have been less than the average of the weekly high and low of the closing prices of the Equity Shares of the same class quoted on the stock exchanges during the two weeks preceding the Relevant Date as calculated in accordance with Chapter VI of the SEBI ICDR Regulations. The "Relevant Date" referred to above means the date of the meeting in which the Fund Raising Committee decided to open the Issue and "stock exchange" means any of the recognized stock exchanges on which the Equity Shares of the same class are listed and on which the highest trading volume in such Equity Shares had been recorded during the two weeks immediately preceding the Relevant Date.

The Equity Shares will be Allotted within 365 days from the date of the Shareholders' resolution approving this Issue being June 10, 2025 (i.e. the last date of e-voting) and within 60 days from the date of receipt of Application Amount from the Successful Bidders. For details of Allotment, see "*Capital Structure*" on page 85.

The Equity Shares issued pursuant to this Issue must be issued on the basis of the Preliminary Placement Document and this Placement Document. The Preliminary Placement Document and this Placement Document shall contain all material information required under applicable law including the information specified in Schedule VII of SEBI ICDR Regulations and the requirements prescribed under the PAS Rules and Form PAS-4. The Preliminary Placement Document and this Placement Document are private documents provided to only select investors through serially numbered copies and are required to be placed on the website of the concerned Stock Exchanges and of our Company with a disclaimer to the effect that it is in connection with an issue to Eligible QIBs and no Issue is being made to the public or to any other category of investors. Please note that if you do not receive a serially numbered copy of the Preliminary Placement Document addressed to you, you may not rely on this Placement Document uploaded on the website of the Stock Exchanges or our Company for making an application to subscribe to Equity Shares pursuant to the Issue.

This Issue has been approved by our Board of Directors on May 17, 2025 subject to approval of the shareholders. Subsequently, our Shareholders, through special resolution, approved the Issue on June 10, 2025 (i.e. the last date of e-voting).

The minimum number of Allottees with respect to the QIP shall not be less than:

- two, where the issue size is less than or equal to ₹ 25,000.00 lakhs; and
- five, where the issue size is greater than ₹ 25,000.00 lakhs.

No single Allottee shall be Allotted more than 50.00% of the Issue Size. Eligible QIBs that belong to the same group or that are under common control shall be deemed to be a single Allottee for the purpose of this Issue. For details of what constitutes "same group" or "common control", see "*Issue Procedure- Bid Process—Application Form*" on page 193.

Equity Shares being Allotted pursuant to this Issue shall not be sold for a period of one year from the date of Allotment, except on floor of recognised stock exchange. In addition, purchasers of the Equity Shares Allotted pursuant to the Issue shall comply with the resale restrictions set forth in the sections titled, "*Selling Restrictions*" and "*Transfer Restrictions*" on pages 203 and 210, respectively.

Allotments made to VCFs and AIFs in this Issue are subject to the rules and regulations that are applicable to them, including in relation to lock-in requirements. VCFs and AIFs should independently consult their own counsel and advisors as to investment in and related matters concerning the Issue.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any jurisdiction except India and may not be offered or sold, and Bids may not be made by persons in any jurisdiction, except in compliance with the applicable laws of such jurisdiction. In particular, the Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. The Equity Shares are being offered and sold only outside the United States in reliance on Regulations S. For the selling restrictions in certain other jurisdictions, see "*Selling Restrictions*" on page 203. The Equity Shares sold in the Issue are transferable only in accordance with the restrictions set forth under the sections "*Selling Restrictions*" and "*Transfer Restrictions*" on pages 203 and 210, respectively.

Our Company has filed a copy of the Preliminary Placement Document with and a copy of this Placement Document with each of the Stock Exchanges. We shall also make the requisite filings with the RoC within the stipulated period as required under the Companies Act and the PAS Rules. Our Company has received in-principle approvals from each of the Stock Exchanges under Regulation 28(1)(a) of the SEBI Listing Regulations for the listing of the Equity Shares on the BSE and NSE, dated July 17, 2025.

Issue Procedure

1. Our Company in consultation with the Book Running Lead Manager had circulated serially numbered copies of the Preliminary Placement Document and the serially numbered Application Form, either in electronic or physical form, to Eligible QIBs and the Application Form was specifically addressed to each such Eligible QIB. In terms of Section 42(3) of the Companies Act, 2013, our Company was required to maintain records of the Eligible QIBs in the form and manner as prescribed under the PAS Rules, to whom the Preliminary Placement Document and the serially numbered Application Form were dispatched. Our Company will make the requisite filings with the RoC within the stipulated time periods as required under the Companies Act, 2013 and the PAS Rules.

2. **Unless a serially numbered Preliminary Placement Document along with the serially numbered Application Form, which includes the details of the bank account wherein the Application Amount was to be deposited, has been addressed to a particular Eligible QIB, no invitation to make an offer to subscribe was deemed to have been made to such Eligible QIB.** Even if such documentation were to come into the possession of any person other than the intended recipient, no offer or invitation to offer was deemed to have been made to such person and any application that did not comply with this requirement shall be treated as invalid.

3. Eligible QIBs were required to submit the Application Form, including any revisions thereof along with the

Application Amount and a copy of the PAN card or PAN allotment letter, during the Issue Period to the Book Running Lead Manager. Application Form was required to be signed physically or digitally, if required under applicable law in the relevant jurisdiction applicable to each Eligible QIB and as permitted under such applicable law. An Eligible QIB was required to submit an unsigned copy of the Application Form, as long as the Application Amount was paid along with submission of the Application Form within the Issue Period. Once a duly filled Application Form was submitted by an Eligible QIB, whether signed or not, and the Application Amount was transferred to the Escrow Account, such Application Form constituted an irrevocable offer and could not be withdrawn or revised downwards after the Issue Closing Date. In case Bids were made on behalf of the Eligible QIB and the Application Form was unsigned, it was assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Application Amount to the Escrow Account, on behalf of the Eligible QIB was authorised to do so.

4. Bidders were required to indicate the following in the Application Form:

- full official name of the Bidder to whom Equity Shares are to be Allotted, complete address, phone number, permanent account number, e-mail address and bank account details;

- number of Equity Shares Bid for;

- price at which they are agreeable to subscribe for the Equity Shares and the aggregate Application Amount for the number of Equity Shares Bid for;

- details of the beneficiary account maintained with a depository participant to which the Equity Shares should be credited pursuant to this Issue; and

- a representation that it is outside the United States and it has agreed to certain other representations set forth in the "*Representations by Investors*" on page 6, "*Selling Restrictions*" on page 203 and "*Transfer Restrictions*" on page 210 and certain other representations made in the Application Form.

  Note: Eligible FPIs are required to indicate the SEBI FPI registration number in the Application Form. The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Bids are made. In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme for which the Bid has been made. Application by various schemes or funds of a Mutual Fund will be treated as one application from the Mutual Fund. Bidders are advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable laws.

5. Each Bidder was required to make the entire payment of the Application Amount for the Equity Shares Bid for, along with the Application Form, only through electronic transfer to the Escrow Account within the Issue Period as specified in the Application Form sent to the respective Bidders. Any payment of Application Amount for the Equity Shares made from the bank accounts of the relevant Bidders and our Company was required to keep a record of the bank account from where such payment was received. Application Amount payable on Equity Shares to be held by joint holders was required to be paid from the bank account of the person whose name appeared first in the Application Form. Pending Allotment and the filing of return of Allotment by our Company with the RoC or receipt of final listing and trading approval from the Stock Exchanges, whichever is later. Application Amount received for subscription of the Equity Shares was required to be kept by our Company in a separate bank account with a scheduled bank and shall be utilised only for the purposes permitted under the Companies Act, 2013. Notwithstanding the above, in the event, among others, a Bidder was not Allocated Equity Shares in the Issue, or the number of Equity Shares Allocated to the Bidder was lower than the number of Equity Shares applied for through the Application Form and towards which Application Amount has been paid by such Bidder, or the Application Amount was in excess of the amount equivalent to the product of the Equity Shares that could have been Allocated to the Bidder and the Issue Price, or any Eligible QIB lowered or withdrew their Bid after submission of the Application Form but prior to the Issue Closing Date, the excess Application Amount was required to be refunded to the same bank account from which it was remitted, in the form and manner set out in *"– Refunds"* below.

6. Once a duly completed Application Form was submitted by a Bidder and the Application Amount was

transferred to the Escrow Account, such Application Form constituted an irrevocable offer and the Bid could not be withdrawn or revised downwards after the Issue Closing Date. In case of upward revision before the Issue Closing Date, an additional amount was required to be deposited towards the Application Amount in the Escrow Account along with the submission of such revised Bid. In case of Bids being made on behalf of the Eligible QIBs where the Application Form was unsigned, it was assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Application Amount to the Escrow Account, on behalf of the Eligible QIB was authorised to do so. The Issue Closing Date was notified to the Stock Exchanges and the Eligible QIBs were deemed to have been given notice of such date after receipt of the Application Form.

7. Eligible QIBs acknowledged that in accordance with the requirements of the Companies Act, upon Allocation, our Company was required to disclose the names of proposed Allottees and the percentage of their post Issue shareholding in this Placement Document and consents to such disclosure, if any Equity Shares were allocated to it.

8. The Bids made by asset management companies or custodians of Mutual Funds were required to specifically state the names of the concerned schemes for which the Bids are made. In case of a Mutual Fund, a separate Bid could be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund were not treated as multiple Bids provided that the Bids clearly indicate the scheme for which the Bid have been made. Application by various schemes or funds of a Mutual Fund were treated as one application from the Mutual Fund. Bidders were advised to ensure that any single Bid from them shouldd not exceed the investment limits or maximum number of Equity Shares that could be held by them under applicable laws.

9. Upon receipt of the duly completed Application Form and the Application Amount in the Escrow Account, after the Issue Closing Date, our Company has,in consultation with the Book Running Lead Manager, determined the final terms, including the Issue Price of the Equity Shares were to be issued pursuant to the Issue and Allocation. Upon such determination, the Book Running Lead Manager, on behalf of our Company, sent the serially numbered CAN to the Eligible QIBs who were Allocated the Equity Shares. The dispatch of a CAN, and this Placement Document (when dispatched) to a Successful Bidder was deemed a valid, binding and irrevocable contract for the Successful Bidders to subscribe to the Equity Shares Allocated to such Successful Bidders at an aggregate price equivalent to the product of the Issue Price and Equity Shares Allocated to such Successful Bidders. The CAN contained details such as the number of Equity Shares Allocated to the Successful Bidders, Issue Price and the aggregate amount received towards the Equity Shares Allocated and the Refund Amount (if any) due to the Successful Bidders. In case of Bids being made on behalf of the Eligible QIB where the Application Form was unsigned, it was assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Application Amount to the Escrow Account, on behalf of the Eligible QIB was authorised to do so. The Issue Closing Date was notified to the Stock Exchanges and the Eligible QIBs were deemed to have been given notice of such date after receipt of the Application Form. **Please note that the Allocation will be at the absolute discretion of our Company, in consultation with the Book Running Lead Manager.**

10. Upon determination of the Issue Price and the issuance of CAN and before Allotment of Equity Shares to the Successful Bidders, the Book Running Lead Manager, on our behalf, sent a serially numbered Placement Document to each of the Successful Bidders who have been Allocated Equity Shares pursuant to dispatch of a serially numbered CAN.

11. Upon dispatch of the serially numbered Placement Document, our Company shall Allot Equity Shares as per the details in the CANs sent to the Successful Bidders. We will inform the Stock Exchanges of the details of the Allotment.

12. After passing the resolution for Allotment and prior to crediting the Equity Shares into the beneficiary account of the Successful Bidders maintained by the depository participant, our Company shall apply to the Stock Exchanges for listing approvals in respect of the Equity Shares Allotted pursuant to this Issue.

13. After receipt of the listing approvals of the Stock Exchanges, our Company shall credit the Equity Shares Allotted pursuant to this Issue into the beneficiary accounts of the respective Allottees.

14. Our Company will then apply for the final trading approvals from the Stock Exchanges.

15. The Equity Shares that would have been credited to the beneficiary account with the Depository Participant of the Successful Bidders shall be eligible for trading on the Stock Exchanges only upon the receipt of final trading and listing approvals from the Stock Exchanges.

16. As per applicable law, the Stock Exchanges will notify the final listing and trading approvals, which are ordinarily available on their websites, and our Company may communicate the receipt of the listing and trading approvals to those Eligible QIBs to whom the Equity Shares have been Allotted. Our Company and the Book Running Lead Manager shall not be responsible for any delay or non-receipt of the communication of the final trading and listing permissions from the Stock Exchanges or any loss arising from such delay or non-receipt. Investors are advised to apprise themselves of the status of the receipt of the permissions from the Stock Exchanges or our Company.

Eligible Qualified Institutional Buyers ("Eligible QIBs")

Eligible QIBs are who have not been prohibited by the SEBI from buying, selling or dealing in securities can participate in this Issue. Provided that with respect to FPIs, only Eligible FPIs applying under Schedule II of the FEMA Non-Debt Rules will be considered as Eligible QIBs. FVCIs and non-resident multinational and bilateral development financial institutions are not permitted to participate in the Issue. Currently, QIBs, who are eligible to participate in this Issue and also as defined under Regulation 2(1) (ss) of the SEBI ICDR Regulations, are set forth below:

- alternate investment funds registered with SEBI;
- Eligible FPIs;
- insurance companies registered with Insurance Regulatory and Development Authority of India;
- insurance funds set up and managed by army, navy or air force of the Union of India;
- insurance funds set up and managed by the Department of Posts, India;
- multilateral and bilateral development financial institutions;
- Mutual Funds registered with SEBI;
- pension funds with minimum corpus of ₹ 2500.00 lakhs;
- provident funds with minimum corpus of ₹ 2500.00 lakhs;
- public financial institutions;
- scheduled commercial banks;
- state industrial development corporations;
- the National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government published in the Gazette of India;
- venture capital funds registered with SEBI; and
- systemically important non-banking financial companies,

subject to such QIB not being excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations.

Allotments made to VCFs and AIFs in the Issue are subject to the rules and regulations that are applicable to each of them respectively, including in relation to lock-in requirement. VCFs and AIFs should independently consult their own counsel and advisors as to investment in and related matters concerning the Issue.

ELIGIBLE FPIS WERE PERMITTED TO PARTICIPATE THROUGH THE PORTFOLIO INVESTMENT SCHEME UNDER SCHEDULE II OF THE FEMA NON-DEBT RULES, IN THIS ISSUE. ELIGIBLE FPIS WERE PERMITTED TO PARTICIPATE IN THE ISSUE SUBJECT TO COMPLIANCE WITH ALL APPLICABLE LAWS AND SUCH THAT THE SHAREHOLDING OF THE FPIS DID NOT EXCEED SPECIFIED LIMITS AS PRESCRIBED UNDER APPLICABLE LAWS IN THIS REGARD.

Other eligible non-resident QIBs shall participate in the Issue under Schedule I of the FEMA Rules.

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means common ownership of more than fifty per cent or common control) is not permitted to exceed 10.00% of our post-Issue Equity Share capital. Further, in terms of the FEMA Non-Debt Rules, the total holding by each FPI including its investor group shall be below 10.00% of the total paid-up Equity Share capital of our Company. In case the holding of an FPI including its investor group increases to 10% or more of the total paid-up equity capital, on a fully diluted basis, the FPI including its investor group is required to divest the excess holding within five trading days from the date of settlement of the trades resulting in the breach. In the event that such divestment of excess holding is not done, the total investment made by such FPI together with its investor group will be re-classified as FDI as per procedure specified by SEBI and the FPI and its investor group will be prohibited from making any further portfolio investment in our Company under the SEBI FPI Regulations. However, in accordance with Regulation 22(4) of the SEBI FPI Regulations, the FPIs who are: (i) appropriately regulated public retail funds; (b) public retail funds where the majority is owned by appropriately regulated public retail fund on look through basis; or (c) public retail funds and investment managers of such foreign portfolio investors are appropriately regulated, the aggregation of the investment limits of such FPIs having common control, shall not be applicable.

Further, the aggregate permissible limit of all FPIs investments, with effect from April 1, 2020, is the sectoral cap applicable to the sector in which our Company operates. The existing aggregate investment limit for FPIs in our Company is not exceeding the sectoral cap i.e., 51.00% of the post issue of the paid-up capital of our Company.

In case the holding of an FPI including its investor group increases to 10.00% or more of the total paid-up equity capital, on a fully diluted basis, the FPI including its investor group is required to divest the excess holding within five trading days from the date of settlement of the trades resulting in the breach. In the event that such divestment of excess holding is not done, the total investment made by such FPI together with its investor group will be reclassified as FDI as per the procedure specified by SEBI and the FPI and its investor group will be prohibited from making any further portfolio investment in our Company under the SEBI FPI Regulations. However, in accordance with Regulation 22(4) of the SEBI FPI Regulations, the FPIs who are: (a) appropriately regulated public retail funds; (b) public retail funds where the majority is owned by appropriately regulated public retail fund on look through basis; or (c) public retail funds and investment managers of such foreign portfolio investors are appropriately regulated, the aggregation of the investment limits of such FPIs having common control, shall not be applicable. As per the circular issued by SEBI dated November 5, 2019 (circular no. IMD/FPI&C/CIR/P/2019/124), these investment restrictions shall also apply to subscribers of Offshore Derivative Instruments. Two or more subscribers of Offshore Derivative Instruments having a common beneficial owner shall be considered together as a single subscriber of the Offshore Derivative Instruments. In the event an investor has investments as an FPI and as a subscriber of Offshore Derivative Instruments, these investment restrictions shall apply on the aggregate of the FPI and Offshore Derivative Instruments investments held in the underlying company.

Eligible FPIs were permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In terms of the FEMA Non-Debt Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs was included.

Pursuant to the SEBI Circular dated April 5, 2018 (Circular No: IMD/FPIC/CIR/P/2018/61), our Company has appointed CDSL as the designated depository to monitor the level of FPI/NRI shareholding in our Company on a daily basis and once the aggregate foreign investment of a company reaches a cut-off point, which is 3% below the overall limit a red flag shall be activated. The depository is then required to inform the Stock Exchanges about the activation of the red flag. The Stock Exchanges are then required to issue the necessary circulars / public notifications on their respective websites. Once a red flag is activated, the FPIs must trade cautiously, because in the event that there is a breach of the sectoral cap, the FPIs will be under an obligation to disinvest the excess holding within five trading days from the date of settlement of the trades.

Subject to receipt of valid Bids, a minimum of 10.00% of the Equity Shares offered in the Issue shall be Allotted to Mutual Funds. In case of undersubscription in such portion, such portion or part thereof may be Allotted to other Eligible QIBs.

Eligible FPIs were permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs was included. For a description of the restrictions applicable to the Issue and sale of the Equity Shares in the Issue in certain jurisdictions, see "*Selling Restrictions*" on page 203.

Restriction on Allotment

Under Regulation 179(2)(b) of the SEBI ICDR Regulations, no Allotment shall be made pursuant to the Issue, either directly or indirectly, to any QIB being, our Promoter or any person related to our Promoter. QIBs which have all or any of the following rights shall be deemed to be persons related to our Promoter:

- rights under a shareholders' agreement or voting agreement entered into with our Promoter or members of our Promoter Group;
- veto rights; or
- a right to appoint any nominee director on our Board.

Provided, however, that a Eligible QIB which does not hold any Equity Shares in our Company and which has acquired the aforesaid rights in the capacity of a lender shall not be deemed to be related to our Promoter.

Our Company and the Book Running Lead Manager and any of their respective shareholders, employees, counsel, officers, directors, advisors, representatives, agents or affiliates are not liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of this Placement Document. Eligible QIBs are advised to make their independent investigations and satisfy themselves that they are eligible to apply. Eligible QIBs are advised to ensure that any single application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Placement Document. Further, Eligible QIBs are required to satisfy themselves that their Bids would not eventually result in triggering an open offer under the SEBI Takeover Regulations.

A minimum of 10.00% of the Equity Shares offered in the Issue shall be Allotted to Mutual Funds. In case of under-subscription in such portion, such portion or part thereof may be Allotted to other Eligible QIBs.

Note: *Affiliates or associates of the Book Running Lead Manager who are Eligible QIBs may participate in the Issue in compliance with applicable laws.*

Bid Process

Application Form

Eligible QIBs could only use the serially numbered Application Forms (which are addressed to them) supplied by our Company and/or the Book Running Lead Manager in either electronic form or by physical delivery for the purpose of making a Bid (including revision of a Bid) in terms of the Preliminary Placement Document and this Placement Document. The Application Form could be signed physically or digitally, if required under applicable law in the relevant jurisdiction applicable to each Eligible QIB and as permitted under such applicable law. An Eligible QIB could submit an unsigned copy of the Application Form, as long as the Application Amount is paid along with submission of the Application Form within the Issue Period, and in such case, it was assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Application Amount to the Escrow Account, on behalf of the Eligible QIB is authorised to do so.

An Eligible QIB could submit an unsigned copy of the Application Form, as long as the Application Amount was paid along with submission of the Application Form within the Issue Period, and in such case, it was assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Application Amount to the Escrow Account, on behalf of the Eligible QIB was authorised to do so.

By making a Bid (including the revision thereof) for Equity Shares through Application Forms and pursuant to the terms of the Preliminary Placement Document, the Eligible QIB were deemed to have made the following representations, warranties, acknowledgements and undertakings given or made under the sections "*Notice to Investors*", "*Representations by Investors*", "*Selling Restrictions*" and "*Transfer Restrictions*" on pages 3, 6, 203 and 210, respectively:

1. The Eligible QIB confirms that it is a QIB in terms of Regulation 2(1)(ss) of the SEBI ICDR Regulations and is not excluded under Regulation 179(2)(b) of the SEBI ICDR Regulations, has a valid and existing registration under the applicable laws in India (as applicable) and is eligible to participate in this Issue;

2. The Eligible QIB confirms and consents to its name and percentage of post-Issue shareholding (assuming full subscription in the Issue) will be included as a 'proposed allottee' in the Issue in this Placement Document;

3. The Eligible QIB confirms that it has no rights under a shareholders' agreement or voting agreement with the Promoter or members of the Promoter Group, no veto rights or right to appoint any nominee director on the Board other than those acquired in the capacity of a lender which shall not be deemed to be a person related to the Promoter;

4. The Bidder confirms that in the event it is resident outside India, it is an Eligible FPI, having a valid and existing registration with SEBI under the applicable laws in India or a multilateral or bilateral development financial institution, and is eligible to invest in India under applicable law, including the FEMA Rules, as amended, and any notifications, circulars or clarifications issued thereunder, and has not been prohibited by SEBI or any other regulatory authority, from buying, selling, dealing in securities or otherwise accessing the capital markets and is not an FVCI;

5. The Eligible QIB acknowledges that it has no right to withdraw or revise its Bid downwards after the Issue Closing Date;

6. The Eligible QIB confirms that if Equity Shares are Allotted through this Issue, it shall not, for a period of one year from Allotment, sell such Equity Shares otherwise than on the floor of the Stock Exchanges;

7. The Eligible QIB confirms that it is eligible to Bid and hold Equity Shares so Allotted together with any Equity Shares held by it prior to this Issue, if any. The Eligible QIB further confirms that its holding of the Equity Shares, does not and shall not, exceed the level permissible as per any applicable regulations applicable to the Eligible QIB;

8. The Eligible QIB confirms that its Bids would not result in triggering an open offer under the SEBI Takeover Regulations;

9. The Eligible QIB agrees that it will make payment of its Bid Amount along with submission of the Application Form within the Issue Period. The Bidder agrees that once a duly filled Application Form is submitted by a Bidder, whether signed or not, and the Bid Amount has been transferred to the Escrow Account, such Application Form constitutes an irrevocable offer and cannot be withdrawn or revised downwards after the Bid/ Issue Closing Date;

10. The Eligible QIB agrees that although the Application Amount is required to be paid by it along with the Application Form within the Issue Period in terms of provisions of the Companies Act, 2013 and rules made thereunder, our Company reserves the right to Allocate and Allot Equity Shares pursuant to this Issue on a discretionary basis in consultation with the Book Running Lead Manager. The Eligible QIB further acknowledges and agrees that the payment of Application Amount does not guarantee Allocation and/or Allotment of Equity Shares Bid for in full or in part;

11. The Eligible QIB acknowledges that in terms of the requirements of the Companies Act, 2013 upon Allocation, our Company will be required to disclose the names of proposed Allottees and the percentage of their post-Issue shareholding in this Placement Document and consents to such disclosure, if any Equity

Shares are Allocated to it. However, the Eligible QIB further acknowledges and agrees that the disclosure of such details in relation to it in this Placement Document will not guarantee Allotment to it, as Allotment in the Issue shall continue to be at the sole discretion of our Company;

12. The Eligible QIB confirms that the number of Equity Shares Allotted to it pursuant to the Issue, together with other Allottees that belong to the same group or are under common control, shall not exceed 50% of the Issue. For the purposes of this representation:

    - QIBs "belonging to the same group" shall mean entities where (a) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15.00% of the voting rights in the other; (b) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (c) there is a common director, excluding nominee and independent directors, amongst an Eligible QIB, its subsidiary(ies) or holding company and any other QIB; and

    - "Control" shall have the same meaning as is assigned to it under Regulation 2(1)(e) of the SEBI Takeover Regulations;

13. The Eligible QIB confirms that it is outside the United States, it is purchasing the Equity Shares in an "offshore transaction" as defined in, and in compliance with, Regulation S and is not our affiliate or a person acting on behalf of such an affiliate.

14. The Eligible QIB acknowledge that no Allocation shall be made to them if the price at which they have Bid for in the Issue is lower than the Issue Price.

15. The Eligible QIB confirms that it, individually or together with its investor group, is not restricted from making further investments in our Company through the portfolio investment route, in terms of Regulation 22(3) of the SEBI FPI Regulations.

16. The QIBs confirm that they shall not undertake any trade in the Equity Shares credited to its beneficiary account maintained with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchanges.

17. Each Eligible FPI, confirms that it will participate in the Issue only under and in conformity with Schedule II of FEMA Rules. Further, each Eligible FPI acknowledges that Eligible FPIs may invest in such number of Equity Shares such that the individual investment of the Eligible FPI or its investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than fifty per cent or common control) in our Company does not exceed 10.00% of the post-Issue paid-up capital of our Company on a fully diluted basis. The Bidder confirms that it, individually or together with its investor group, is not restricted from making further investments in our Company through the portfolio investment route, in terms of Regulation 22(3) of the SEBI FPI Regulations;

18. The Bidder acknowledges, represents and agrees that in the event its total interest in the paid-up share capital of our Company or voting rights in our Company, whether direct or indirect, beneficial or otherwise (any such interest, or "**Holding**"), when aggregated together with any existing Holding and/or Holding of any of the persons acting in concert, results in Holding of 5.00% or more of the total paid-up share capital of, or voting rights in, our Company a disclosure of the aggregate shareholding and voting rights will have to be made under the SEBI Takeover Regulations; and

19. A representation that the Bidder is outside the United States, is acquiring the Equity Shares in an "offshore transaction" as defined in on Regulation S and is not an affiliate of the Company or a person acting on behalf of such an affiliate and it has agreed to certain other representations set forth in the Application Form.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the Department for Promotion of Industry and Internal Trade, Government of India, investments where the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020.

ELIGIBLE QIBs WERE REQUIRED TO PROVIDE THEIR NAME, COMPLETE ADDRESS, PHONE

NUMBER, EMAIL ID, BANK ACCOUNT DETAILS, BENEFICIARY ACCOUNT DETAILS, PAN, DEPOSITORY PARTICIPANT'S NAME, DEPOSITORY PARTICIPANT IDENTIFICATION NUMBER AND BENEFICIARY ACCOUNT NUMBER IN THE APPLICATION FORM. ELIGIBLE QIBs WERE REQUIRED TO ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM WAS EXACTLY THE SAME AS THE NAME IN WHICH THEIR BENEFICIARY ACCOUNT WAS HELD.

IF SO REQUIRED BY THE BOOK RUNNING LEAD MANAGER, THE ELIGIBLE QIBs SUBMITTING A BID, ALONG WITH THE APPLICATION FORM, ALSO HAD TO SUBMIT REQUISITE DOCUMENT(S) TO THE BOOK RUNNING LEAD MANAGER TO EVIDENCE THEIR STATUS AS A "QIB" AS DEFINED HEREINABOVE.

IF SO REQUIRED BY THE BOOK RUNNING LEAD MANAGER, ESCROW BANK OR ANY STATUTORY OR REGULATORY AUTHORITY IN THIS REGARD, INCLUDING AFTER ISSUE CLOSURE, THE ELIGIBLE QIBs SUBMITTING A BID AND/OR BEING ALLOTTED EQUITY SHARES IN THE ISSUE, WERE REQUIRED TO SUBMIT REQUISITE DOCUMENT(S) TO FULFILL THE KNOW YOUR CUSTOMER (KYC) NORMS.

Demographic details such as address and bank account were obtained from the Depositories as per the Depository Participant account details provided in the Application Form. However, for the purposes of refund of all or part of the Application Amount submitted by the Bidder, the bank details as mentioned in the Application Form from which the Application Amount was remitted for the Equity Shares applied for in the Issue, was considered.

Once a duly completed Application Form is submitted by a Bidder, whether signed or not, the submission of such Application Form and payment of the Application Amount pursuant to the Application Form by a Bidder was deemed a valid, binding and irrevocable offer for such Bidder to pay the entire Issue Price for the Equity Shares that may be Allotted to such Bidder and became a binding contract on a Successful Bidder upon issuance of the CAN and this Placement Document (when dispatched) by our Company in favour of the Successful Bidder.

Submission of Application Form

All Application Forms were required to be duly completed with information including the number of Equity Shares applied for along with payment and a copy of the PAN card or PAN allotment letter. Additionally, the Application Form included details of the relevant Escrow Account into which the Application Amounts was required to be deposited. The Application Amount was required to be deposited in the Escrow Account as is specified in the Application Form and the Application Form was required to besubmitted to the Book Running Lead Manager either through electronic form or through physical delivery at either of the following addresses:

Name	Address	Contact person	Email	Telephone
Systematix Corporate Services Limited	The Capital, A Wing, 6th Floor, No.603-606, Plot No. C-70, G Block, Bandra Kurla Complex, Bandra (East), Mumbai- 400 051, Maharashtra, India.	Hanishi Shah/ Mohit Ladkani	projectcommerce@systematixgroup.in	+91 22 6704 8000

The Application Form was required to be signed physically or digitally, if required under applicable law in the relevant jurisdiction applicable to each Eligible QIB and as permitted under such applicable law. An Eligible QIB was required to submit an unsigned copy of the Application Form, as long as the Application Amount was paid along with submission of the Application Form within the Issue Period. Once a duly completed Application Form was submitted by a Bidder, whether signed or not, and the Application Amount was transferred to the Escrow Account, such application constituted an irrevocable offer and the Bid could not be withdrawn or revised downwards after the Issue Closing Date. In case of an upward revision before the Issue Closing Date, an additional amount was required to be deposited towards the Application Amount in the Escrow Account along with the submission of such revised Bid. In case Bids were being made on behalf of the Eligible QIB and the Application Form was unsigned, it was assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Application Amount to the Escrow Account, on behalf of the Eligible QIB was authorised to do so.

The Issue Closing Date was notified to the Stock Exchanges and the Eligible QIBs were deemed to have been given notice of such date after receipt of the Application Form.

The Book Running Lead Manager was not required to provide any written acknowledgement of the receipt of the Application Form and the Application Amount.

All Bidders submitting a Bid in the Issue, were required to pay the entire Application Amount within the Issue Period.

Payment of Application Amount

Our Company had opened the *"Veranda Learning Solutions Limited- QIP Escrow Account*" with Axis Bank Limited, the Escrow Bank, in terms of the arrangement among our Company, the Book Running Lead Manager and the Escrow Bank. Bidders were required to deposit the entire Application Amount payable for the Equity Shares applied for through the Application Form submitted by it in accordance with the applicable laws.

Note: Payments were to be made only through electronic fund transfer. Payments through cheque or demand draft or cash were rejected.

If the payment was not made favouring the Escrow Account within the Issue Period stipulated in the Application Form, the Application Form of the QIB were liable to be cancelled.

Pending Allotment, our Company undertakes to utilise the amount deposited in the Escrow Account only for the purposes of (i) adjustment against Allotment of Equity Shares in the Issue; or (ii) refund of Application Amount if our Company is not able to Allot Equity Shares in the Issue. Notwithstanding the above, in the event a Bidder is not Allocated Equity Shares in the Issue, or the number of Equity Shares Allocated to a Bidder, is lower than the number of Equity Shares applied for through the Application Form and towards which Application Amount has been paid by such Bidder, the excess Application Amount will be refunded to the same bank account from which Application Amount was remitted, in the form and manner set out in "*Issue Procedure-Refunds*" on page 199.

Permanent Account Number or PAN

Each Bidder was required to mention its PAN allotted under the IT Act in the Application Form. A copy of PAN card was required to be submitted with the Application Form. Further, Applications without this information was considered incomplete and was liable to be rejected. Bidders were not required to submit the GIR number instead of the PAN as the Application Form was liable to be rejected on this ground.

Bank Account Details

Each Bidder was requird to mention the details of the bank account from which the payment of Application Amount was being made along with confirmation that such payment was made from such account.

Pricing and Allocation

Build-up of the Book

The Eligible QIBs were required to submit their Bids (including any revision thereof) through the Application Forms within the Issue Period to the Book Running Lead Manager. Such Bids could not be withdrawn or revised downwards after the Issue Closing Date. The book was required to maintained by the Book Running Lead Manager.

Price Determination and Allocation

Our Company, in consultation with the Book Running Lead Manager, determined the Issue Price.

After finalisation of the Issue Price, our Company has updated the Preliminary Placement Document with the Issue details and filed the same with the Stock Exchanges as this Placement Document.

Build-up of the Book

The Bidders were required to submit their Bids (including any revision thereof) through the Application Forms within the Issue Period to the BRLM. Such Bids could not be withdrawn or revised downwards after the Bid/ Issue Closing Date. The book was required to maintained by the BRLM.

Method of Allocation

Our Company shall determine the Allocation on a discretionary basis in consultation with the Book Running Lead Manager and in compliance with Chapter VI of the SEBI ICDR Regulations.

Bids received from the Eligible QIBs at or above the Issue Price shall be grouped together to determine the total demand. The Allocation to all such Eligible QIBs will be made at the Issue Price. Allocation to Mutual Funds for up to a minimum of 10.00% of the Issue Size shall be undertaken subject to valid Bids being received at or above the Issue Price.

THE DECISION OF OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER IN RESPECT OF ALLOCATION SHALL BE FINAL AND BINDING ON ALL ELIGIBLE QIBS. ELIGIBLE QIBS MAY NOTE THAT ALLOCATION OF EQUITY SHARES IS AT THE SOLE AND ABSOLUTE DISCRETION OF OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER AND ELIGIBLE QIBS MAY NOT RECEIVE ANY ALLOCATION EVEN IF THEY HAVE SUBMITTED VALID APPLICATION FORMS AND PAID THE ENTIRE APPLICATION AMOUNT AT OR ABOVE THE ISSUE PRICE. NEITHER OUR COMPANY NOR THE BOOK RUNNING LEAD MANAGER ARE OBLIGED TO ASSIGN ANY REASON FOR ANY NON-ALLOCATION.

CAN

Based on receipt of the Application Forms and Application Amount, our Company in their sole and absolute discretion, in consultation with the Book Running Lead Manager, decided the Successful Bidders to whom the serially numbered CAN should be dispatched, pursuant to which the details of the Equity Shares Allocated to them, the Issue Price, the Application Amount for the Equity Shares Allotted and the Refund Amount (if any) was notified to such Successful Bidders.

The Successful Bidders would also be sent a serially numbered Placement Document (which will include the names of the proposed Allottees along with the percentage of their post-Issue shareholding in our Company) either in electronic form or by physical delivery.

The dispatch of the serially numbered CAN and this Placement Document (when dispatched), to the Eligible QIBs shall be deemed a valid, binding and irrevocable contract for the QIB to subscribe to the Equity Shares Allocated to such Successful Bidders at an aggregate price equivalent to the product of the Issue Price and Equity Shares Allocated to such Successful Bidders. Subsequently, our Board will approve the Allotment of the Equity Shares to the Allottees.

Eligible QIBs are advised to instruct their Depository Participant to accept the Equity Shares that may be Allotted to them pursuant to the Issue.

By submitting the Application Form, the Eligible QIB would be deemed to have made the representations and warranties as set forth in "*Notice to Investors*" and "*Representation by Investors*" on pages 3 and 6, respectively, and such Eligible QIBs shall not undertake any trade on the Equity Shares credited to its Depository Participant account pursuant to the Issue until such time as the final listing and trading approval is issued by the Stock Exchanges.

Designated Date and Allotment of Equity Shares

Our Company will ensure that the Allotment of Equity Shares is completed by the Designated Date provided in the respective CANs. The Equity Shares in the Issue will be issued and Allotment shall be made only in dematerialised form to the Allottees. Allottees will have the option to re-materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act, 2013 and the Depositories Act. However, transfer of securities of listed companies in physical form is not permitted pursuant to Regulation 40 of the SEBI Listing Regulations.

Our Company, at its sole discretion, reserve the right to cancel the Issue at any time up to Allotment without assigning any reason whatsoever.

Following the Allotment and credit of Equity Shares pursuant to the Issue into the QIBs' beneficiary accounts maintained with the Depository Participant, our Company will apply for final trading and listing approvals from the Stock Exchanges.

Pursuant to a circular dated March 5, 2010 issued by the SEBI, Stock Exchanges are required to make available on their websites the details of those Allottees in Issue who have been allotted more than 5.00% of the Equity Shares offered in this Issue, viz, the names of the Allottees, and number of Equity Shares Allotted to each of them, pre and post Issue shareholding pattern of our Company along with this Placement Document. Our Company shall make the requisite filings with the RoC within the stipulated period as required under the Companies Act, 2013 and the PAS Rules. Further, as required in terms of the PAS Rules, names of the proposed Allottees, and the percentage of their post-Issue shareholding in our Company is required to be disclosed in this Placement Document.

The Escrow Bank shall release the monies lying to the credit of the Escrow Account to our Company upon receipt of notice from the Book Running Lead Manager and the trading and listing approvals of the Stock Exchanges for Equity Shares offered in the Issue and after filing return of Allotment under Form PAS-3 with the RoC.

After finalization of the Issue Price, our Company has updated the Preliminary Placement Document with the Issue details and filed the same with the Stock Exchanges as this Placement Document.

Our Company shall make the requisite filings with the RoC within the stipulated period as required under the Companies Act, 2013 and the PAS Rules. Further, as required in terms of the PAS Rules, names of the proposed Allottees, and the percentage of their post-Issue shareholding in our Company have been disclosed in this Placement Document.

Refunds

In the event that the number of Equity Shares Allocated to a Successful Bidder is lower than the number of Equity Shares applied for through the Application Form and towards which Application Amount has been paid by such Successful Bidder, or the Application Amount paid by a Successful Bidder is in excess of the amount equivalent to the product of the Equity Shares that have been Allocated to such Successful Bidder and the Issue Price, the excess Application Amount paid by such Successful Bidder will be refunded to the same bank account from which the Application Amount was remitted, in the form and manner set out in the CAN issued to such Successful Bidder. The Refund Amount will be transferred to the relevant Successful Bidders within two Working Days from the date of issuance of the CAN.

In the event that a Bidder withdraws the Application Form prior to the Issue Closing Date or does not receive any Allocation in the Issue, or the Issue is cancelled prior to Allocation or at any time after that for any reason, the Application Amount paid by such Bidder (or all Bidders, if the Issue is cancelled) will be refunded to the same bank account from which the Application Amount was remitted, in the form and manner set out in the Refund Intimation.

In the event that Equity Shares have been Allocated to Successful Bidders and our Company is unable to issue and Allot the Equity Shares offered in the Issue within 60 days from the date of receipt of the Application Amount, or the Issue is cancelled post Allocation, or where our Company has Allotted the Equity Shares but final listing and trading approvals are refused by the Stock Exchanges, our Company shall repay the Application Amount within 15 days from expiry of 60 days or such other time period as applicable under applicable law, failing which our Company shall repay that money with interest at such rate and in such manner as prescribed under the Companies Act, 2013.

Other Instructions

Submission of Documents

A physical copy of the Application Form and relevant documents as required to be provided along with the Application Form were required to be submitted with the Company/ BRLM as soon as practicable.

PAN

Each Bidder was required to mention its PAN allotted under the Income Tax Act. A copy of PAN card was required to be submitted with the Application Form. However, this requirement did not apply to certain Bidders who were exempted from the requirement of obtaining a PAN under the Income Tax Act. Further, the Application Forms without this information was considered incomplete and was liable to be rejected. It was to be specifically noted that applicants could not submit the GIR number instead of the PAN as the Application Form was liable to be rejected on this ground.

Bank account details

Each Bidder was required to mention the details of the bank account from which the payment of Bid Amount has been made along with confirmation that such payment was made from such account.

Right to Reject Applications

Our Company, in consultation with the Book Running Lead Manager, could reject Bids, in part or in full, without assigning any reason whatsoever. The decision of our Company in consultation with the Book Running Lead Manager in relation to the rejection of Bids was final and binding. In the event the Bid was rejected by our Company, the Application Amount paid by the bidder shall be refunded to the same bank account from which the Application Amount was remitted by such Bidder. For further details see – "*Issue Procedure- Bid Process*" and – "*Issue Procedure- Refund*" on pages 193 and 199, respectively.

Equity Shares in Dematerialized form with NSDL or CDSL

The Allotment of the Equity Shares in this Issue shall be only in dematerialized form (i.e., not in physical certificates but be fungible and be represented by the statement issued through the electronic mode).

An Eligible QIB applying for Equity Shares to be issued pursuant to the Issue must have at least one beneficiary account with a Depository Participant of either NSDL or CDSL prior to making the Bid. Equity Shares Allotted to a successful QIB will be credited in electronic form directly to the specified beneficiary account (with the Depository Participant) of the QIB.

Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchanges have electronic connectivity with NSDL and CDSL.

The trading of the Equity Shares to be issued pursuant to the Issue would be in dematerialized form only for all QIBs in the demat segment of the respective Stock Exchanges.

Our Company and the Book Running Lead Manager will not be responsible or liable for the delay in the credit of Equity Shares to be issued pursuant to the Issue due to errors in the Application Form or otherwise on the part of the QIBs.

Release of Funds to our Company

The Escrow Bank shall not release the monies lying to the credit of the Escrow Account to our Company until receipt of notice from the Book Running Lead Manager, the trading and listing approvals of the Stock Exchanges for Equity Shares offered in the Issue and filing of return of Allotment under Form PAS-3 with the RoC.

PLACEMENT AND LOCK-UP

Placement Agreement

The Book Running Lead Manager and our Company have entered into the Placement Agreement dated July 17, 2025 pursuant to which the Book Running Lead Manager have agreed, to manage the Issue and to act as placement agents in connection with the proposed Issue and procure subscriptions for the Equity Shares on a reasonable efforts basis to be placed with the Eligible QIBs, pursuant to Chapter VI of the SEBI ICDR Regulations, Section 42 of Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

The Placement Agreement contains customary representations and warranties, as well as indemnity from our Company and the Issue is subject to the satisfaction of certain conditions and subject to the termination of the Placement Agreement in accordance with the terms contained therein.

Applications shall be made to list the Equity Shares issued pursuant to this Issue and admit them to trading on the Stock Exchanges. No assurance can be given as to the liquidity or sustainability of the trading market for such Equity Shares, the ability of holders of the Equity Shares to sell their Equity Shares or the price at which holders of the Equity Shares will be able to sell their Equity Shares.

The Preliminary Placement Document and this Placement Document have not been, and will not be, filed as a prospectus with the Registrar of Companies, and no Equity Shares will be offered in India or overseas to the public or any members of the public in India or any other class of investors, other than Eligible QIBs.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable U.S. state securities laws. The Equity Shares offered in the Issue are being offered and sold only outside the United States in "offshore transactions", as defined in and in reliance on Regulation S and in accordance with the applicable laws of the jurisdictions where such offers and sales are made.

For a description of the restrictions applicable to the Issue and sale of the Equity Shares in the Issue in certain other jurisdictions, see "*Selling Restrictions*" on page 203. See "*Transfer Restrictions*" on page 210 for information about transfer restrictions that apply to the Equity Shares sold in the Issue.

Relationship with the Book Running Lead Manager

In connection with the Issue, the Book Running Lead Manager (or its affiliates) may, for its own account, subscribe to the Equity Shares or enter into asset swaps, credit derivatives or other derivative transactions relating to the Equity Shares to be issued pursuant to the Issue at the same time as the Issue and sale of the Equity Shares or in secondary market transactions. As a result of such transactions, the Book Running Lead Manager (or its affiliates) may hold long or short positions in the Equity Shares. These transactions may comprise a substantial portion of the Issue and no specific disclosure will be made of such positions. Affiliates of the Book Running Lead Manager may purchase Equity Shares, see "*Offshore Derivative Instruments*" on page 12.

From time to time, the Book Running Lead Manager and its affiliates may engage in transactions with and perform services for our Company, its affiliates, shareholders or their respective affiliates in the ordinary course of business and have engaged, or may in the future engage, in, investment banking, advisory services relating to debt syndication and any other transactions in this regards with our Company, its affiliates, shareholders or their respective affiliates, for which they have received compensation and may in the future receive compensation.

Lock-up

Except for the issuance of Equity Shares pursuant to the (i) proposed issuance of Equity Shares by our Company or its Subsidiaries against towards deferred consideration in accordance with the purchase agreements executed for acquisition of entities; (ii) conversion of warrants into Equity Shares; and (ii) exercise of employee stock options, as disclosed in the chapter titled "*Capital Structure*" on page 85 of this Placement Document, our Company undertakes that it will not, for a period commencing the date hereof and ending 60 days from the date of allotment of equity shares pursuant to the Issue ("**Lock-up Period**"), without the prior written consent of the Book Running Lead Manager, do the following:

1. directly or indirectly, offer, issue, contract to issue, lend, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of, any of the Equity Shares or any securities convertible into or exercisable for the Equity Shares or file any registration statement under the U.S. Securities Act, with respect to any of the foregoing except for any offer, issuance, grant, allotment made under the provision of employee stock scheme if any, or

2. except in relation to the allotments proposed to be undertaken as consideration towards the deferred consideration against the acquisitions undertaken by the Company or its Subsidiaries, enter into any swap or other agreement or any transaction that transfers, in whole or in part, directly or indirectly, any of the economic consequences associated with the ownership of any of the Equity Shares or any securities convertible into or exercisable or exchangeable for the Equity Shares (regardless of whether any of the transactions described in clause 1 or 2 is to be settled by the delivery of the Equity Shares or such other securities, in cash or otherwise), or

3. enter into any transaction (including a transaction involving derivatives) having an economic effect similar to that of an issue, offer, sale or deposit of the Equity Shares in any depository receipt facility, or

4. publicly announce any intention to enter into any transaction falling within 1 to 3 above or enter into any transaction (including a transaction involving derivatives) having an economic effect similar to that of a sale or deposit of the Equity Shares in any depositary receipt facility or publicly announce any intention to enter into any transaction falling within 1 to 3 above

Our Promoters and Promoter Group, severally and not jointly, agree that they will not, without the prior written consent of the Book Running Lead Manager (which such consent shall not be unreasonably withheld), we will not, during the period commencing on the date hereof and ending 60 days after the date of allotment of the Equity Shares pursuant to the Issue (the "**Lock-up Period**", which shall be communicated by the Book Running Lead Manager in writing immediately on the completion of the allotment of the Equity Shares), directly or indirectly:

a. sell, lend, pledge, contract to sell, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend or otherwise transfer or dispose off, directly or indirectly, any Promoter Equity Shares, or any securities convertible into or exercisable or exchangeable for Equity Shares or publicly announce an intention with respect to any of the foregoing (regardless of whether any of the transactions described in this clause (a) is to be settled by the delivery of the Promoter Equity Shares or such other securities, in cash or otherwise);

b. except in relation to the allotments proposed to be undertaken as consideration towards the deferred consideration against the acquisitions undertaken by the Company or its Subsidiaries, enter into any swap or other agreement or any transaction that transfers, directly or indirectly, in whole or in part, any of the economic consequences of ownership of the Promoter Equity Shares or any securities convertible into or exercisable or exchangeable for any of the Promoter and Equity Shares (regardless of whether any of the transactions described in this clause (b) is to be settled by the delivery of the Promoter Equity Shares or such other securities, in cash or otherwise); or

c. deposit any of the Promoter Equity Shares or any securities convertible into or exercisable or exchangeable for the Promoter Equity Shares or which carry the right to subscribe to or purchase the Promoter Equity Shares or which carry the right to subscribe to or purchase Equity Shares in depository receipt facilities or enter into any such transactions (including a transaction involving derivatives) having an economic effect similar to that of a sale or deposit of Equity Shares in any depository receipt facility; or

d. publicly announce any intention to enter into any transaction whether any such transaction described in a), b) or c) above is to be settled by delivery of Equity Shares, or such other securities, in cash or otherwise

provided however that the foregoing restrictions will not be applicable to (i) pledge or mortgage of the Equity Shares already existing on the date of this Agreement or transfer of such existing pledge or mortgage; and (ii) any inter group transfer made to any member of promoter group's, subject to compliance with applicable laws and subject to observance by the transferee promoter group's entities of the foregoing restrictions on transfer of Promoter Shares until the expiry of the Lock-up Period.

SELLING RESTRICTIONS

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General

The distribution of this Placement Document and the offer and sale of the Equity Shares offered in the Issue is restricted by law in certain jurisdictions. This Placement Document may not be used for the purpose of an offer or invitation in any circumstances in which such offer or invitation is not authorised. No action has been taken or will be taken by our Company or the BRLM that would permit an offering of the Equity Shares to occur in any jurisdiction, except India, or the distribution of this Placement Document or any other material relating to the Issue in any jurisdiction where action for such purpose is required, except India, Accordingly, the Equity Shares offered in the Issue may not be offered or sold, directly or indirectly, and none of this Placement Document or or any other material relating to the Issue may be distributed or published in or from any jurisdiction except under circumstances that will result in compliance with any applicable rules and regulations of any such jurisdiction. Therefore, persons who may come into possession of this Placement Document are advised to consult with their own legal advisors as to what restrictions may be applicable to them and to observe such restrictions

Additionally, in accordance with the FDI Policy, read along with the press note no. 3 (2020 Series), dated April 17, 2020, issued by the Department for Promotion of Industry and Internal Trade, Government of India and the related amendments to the FEMA Rules, wherein if the beneficial owner of the Securities is situated in or is a citizen of a country which shares land border with India, foreign direct investments can only be made through the Government approval route, as prescribed in the FEMA Rules.

Further, the Bidders need to confirm that no government approval is required under the FEMA Rules, as mandated under the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.

The Issue is being made only to Eligible QIBs through a QIP, in reliance upon Chapter VI of the SEBI ICDR Regulations and the Companies Act, 2013

Each purchaser of the Equity Shares in this Issue will be deemed to have made the representations, warranties, acknowledgments and agreements as described below and under "*Notice to Investors*", "*Representations by Investors*" and "*Transfer Restrictions*" on pages 3, 6 and 210, respectively.

Republic of India

This Placement Document may not be distributed directly or indirectly in India or to residents of India and any Equity Shares may not be offered or sold directly or indirectly in India to, or for the account or benefit of, any resident of India except as permitted by applicable Indian laws and regulations, under which an offer is strictly on a private and confidential basis and is limited to Eligible QIBs and is not an offer to the public. This Placement Document has not been and will not be filed as a prospectus with the RoC and will not be circulated or distributed to the public in India or any other jurisdiction and will not constitute a public offer in India or any other jurisdiction.

Australia

This Placement Document is not a disclosure document or a prospectus under Chapter 6D.2 of the Corporations Act 2001 (Cth) (the "**Corporations Act**") and has not been lodged with the Australian Securities and Investments Commission and it does not purport to include the information required of a disclosure document under Chapter 6D.2 of the Corporations Act.

No offer will be made under this Placement Document to investors to whom disclosure is required to be made under Chapter 6D of the Corporations Act. Each purchaser of the Equity Shares offered in the Issue in Australia shall be deemed to represent and warrant that it is either a "sophisticated investor" or a "professional investor" and that not it is not a "retail client" within the meaning of those terms in the Corporations Act.

The Equity Shares acquired in the Issue in Australia must not be offered for sale in Australia in the period of 12 months after the date of the Allotment, except in circumstances where disclosure to investors under Chapter 6D of the Corporations Act would not be required pursuant to an exemption under Section 708 of the Corporations Act or otherwise or where the offer is pursuant to a disclosure document that complies with Chapter 6D of the Corporations Act. Each purchaser of the Equity Shares offered in the Issue in Australia shall be deemed to undertake to our Company that it will not, for a period of 12 months from the date of issue of the Equity Shares, offer, transfer, assign or otherwise alienate those Equity Shares to investors in Australia except in circumstances where disclosure to investors is not required under Chapter 6D.2 of the Corporations Act or where or where the offer is pursuant to a disclosure document that complies with Chapter 6D of the Corporations Act.

No financial product advice is provided in this Placement Document and nothing in this Placement Document should be taken to constitute a recommendation or statement of opinion that is intended to influence a person or persons in making a decision to invest in the Equity Shares offered in the Issue.

This Placement Document does not take into account the objectives, financial situation or needs of any particular person. Before acting on the information contained in this Placement Document, or making a decision to invest in the Equity Shares offered in the Issue, prospective investors should seek professional advice as to whether investing in the Equity Shares is appropriate in light of their own circumstances.

None of the Book Running Lead Manager or any of its affiliates is the holder of an Australian Financial Services Licence.

Bahrain

This Placement Document may only be distributed to Accredited Investors as defined by the Central Bank of Bahrain and the Equity Shares offered in the Issue may be offered and sold only to Accredited Investors as defined by the Central Bank of Bahrain by way of private placement in minimum subscriptions of USD 100,000 (or equivalent in other currencies). No invitation to purchase the Equity Shares in the Issue may be to the public in the Kingdom of Bahrain and this Placement Document may not be issued, passed to, or made available to the public generally.

The Central Bank of Bahrain, the Bahrain Bourse and the Ministry of Industry, Commerce and Tourism of the Kingdom of Bahrain take no responsibility for the accuracy of the statements and information contained in this Placement Document or the performance of the Equity Shares, nor shall they have any liability to any person, investor or otherwise for any loss or damage resulting from reliance on any statements or information contained herein.

Cayman Islands

No offer or invitation to subscribe for the Equity Shares offered in the Issue may be made to the public in the Cayman Islands.

European Economic Area

In relation to each Member State of the European Economic Area (each a "**Relevant State**"), an offer to the public of any Equity Shares in the Issue may not be made in that Relevant State, except if the Equity Shares are offered to the public in that Relevant State at any time under the following exemptions under the Prospectus Regulation (EU) 2017/1129 (and any amendment thereto) (the "**Prospectus Regulation**"):

- to any legal entity that is a qualified investor, as defined in the Prospectus Regulation;
- to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation) subject to obtaining the prior consent of the Book Running Lead Manager for any such offer;
- or in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of Equity Shares shall result in a requirement for the publication by the Company or the Book Running Lead Manager of a prospectus pursuant to Article 3 of the Prospectus Regulation.

For the purposes of this section, the expression an "offer of Equity Shares to the public" in relation to any Equity Shares in any Relevant State means a communication to persons in any form and by any means presenting sufficient information on the terms of the offer and the Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Equity Shares.

Except for each person who is not a qualified investor and who has notified the Book Running Lead Manager of such fact in writing and has received the consent of the Book Running Lead Manager in writing to subscribe for or purchase Equity Shares in the Issue, each person in a Relevant State who acquires Equity Shares in the Issue or to whom any offer is made shall be deemed to have represented that it is a "qualified investor" as defined in the Prospectus Regulation.

In the case of any Equity Shares being offered to a financial intermediary, as that term is used in Article 5 of the Prospectus Regulation, such financial intermediary will also be deemed to have represented, acknowledged and agreed that the Equity Shares subscribed for or acquired by it in the Issue have not been subscribed for or acquired on a non-discretionary basis on behalf of, nor have they been subscribed for or acquired with a view to their offer or resale to persons in circumstances which may give rise to an offer of any Equity Shares to the public other than their offer or resale in a Relevant State to qualified investors (as so defined) or in circumstances in which the prior consent of the Book Running Lead Manager has been obtained to each such proposed offer or resale.

Our Company, the Book Running Lead Manager and its affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements

Hong Kong

This Placement Document has not been reviewed or approved by any regulatory authority in Hong Kong. In particular, this Placement Document has not been, and will not be, registered as a "prospectus" in Hong Kong under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap 32) ("**CO**") nor has it been authorised by the Securities and Futures Commission ("**SFC**") in Hong Kong pursuant to the Securities and Futures Ordinance (Cap 571) ("**SFO**"). Recipients are advised to exercise caution in relation to the Issue. If recipients are in any doubt about any of the contents of this Placement Document, they should obtain independent professional advice.

This Placement Document does not constitute an offer or invitation to the public in Hong Kong to acquire any Equity Shares nor an advertisement of the Equity Shares in Hong Kong. This Placement Document must not be issued, circulated or distributed in Hong Kong other than:

(a) to "professional investors" within the meaning of the SFO and any rules made under that ordinance ("**Professional Investors**"); or
(b) in other circumstances which do not result in this Placement Document being a prospectus as defined in the CO nor constitute an offer to the public which requires authorization by the SFC under the SFO.

Unless permitted by the securities laws of Hong Kong, no person may issue or have in its possession for issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Equity Shares, which is directed at, or the content of which is likely to be accessed or read by, the public of Hong Kong other than with respect to the Equity Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to Professional Investors.

Any offer of the Equity Shares will be personal to the person to whom relevant offer documents are delivered, and a subscription for the Equity Shares will only be accepted from such person. No person who has received a copy of this Placement Document may issue, circulate or distribute this Placement Document in Hong Kong or make or give a copy of this Placement Document to any other person. No person allotted Equity Shares may sell, or offer to sell, such Equity Shares to the public in Hong Kong within six months following the date of issue of such Equity Shares.

Japan

No securities registration statement in relation to the solicitations of the Equity Shares offered in the Issue in Japan (the "**Solicitations**") has been or will be filed pursuant to Article 4, Paragraph 1 of the Financial Instrument and Exchange Law of Japan (the "**FIEL**"). The Solicitations shall only be made (i) to Qualified Institutional Investors and (ii) to no more than 49 persons (excluding any Qualified Institutional Investors) during the six-month period prior to the contemplated date of the allotment of the Equity Shares in the Issue.

Any Qualified Institutional Investors who acquire Equity Shares in the Issue (a) may not, directly or indirectly, resell, assign, transfer, or otherwise dispose of the Equity Shares to any person in Japan or to or for the benefit of any resident of Japan, including any corporation or other entity organised under the laws of Japan, except to Qualified Institutional Investors; and (b) shall deliver a notification indicating (a) and (b) herein to any transferee of the Equity Shares.

Capitalized terms used in this sub-section and not defined in this Placement Document have the meanings given to those terms in the FIEL.

Kuwait

This Placement Document has not been licensed for the offering, promotion, marketing, advertisement or sale of the Equity Shares offered in the Issue in the State of Kuwait by the Capital Markets Authority or any other relevant Kuwaiti government agency. The offering, promotion, marketing, advertisement or sale of the Equity Shares offered in the Issue in the State of Kuwait on the basis of a private placement or public offering is, therefore, prohibited in accordance with Law No. 7 of 2010 and the Executive Bylaws for Law No. 7 of 2010, as amended, which govern the issue, offer, marketing and sale of securities in the State of Kuwait ("**Kuwait Securities Laws**"). Therefore, in accordance with the Kuwait Securities Laws, no private or public offering of the Equity Shares is or will be made in the State of Kuwait, no agreement relating to the sale of the Equity Shares will be concluded in the State of Kuwait and no marketing or solicitation or inducement activities are being used to offer or market the Equity Shares in the State of Kuwait.

Mauritius

In accordance with The Securities Act 2005 of Mauritius, no offer of the Equity Shares offered in the Issue may be made to the public in Mauritius without, amongst other things, the prior approval of the Mauritius Financial Services Commission. This Placement Document has not been approved or registered by the Mauritius Financial Services Commission. Accordingly, this Placement Document does not constitute a public offering. This Placement Document is for the exclusive use of the person to whom it has been given by the Book Running Lead Manager and is a private concern between the sender and the recipient.

Oman

This Placement Document does not constitute an offer to sell or the solicitation of any offer to buy non-Omani securities in the Sultanate of Oman. This Placement Document is strictly private and confidential and is being provided to a limited number of sophisticated investors solely to enable them to decide whether or not to invest in the Equity Shares outside of the Sultanate of Oman, upon the terms and subject to the restrictions set out herein and may not be reproduced or used for any other purpose or provided to any person other than the original recipient.

This Placement Document has not been approved by the Capital Market Authority of Oman (the "**CMA**") or any other regulatory body or authority in the Sultanate of Oman ("**Oman**"), nor has the Book Running Lead Manager received authorisation, licensing or approval from the CMA or any other regulatory authority in Oman, to market, offer, sell, or distribute the Equity Shares in Oman.

No marketing, offering, selling or distribution of any Equity Shares has been or will be made from within Oman and no subscription for any Equity Shares may or will be consummated within Oman. The Book Running Lead Manager is not a company licensed by the CMA to provide investment advisory, brokerage, or portfolio management services in Oman, nor a bank licensed by the Central Bank of Oman to provide investment banking services in Oman. The Book Running Lead Manager does not advise persons or entities resident or based in Oman as to the appropriateness of investing in or purchasing or selling securities or other financial products.

The Equity Shares offered in the Issue have not and will not be listed on any stock exchange in the Sultanate of Oman.

Nothing contained in this Placement Document is intended to constitute Omani investment, legal, tax, accounting or other professional advice. This Placement Document is for your information only, and nothing herein is intended to endorse or recommend a particular course of action. You should consult with an appropriate professional for specific advice on the basis of your situation.

Qatar (excluding the Qatar Financial Centre)

This Placement Document does not, and is not intended to, constitute an invitation or an offer of Equity Shares in the State of Qatar and accordingly should not be construed as such. The Equity Shares offered in the Issue have not been, and shall not be, offered, sold or delivered at any time, directly or indirectly, in the State of Qatar. Any offering of the Equity Shares shall not constitute a public offer of the Equity Shares in the State of Qatar.

By receiving this Placement Document, the person or entity to whom it has been provided to understands, acknowledges and agrees that: (a) neither this Placement Document nor the Equity Shares have been registered, considered, authorised or approved by the Qatar Central Bank, the Qatar Financial Markets Authority, or any other authority or agency in the State of Qatar; (b) our Company and the Book Running Lead Manager are not authorised or licensed by the Qatar Central Bank, the Qatar Financial Markets Authority or any other authority or agency in the State of Qatar, to market or sell the Equity Shares within the State of Qatar; (c) this Placement

Document may not be provided to any person other than the original recipient and is not for general circulation in the State of Qatar; and (d) no agreement relating to the sale of the Equity Shares shall be consummated within the State of Qatar.

No marketing of the Issue has been or will be made from within the State of Qatar and no subscription to the Equity Shares may or will be consummated within the State of Qatar. Any applications to invest in the Equity Shares shall be received from outside of Qatar. This Placement Document shall not form the basis of, or be relied on in connection with, any contract in Qatar. Our Company and the Book Running Lead Manager are not, by distributing this Placement Document, advising individuals resident in the State of Qatar as to the appropriateness of purchasing Equity Shares in the Issue. Nothing contained in this Placement Document is intended to constitute investment, legal, tax, accounting or other professional advice in, or in respect of, the State of Qatar.

Qatar Financial Centre

This Placement Document does not, and is not intended to, constitute an invitation or offer of Equity Shares from or within the Qatar Financial Centre ("**QFC**"), and accordingly should not be construed as such. This Placement Document has not been reviewed or approved by or registered with the Qatar Financial Centre Authority, the Qatar Financial Centre Regulatory Authority or any other competent legal body in the QFC. This Placement Document is strictly private and confidential, and may not be reproduced or used for any other purpose, nor provided to any person other than the recipient thereof. Our Company has not been approved or licenced by or registered with any licensing authorities within the QFC.

Singapore

This Placement Document has not been and will not be registered as a prospectus with the Monetary Authority of Singapore ("**MAS**") under the Securities and Futures Act (Chapter 289) of Singapore ("**SFA**"). Accordingly, the Equity Shares offered in the Issue may not be offered or sold, or made the subject of an invitation for subscription or purchase nor may this Placement Document or any other document or material in connection with the offer or sale, or invitation for subscription or purchase of the Equity Shares be circulated or distributed, whether directly or indirectly, in Singapore other than (i) to an "institutional investor" within the meaning of Section 274 of the SFA and in accordance with the conditions of an exemption invoked under Section 274, (ii) to a relevant person pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275, of the SFA, or (iii) other pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Equity Shares are purchased under Section 275 of the SFA by a relevant person which is: (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor, shares, debentures and units of shares and debentures of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Equity Shares pursuant to an offer made under Section 275 except: (1) to an institutional investor under Section 274 of the SFA or to a relevant person defined in Section 275(2) of the SFA, or to any person pursuant to an offer that is made on terms that such shares, debentures and units of shares and debentures of that corporation or such rights or interest in that trust are acquired at a consideration of not less than S$200,000 (or its equivalent in a foreign currency) for each transaction, whether such amount is to be paid for in cash or by exchange of securities or other assets, and further for a corporation, in accordance with the conditions specified in Section 275 of the SFA; (2) where no consideration is or will be given for the transfer; or (3) where the transfer is by operation of law.

In connection with Section 309B of the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the "**CMP Regulations 2018**"), our Company has determined, and hereby notifies all relevant persons (as defined in Section 309(A)(1) of the SFA) that the Equity Shares are 'prescribed capital markets products' (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

South Korea (Republic of Korea)

No securities registration statement in relation to the Solicitations (as defined under Financial Investment Services and Capital Markets Act of the Republic of Korea ("**South Korea**") (the "**FISCMA**")) of the Equity Shares offered in the Issue in South Korea has been or will be filed pursuant to the FISCMA. The Solicitations shall only be made (i) to certain professionals as prescribed in the FISCMA and the enforcement decree promulgated thereunder ("**Professional Investors**") and (ii) to no more than 49 persons (excluding any Professional Investors) during the six-month period prior to the contemplated date of the allotment of the Equity Shares in the Issue.

Furthermore, the Equity Shares may not be offered, sold, transferred or delivered for reoffering or resale, directly or indirectly, in South Korea or to, or for the account or benefit of, any resident (as defined under the Foreign Exchange Transactions Act of South Korea and the decree, rules and regulations promulgated thereunder) thereof for a period of one year from the date of the issuance of the Equity Shares, except as otherwise permitted under applicable South Korean laws and regulations.

Switzerland

The offering of the Equity Shares offered in the Issue in Switzerland is exempt from the requirement to prepare and publish a prospectus under the Swiss Financial Services Act ("**FinSA**") because such offering in Switzerland is directed only at investors classified as "professional clients" within the meaning of the FinSA and the Equity Shares offered in the Offer will not be admitted to trading on any trading venue (exchange or multilateral trading facility) in Switzerland. This document does not constitute a prospectus pursuant to the FinSA, and no such prospectus has been or will be prepared for or in connection with the Issue.

No key information document under article 58 of the FinSA or article 59(2) of the FinSA in respect of the Issue has been prepared and published. Accordingly, the Equity Shares offered in the Issue may not be offered to "private clients" within the meaning of the FinSA in Switzerland.

Each person in Switzerland who acquires Equity Shares in the Issue shall be deemed to have represented to our Company and the Book Running Lead Manager that it is a "professional client" within the meaning of the FinSA and that it has not opted-in to be treated as a "private client" on the basis of article 5(5) of the FinSA.

This document is not intended to constitute an advertising document within the meaning of article 68 of the FinSA and article 95 of the Swiss Federal Financial Services Ordinance.

The Equity Shares do not constitute a participation in a collective investment scheme within the meaning of the Swiss Federal Act on Collective Investment Schemes and are not licensed by the Swiss Financial Market Supervisory Authority ("**FINMA**") thereunder. Accordingly, neither the Equity Shares nor the Shareholders benefit from protection under the Swiss Federal Act on Collective Investment Schemes or supervision by FINMA.

United Arab Emirates (excluding the Dubai International Financial Centre)

No offering, marketing, promotion, advertising or distribution (collectively, "**Promotion"**) of this Placement Document or the Equity Shares may be made in the United Arab Emirates (the "**UAE**") unless: (a) such Promotion has been approved by the UAE Securities and Commodities Authority (the "**SCA**") and is made in accordance with the laws and regulations of the UAE, including SCA Board of Directors' Chairman Decision no. (3/R.M.) of 2017 (the "**Promotion and Introduction Regulations**"), and is made by an entity duly licensed to conduct such Promotion activities in the UAE; or (b) such Promotion is conducted by way of private placement made: (i) only to Qualified Investors who are not High Net Worth Individuals (as such terms are defined in the Promotion and Introduction Regulations); or (ii) otherwise in accordance with the laws and regulations of the UAE; or (c) such Promotion is carried out by way of reverse solicitation only upon an initiative made in writing by an investor in the UAE.

The Promotion of this Placement Document and the Equity Shares has not been and will not be approved by the SCA and, as such, this Placement Document does not constitute an offer to the general public in the UAE to acquire any Equity Shares. Except where the Promotion of this Placement Document and the Equity Shares is carried out by way of reverse solicitation only upon an initiative made in writing by an investor in the UAE, the Promotion of this Placement Document and the Equity Shares in the UAE is being made only to Qualified Investors who are not High Net Worth Individuals (as such terms are defined in the Promotion and Introduction Regulations).

None of the SCA, the Central Bank of the United Arab Emirates or any other regulatory authority in the UAE has reviewed or approved the contents of this Placement Document and nor does any such entity accept any liability for the contents of this Placement Document.

Dubai International Financial Centre

The Equity Shares offered in the Issue are not being offered to any persons in the Dubai International Financial

Centre except on that basis that an offer is: (i) an "Exempt Offer" in accordance with the Markets Rules (MKT) (the "**Markets Rules**") adopted by the Dubai Financial Services Authority (the "**DFSA**"); and (ii) made only to persons who meet the Professional Client criteria set out in Rule 2.3.3 of the DFSA Conduct of Business Module of the DFSA rulebook and are not natural Persons. This Placement Document must not be delivered to, or relied on by, any other person. The DFSA has not approved this Placement Document nor taken steps to verify the information set out in it and has no responsibility for it. Capitalised terms not otherwise defined in this Placement Document have the meaning given to those terms in the Markets Rules.

The Equity Shares may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the Equity Shares offered in the Issue should conduct their own due diligence on the Equity Shares. If you do not understand the contents of this Placement Document, you should consult an authorised financial adviser.

United Kingdom

No Equity Shares have been offered or will be offered pursuant to the Issue to the public in the United Kingdom prior to the publication of a prospectus in relation to the Equity Shares which is to be treated as if it had been approved by the Financial Conduct Authority in accordance with the transitional provisions in Article 74 (transitional provisions) of the Prospectus (Amendment etc.) (EU Exit) Regulations 2019/1234, except that it may make an offer to the public in the United Kingdom of any Equity Shares at any time:

(a) to any legal entity which is a qualified investor as defined under Article 2 of the UK Prospectus Regulation;
(b) to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2 of the UK Prospectus Regulation), subject to obtaining the prior consent of the Book Running Lead Manager for any such offer; or
(c) in any other circumstances falling within Article 1(4) of the UK Prospectus Regulation,

provided that no such offer of the Equity Shares shall require our Company or the Book Running Lead Manager to publish a prospectus pursuant to Article 3 of the UK Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation. For the purposes of this provision, the expression an "offer to the public" in relation to the Equity Shares in the United Kingdom means the communication in any form and by any means of sufficient information on the terms of the offer and any Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Equity Shares and the expression "UK Prospectus Regulation" means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

This Placement Document may not be distributed or circulated to any person in the United Kingdom other than to (i) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Financial Promotion Order**"); and (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Financial Promotion Order (all such persons together being referred to as "relevant persons"). This Placement Document is directed only at relevant persons. Other persons should not act on this Placement Document or any of its contents. This Placement Document is confidential and is being supplied to you solely for your information and may not be reproduced, redistributed or passed on to any other person or published, in whole or in part, for any other purpose.

United States

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. The Equity Shares offered in the Issue are being offered and sold only outside the United States in "offshore transactions" as defined in and in reliance on Regulation S. To help ensure compliance with Regulation S, each purchaser of Equity Shares in the Issue will be deemed to have made the representations, warranties, acknowledgements and agreements set forth in "*Transfer Restrictions*" on page 210. The Equity Shares purchased in the Issue are transferable only in accordance with the restrictions described in "*Transfer Restrictions"* on page 210.

Until the expiry of 40 days after the commencement of the Issue, an offer or sale of Equity Shares offered in the Issue within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the U.S. Securities Act.

TRANSFER RESTRICTIONS

Due to the following restrictions, investors are advised to consult their legal counsel prior to subscribing for Equity Shares or making any resale, pledge or transfer of the Equity Shares purchased in the Issue.

Pursuant to Chapter VI of the SEBI ICDR Regulations, any resale of Equity Shares, except on a recognized Stock Exchanges, is not permitted for a period of one year from the date of Allotment except on floor of the BSE or the NSE. Investors are advised to consult legal counsels prior to making any resale, pledge or transfer of our Equity Shares. In addition to the above, allotments made to Eligible QIBs, including VCFs and AIFs, in this Issue may be subject to rules and regulations that are applicable to each of them respectively, including in relation to lock-in requirements, if any, under the rules and regulations that are applicable to them.

The Equity Shares Allotted in the Issue are also subject to the resale restrictions in "*Selling Restrictions*" on page 203 and the following resale restrictions.

United States

Each purchaser of the Equity Shares offered in the Issue shall be deemed to have represented, warranted and acknowledged to and agreed with our Company and the Book Running Lead Manager as follows:

- It understands that the Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and are being offered and sold to it in reliance on Regulation S.

- It was outside the United States at the time the offer of the Equity Shares offered in the Issue was made to it and it was outside the United States when its buy order for the Equity Shares offered in the Issue was originated.

- It did not purchase the Equity Shares offered in the Issue as a result of any "directed selling efforts" (as defined in Regulation S).

- It is buying the Equity Shares offered in the Issue for investment purposes and not with a view to the distribution thereof. If in the future it decides to offer, resell, pledge or otherwise transfer any of the Equity Shares offered in the Issue, it agrees that it will not offer, sell, pledge or otherwise transfer the Equity Shares offered in the Issue except in transactions complying with Rule 903 or Rule 904 of Regulation S or an available exemption from registration under the U.S. Securities Act and in accordance with all applicable securities laws of the states of the United States and any other jurisdiction, including India.

- Where it is subscribing to the Equity Shares offered in the Issue as fiduciary or agent for one or more investor accounts, it has sole investment discretion with respect to each such account and it has full power to make the representations, warranties, agreements and acknowledgements herein.

- Where it is subscribing to the Equity Shares offered in the Issue for one or more managed accounts, it represents and warrants that it was authorised in writing by each such managed account to subscribe to the Equity Shares offered in the Issue for each managed account and to make (and it hereby makes) the representations, warranties, agreements and acknowledgements herein for and on behalf of each such account, reading the reference to "it" to include such accounts.

- It agrees to indemnify and hold our Company and the Book Running Lead Manager harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Equity Shares purchased in the Issue.

- It acknowledges that our Company, the Book Running Lead Manager and its affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements.

Our Company, our representatives and our agents will not be obligated to recognize any acquisition, transfer or resale of the Equity Shares made other than in compliance with the restrictions set forth herein.

THE SECURITIES MARKET OF INDIA

The information in this section has been extracted from documents available on the website of SEBI and the Stock Exchanges and has not been prepared or independently verified by our Company or the Book Running Lead Manager or any of their respective affiliates or advisors.

The Indian Securities Market

India has a long history of organized securities trading. In 1875, the first stock exchange was established in Mumbai. BSE and NSE are the significant stock exchanges in terms of the number of listed companies, market capitalisation and trading activity.

Indian Stock Exchanges

Indian stock exchanges are regulated primarily by SEBI, as well as by the Government acting through the Ministry of Finance, Capital Markets Division, under the Securities Contracts (Regulation) Act, 1956 (the "**SCRA**") and the SCRR. On October 3, 2018, SEBI, in exercise of its powers under the SCRA and the SEBI Act, notified the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 (the "**SCR (SECC) Rules**"), which regulate *inter alia* the recognition, ownership and internal governance of stock exchanges and clearing corporations in India together with providing for minimum capitalization requirements for stock exchanges. The SCRA, the SCRR and the SCR (SECC) Rules along with various rules, bye-laws and regulations of the respective stock exchanges, regulate the recognition of stock exchanges, the qualifications for membership thereof and the manner, in which contracts are entered into, settled and enforced between members of the stock exchanges.

The SEBI Act empowers SEBI to regulate the Indian securities markets, including stock exchanges and intermediaries in the capital markets, promote and monitor self-regulatory organisations and prohibit fraudulent and unfair trade practices. Regulations concerning minimum disclosure requirements by public companies, rules and regulations concerning investor protection, insider trading, substantial acquisitions of shares and takeover of companies, buy-backs of securities, employee stock option schemes, stockbrokers, merchant bankers, underwriters, mutual funds, foreign institutional investors, credit rating agencies and other capital market participants have been notified by the relevant regulatory authority.

BSE

Established in 1875, it is the oldest stock exchange in India. In 1956, it became the first stock exchange in India to obtain permanent recognition from the Government under the SCRA. Pursuant to the BSE (Corporatization and Demutualization) Scheme, 2005 of the SEBI, with effect from August 19, 2005, the BSE was incorporated as a company under the Companies Act, 1956. BSE was listed on NSE with effect from February 3, 2017.

NSE

The NSE was established by financial institutions and banks to provide nationwide online, satellite-linked, screen-based trading facilities with market-makers and electronic clearing and settlement for securities including government securities, debentures, public sector bonds and units. Deliveries for trades executed "on- market" are exchanged through the National Securities Clearing Corporation Limited. The NSE was recognised as a stock exchange under the SCRA in April 1993 and commenced operations in the wholesale debt market segment in June 1994. The capital market (equities) segment commenced operations in November 1994 and operations in the derivatives segment commenced in June 2000. NSE launched the NSE 50 Index, now known as S&P CNX NIFTY, on April 22, 1996 and the Mid-cap Index on January 1, 1996.

Listing and Delisting of Securities

The listing of securities on a recognised Indian stock exchange is regulated by the applicable Indian laws including the Companies Act, 2013 the SCRA, the SCRR, the SEBI Act and various guidelines and regulations issued by the SEBI including the SEBI ICDR Regulations and the SEBI Listing Regulations. The SCRA empowers the governing body of each recognised stock exchange to suspend trading of or withdraw admission to dealings in a listed security for breach of or non-compliance with any conditions or breach of company's obligations under the SEBI Listing Regulations or for any reason, subject to the issuer receiving prior written notice of the intent of the exchange and upon granting of a hearing in the matter. SEBI also has the power to amend the SEBI Listing

Regulations and byelaws of the stock exchanges in India, to overrule a stock exchange's governing body and withdraw recognition of a recognized stock exchange.

Further the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 govern the voluntary and compulsory delisting of equity shares from the stock exchanges. In addition, certain amendments to the SCRR have also been notified in relation to delisting.

Minimum Level of Public Shareholding

Pursuant to an amendment to SCRR in June 2010 and Regulation 38 of SEBI Listing Regulations, all listed companies (except public sector undertakings) are required to maintain a minimum public shareholding of 25.00%. In this regard, SEBI has provided several mechanisms to comply with this requirement. Where the public shareholding in a listed company falls below 25.00% at any time, such company shall bring the public shareholding to 25.00% within a maximum period of 12 months from the date of such public shareholding having fallen below the 25.00% threshold. However, every listed public sector company whose public shareholding falls below 25.00% at any time, such company shall increase its public shareholding to at least 25.00%, within a period of twelve months from the date of such fall, respectively, in the manner specified by SEBI. Further, every listed public sector company whose public shareholding falls below 25.00% at any time after the commencement of the Securities Contracts (Regulation) (Second Amendment) Rules, 2018, shall increase its public shareholding to at least 25.00%, within a period of two years from the date of such fall, in the manner specified by SEBI. Consequently, a listed company may be delisted from the Stock Exchanges for not complying with the above-mentioned requirements. Our Company is in compliance with this minimum public shareholding requirement.

Index-Based Market-Wide Circuit Breaker System

In order to restrict abnormal price volatility in any particular stock, the SEBI has instructed stock exchanges to apply daily circuit breakers which do not allow transactions beyond a certain level of price volatility. The index-based market-wide circuit breaker system (equity and equity derivatives) applies at three stages of the index movement, at 10.00%, 15.00% and 20.00%. The Stock Exchanges on a daily basis translate the circuit breaker limits based on previous day's closing level of the index. These circuit breakers, when triggered, bring about a co-ordinated trading halt in all equity and equity derivative markets nationwide. The market-wide circuit breakers are triggered by movement of either the SENSEX of the BSE or the CNX NIFTY of the NSE, whichever is breached earlier. In addition to the market-wide index-based circuit breakers, there are currently in place individual scrip-wise price bands of 5.00%, 10.00% and 20.00% movements either up or down. However, no price bands are applicable on scrips on which derivative products are available or scrips included in indices on which derivative products are available. The stock exchanges in India can also exercise the power to suspend trading during periods of market volatility. Margin requirements are imposed by stock exchanges that are required to be paid by the stockbrokers.

Internet-based Securities Trading and Services

Internet trading takes place through order routing systems, which route client orders to exchange trading systems for execution. Stock brokers interested in providing this service are required to apply for permission to the relevant stock exchange and also have to comply with certain minimum conditions stipulated by SEBI and other applicable laws. NSE became the first exchange to grant approval to its members for providing internet-based trading services. Internet trading is possible on both the "equities" as well as the "derivatives" segments of the NSE.

Trading Hours

Trading on both, the NSE and the BSE occurs from Monday to Friday, between 9:15 a.m. and 3:30 p.m. IST (excluding the 15 minutes pre-open session from 9:00 a.m. to 9:15 a.m.). The BSE and the NSE are closed on public holidays. The recognised stock exchanges have been permitted to set their own trading hours (in the cash and derivatives segments) subject to the condition that (i) the trading hours are between 9.00 a.m. and 5.00 p.m.; and (ii) the stock exchange has in place a risk management system and infrastructure commensurate to the trading hours.

Trading Procedure

In order to facilitate smooth transactions, the BSE replaced its open outcry system with the BSE On-line Trading facility in 1995. This totally automated screen-based trading in securities was put into practice nation-wide. This has enhanced transparency in dealings and has assisted considerably in smoothening settlement cycles and improving efficiency in back-office work. In the year 2014, BSE introduced its new generation trading platform, BOLT Plus.

The NSE has introduced a fully automated trading system called National Exchange for Automated Trading ("**NEAT**"), which operates on strict time/price priority besides enabling efficient trade. NEAT has provided depth in the market by enabling large number of members all over India to trade simultaneously, narrowing the spreads.

Disclosures under the Companies Act and securities regulations

Under the Companies Act, 2013, a public offering of securities in India must be made by means of a prospectus, which must contain information specified in the Companies Act, 2013, the PAS Rules and the SEBI ICDR Regulations. The prospectus must be filed with the relevant registrar of companies having jurisdiction over the place where a company's registered office is situated. A company's directors and promoters shall be subject to civil and criminal liability for misrepresentation in a prospectus. The Companies Act, 2013, also sets forth procedures for the acceptance of subscriptions and payment of commission rates for the sale of securities. Pursuant to the provisions of the SEBI Act, SEBI has issued detailed guidelines concerning disclosures by public companies and to further investor protection. The SEBI ICDR Regulations permit companies to price their domestic issues of securities in consultation with the lead merchant banker or through the book building process.

Public limited companies are required under the Companies Act, 2013, and other applicable guidelines to prepare, file with the RoC and circulate to their shareholders audited annual accounts which comply with the Companies Act's disclosure requirements and regulations governing their manner of presentation and which include sections pertaining to corporate governance, related party transactions and the management's discussion and analysis as required under the SEBI Listing Regulations. In addition, a listed company is subject to continuing disclosure requirements pursuant to the terms of the SEBI Listing Regulations. Accordingly, companies are required to publish unaudited financial results (subject to a limited review by the company's auditors) on a quarterly basis and are required to inform stock exchanges immediately regarding any unpublished price sensitive information.

SEBI Listing Regulations

Public listed companies are required under the SEBI Listing Regulations to prepare and circulate to their shareholders audited annual accounts which comply with the disclosure requirements and regulations governing their manner of presentation and which include sections relating to corporate governance, related party transactions and management's discussion and analysis as required under the SEBI Listing Regulations. In addition, a listed company is subject to continuing disclosure requirements pursuant to the terms of the SEBI Listing Regulations.

SEBI Takeover Regulations

Disclosure and mandatory bid obligations for listed Indian companies under Indian law are governed by the SEBI Takeover Regulations, which provides for specific regulations in relation to substantial acquisition of shares and takeover. Once the equity shares of a company are listed on a stock exchange in India, the provisions of the SEBI Takeover Regulations will apply to any acquisition of the company's shares/ voting rights/ control. The SEBI Takeover Regulations prescribes certain thresholds or trigger points in the shareholding a person or entity has in the listed Indian company, which give rise to certain obligations on part of the acquirer. Acquisitions up to a certain threshold prescribed under the SEBI Takeover Regulations mandate specific disclosure requirements, while acquisitions crossing particular thresholds may result in the acquirer having to make an open offer of the shares of the target company. The SEBI Takeover Regulations also provides for the possibility of indirect acquisitions, imposing specific obligations on the acquirer in case of such indirect acquisition. The SEBI Takeover Regulations also provides certain general exemptions which exempt certain acquisitions from the obligation to make an open offer. The SEBI Takeover Regulations were further amended on June 22, 2020 to exempt any acquisitions by way of preferential issue from the obligation to make an open offer. Subsequently, the SEBI Takeover Regulations were amended on August 13, 2021 exempting (a) persons, together with persons acting in concert with him, holding shares or voting rights entitling him to exercise twenty-five per cent or more of the voting rights in a target company; and (b) promoter of the target company, together with persons acting in concert with him, from making continual disclosures in relation to aggregate shareholding and voting rights in the target company. Further, the amendment has also removed certain disclosure obligations for acquirers/promoters, pertaining to acquisition or disposal of shares aggregating to 5.00% and any change of 2.00% thereafter, annual shareholding disclosure and creation/invocation/release of encumbrance registered in depository systems under the SEBI Takeover Regulations. These relaxations have been given on account of implementation of the System

Driven Disclosures (**"SDD"**).

SEBI Insider Trading Regulations

SEBI had earlier notified the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 to prohibit and penalise insider trading in India. The regulations, among other things, prohibited an 'insider' from dealing in the securities of a listed company when in possession of unpublished price sensitive information ("**UPSI**").

The SEBI Insider Trading Regulations were notified on January 15, 2015 and came into effect on May 15, 2015, which repealed the regulations of 1992. The SEBI Insider Trading Regulations prohibit and penalize insider trading in India and impose certain restrictions on the communication of information by listed companies. An insider is, among other things, prohibited from dealing in the securities of a listed company when in possession of UPSI, subject to certain limited exceptions. Under the SEBI Insider Trading Regulations, (i) no insider shall communicate, provide or allow access to any UPSI relating to such companies and securities to any person including other insiders; and (ii) no person shall procure or cause the communication by any insider of UPSI relating to such companies and securities, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. However, UPSI may be communicated, provided or allowed access to or procured, under certain circumstances specified in the SEBI Insider Trading Regulations. Further, the SEBI Insider Trading Regulations makes it compulsory for listed companies and certain other entities that are required to handle UPSI in the course of business operations to establish an internal code of practices and procedures for fair disclosure of UPSI and to regulate, monitor and report trading by insiders. To this end, the SEBI Insider Trading Regulations provide principles of fair disclosure for purposes of code of practices and procedures for fair disclosure of UPSI and minimum standards for code of conduct to regulate, monitor and report trading by insiders. There are also initial and continuing shareholding disclosure obligations under the Insider Trading Regulations.

Further, the board of directors or head(s) of the listed entities are required to maintain a structured digital database containing, inter alia, the nature of UPSI, the names of such persons who have shared the UPSI and the names of persons with whom such UPSI is shared under the SEBI Insider Trading Regulations.

The SEBI Insider Trading Regulations also provides for initial and continuing disclosure obligations for shareholders holding more than a pre-defined percentage, and directors and officers, with respect to their shareholding in the company, and the changes therein. Initial disclosures are required from promoters, key managerial personnel, directors as well as continual disclosures by every promoter, employee or director in case value of trade exceed monetary threshold of 10 lakh rupees over a calendar quarter, within two days of reaching such threshold. The board of directors of all listed companies are required to formulate and publish on the company's website a code of procedure for fair disclosure of UPSI along with a code of conduct for its employees for compliances with the SEBI Insider Trading Regulations. The definition of "insider" includes any person who has received or has had access to unpublished price sensitive information in relation to securities of a company or any person reasonably expected to have access to unpublished price sensitive information in relation to securities of a company and who is or was connected with the company or is deemed to have been connected with the company. On July 17, 2020, SEBI amended the SEBI (Prohibition of Insider Trading) Regulations, 2015 to prescribe that the board of directors or head(s) of listed companies shall ensure that a structured digital database containing the nature of unpublished price sensitive information, the names and details of persons who have shared the information and the names and details persons with whom information is shared shall be maintained.

Depositories

The Depositories Act provides a legal framework for the establishment of depositories to record ownership details and effect transfer in book-entry form. Further, SEBI has framed regulations in relation to the registration of such depositories, the registration of participants as well as the rights and obligations of the depositories, participants, companies and beneficial owners. The depository system has significantly improved the operation of the Indian securities markets.

Derivatives (Futures and Options)

Trading in derivatives is governed by the SCRA, the SCRR and the SEBI Act. The SCRA was amended in February 2000 and derivatives contracts were included within the term "securities", as defined by the SCRA. Trading in derivatives in India takes place either on separate and independent derivatives exchanges or on a separate segment of an existing stock exchange. The derivatives exchange or derivatives segment of a stock exchange functions as a self-regulatory organization under the supervision of the SEBI.

Buy-back

A company may buy-back its shares subject to compliance with the requirements of Section 68 of the Companies Act and the SEBI (Buy-back of Securities) Regulations 2018, as amended. Under Section 68 of the Companies Act, a company may buy-back its shares out of its free reserves or securities premium account or the proceeds of the issue of any shares or other specified securities, other than proceeds of an earlier issue of the same kind of shares or same kind of other specified securities.

Settlement

The stock exchanges in India operate on a trading day plus one, or T+1 rolling settlement system. At the end of the T+1 period, obligations are settled with buyers of securities paying for and receiving securities, while sellers transfer and receive payment for securities. Further, pursuant to a circular dated March 21, 2024, SEBI issued the framework for implementing the beta version of the T+0 rolling settlement cycle on optional basis in addition to the existing T+1 settlement cycle for certain stocks with a limited number of brokers.

DESCRIPTION OF THE EQUITY SHARES

.The following is information relating to the Equity Shares including a brief summary of the Memorandum and Articles and the Companies Act. Bidders are urged to read the Memorandum and Articles carefully, and consult with their advisers, as the Memorandum and Articles and applicable Indian law, and not this summary, govern the rights attached to the Equity Shares.

Share capital

The Authorised Share Capital of the Company is ₹ 1,10,00,00,000 (Rupees eleven hundred crores only) divided into 11,00,00,000 Equity Shares having face value of ₹ 10.00 each. As on the date of this Placement Document, the issued, subscribed and paid-up capital of our Company is ₹ 77,73,10,980 comprising of 7,77,31,098 Equity Shares (of face value of ₹10.00 each). The Equity Shares are listed on BSE and NSE. For further details, see "*Capital Structure*" beginning on page 85.

Memorandum and Articles of Association

Our Company is governed by its Memorandum and Articles of Association.

Dividends

Under the Companies Act, a company may pay dividends upon a recommendation by its board of directors and approval by a majority of the shareholders at the AGM held each fiscal year. Under the Companies Act, unless the board of directors of a company recommends the payment of a dividend, the shareholders at a general meeting have no power to declare any dividend. Subject to certain conditions laid down by Section 123 of the Companies Act, 2013 no dividend can be declared or paid by a company for any fiscal year except out of the profits of the company for that year, calculated in accordance with the provisions of the Companies Act or out of the profits of the company for any previous fiscal year(s) arrived at as laid down by the Companies Act. According to the Articles of Association, the amount of dividends shall not exceed the amount recommended by the Board of Directors. However, our Company may declare a smaller dividend in the general meeting. In addition, as is permitted by the Articles of Association, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.

Further, as per the Companies Act read with the Companies (Declaration and Payment of Dividend) Rules, 2014, in the absence of profits in any year, a company may declare dividend out of surplus, provided: (a) the rate of dividend declared shall not exceed the average of the rates at which dividend was declared by it in the three years immediately preceding that year; provided, this rule shall not apply to a company, which has not declared any dividend in each of the three preceding financial years; (b) the total amount to be drawn from such accumulated profits shall not exceed one-tenth of the sum of the paid up share capital of the company and free reserves as per the most recent audited financial statement; (c) the amount so drawn shall be first utilised to set off the losses incurred by the company in the financial year in which the dividend is declared before any dividend in respect of equity shares is declared; and (d) the balance of reserves of the company after such withdrawal shall not fall below 15.00% of the company's paid up share capital as per the most recent audited financial statement of the company and e) unless carried over previous losses and depreciation not provided in previous year or years are set-off against profit of the company of the current year for which the dividend is declared or paid. SEBI, by its circular dated April 24, 2009, amended the Listing Agreement and provided that the dividend declared has to be on a per share basis only.

These distributions and payments are required to be deposited into a separate bank account within five days of the declaration of such dividend and paid to shareholders within 30 days of the date of its declaration.

Further, as per the Companies Act, 2013, bonus shares can only be issued if the company has not defaulted in payments of statutory dues of the employees, such as, contribution to provident fund, gratuity and bonus or principal/ interest payments on fixed deposits or debt securities issued by it. Bonus shares cannot be issued in lieu of dividend.

According to the Articles of Association, the Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board. In addition, subject to the provisions of the Companies Act, 2013, the Board may from time to time pay to the members such interim dividend as appear to it to be justified by the profits of the Company. The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, thinks fit.

Pursuant to the Articles of Association of our Company, if our Company declares a dividend but which has not been paid or claimed within thirty days (30) from the date of declaration, all unclaimed dividend shall not be forfeited but credited to a special bank account to be opened by the Company in that behalf as per Section 124 of the Companies Act. Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven (7) years from the date of such transfer, shall be transferred to the Investor Education and Protection Fund established by the Central Government in terms of Section 125 of the Act. The Company agrees that it will not forfeit unclaimed dividend before the claim becomes barred by law and that such forfeiture, when affected will be annulled in appropriate cases.

The Equity Shares issued pursuant to this Placement Document shall rank *pari passu* with the existing Equity Shares in all respects including entitlements to any dividends that may be declared by our Company.

No dividend shall be payable except out of the profits of the year or any other undistributed profits of the Company, or otherwise than in accordance with the provisions of the Act and no dividend shall carry interest as against the Company.

Capitalisation of Profits

In addition to permitting dividends to be paid out of current or retained earnings as described above, the Companies Act permits the board of directors, if so approved by the shareholders in a general meeting, to capitalise its profits or reserves for the purpose of issuing fully paid-up bonus shares, which are similar to stock dividend. The Companies Act permits the issue of fully paid-up bonus shares from its free reserves, securities premium account or capital redemption reserve account, provided that bonus shares shall not be issued by capitalising reserves created by revaluation of assets. However, a company may capitalise its profits or reserves for issue of fully paid up bonus shares, provided: (a) its authorised by articles, (b) it has been, on the recommendation of the board of directors, been authorised by the shareholders in a general meeting, (c) it has not defaulted in payment of interest or principal in respect of fixed deposits or debt securities issued by it, (d) it has not defaulted on payment of statutory dues such as contribution to provident fund, gratuity and bonus, and (e) there are no partly paid-up shares. The issue of bonus shares once declared cannot be withdrawn.

These bonus Equity Shares must be distributed to shareholders in proportion to the number of Equity Shares owned by them as recommended by the board of directors. No issue of bonus shares may be made by capitalising reserves created by revaluation of assets.

Any issue of bonus shares by a listed company would be subject to the SEBI regulations. The relevant SEBI regulations prescribe that no company shall make a bonus issue of Equity Shares if it has outstanding fully or partly convertible debt instruments at the time of making the bonus issue, unless it has made reservation of the Equity Shares in the same class in favour of the holders of the outstanding convertible debt instruments in proportion to the convertible part thereof and the Equity Shares reserved for the holders of fully or partly convertible debt instruments shall be issued at the time of conversion of such convertible debt instruments on the same terms or same proportion on which the bonds were issued. Further, for issuance of such bonus shares, a company should not have defaulted in the payment of interest or principal in respect of fixed deposits and interest on existing debentures or principal on redemption of such debentures. The declaration of bonus shares in lieu of a dividend cannot be made. No issue of bonus shares may be made by capitalising reserves created by revaluation of assets. Further, any issue of bonus shares by listed companies would be subject to the SEBI ICDR Regulations.

The bonus issuance shall be made out of free reserves built out of genuine profits or share premium collected in cash only. The reserves created by revaluation of fixed assets cannot be capitalised. Further, a company should have sufficient reason to believe that it has not defaulted in respect of the payment of statutory dues of the employees, such as contributions to provident funds, gratuities and/or bonuses.

Our Company may by a resolution passed in a general meeting of the Shareholders, upon a recommendation by the Board, resolve to capitalise any part of the amount for the time being standing to the credit of any of our Company's reserve accounts or to the credit of the statement of profit and loss and that such sum be available for distribution amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions. The aforesaid sum shall not be paid in cash but shall be applied on behalf of such shareholders in paying up any amounts for the time being unpaid on any Equity Shares held by such Shareholders and/or in paying up in full, unissued shares of our Company to be allotted and distributed, credited as fully paid up in the proportion aforesaid, provided that a securities premium account and a capital redemption reserve fund may, be applied in the paying up of any unissued shares to be issued to members of our Company as fully paid bonus shares.

Alteration of Share Capital

Subject to the provisions of the Companies Act, our Company may increase its share capital by issuing new shares on such terms and with such rights as it, by action of its shareholders in a general meeting may determine. According to Section 62(1)(a) of the Companies Act such new shares shall be offered to existing Shareholders in proportion to the amount paid up on those shares at that date. The offer shall be made by notice specifying the number of shares offered and the date (being not less than 15 days and not exceeding 30 days from the date of the offer) within which the offer, if not accepted, will be deemed to have been declined. After such date the board may dispose of the shares offered in respect of which no acceptance has been received which shall not be disadvantageous to the Shareholders. The offer is deemed to include a right exercisable by the person concerned to renounce the shares offered to him in favour of any other person.

Under the provisions of Section 62(1)(c) of the Companies Act, new shares may be offered to any persons whether or not those persons include existing shareholders, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed, if a special resolution to that effect is passed by our shareholders in a general meeting. In addition, the company will also be required to comply with the SEBI ICDR Regulations.

Pursuant to the terms of our Articles of Association, our Company may, from time to time by ordinary resolution, undertake any of the following: (a) increase the share capital by such sum to be divided into shares of such amount as it thinks expedient; (b) divide, sub-divide or consolidate its shares or any of them, and the resolution whereby any share is sub-divided may determine that as between the holders of the shares resulting from such sub-division one or more of such shares have some preference or special advantage in relation to dividend capital or otherwise as compared with the others; (c) cancel shares which at the date of such General meeting have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled; (d) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares, provided that any consolidation and division which results in changes in the voting percentage of Members shall require applicable approvals under the Act; and (e) convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination.

Further, our Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law, — (a) its share capital; and/or (b) any capital redemption reserve account; and/or (c) any share premium account.

General meetings of Shareholders

There are two types of general meetings of the shareholders, namely, AGM and EGM. Our Company is required to hold its AGM within six months after the expiry of each Fiscal provided that not more than 15 months shall elapse between two AGMs, unless extended by the RoC at its request for any special reason for a period not exceeding three months. Our Board of Directors may convene an EGM *suo motu* when it deems fit. Notices, along with statement containing material facts concerning each special item, either in writing or through electronic mode, convening a meeting setting out the date, day, hour, place and agenda of the meeting must be given to every member or the legal representative of a deceased member, auditors of the company and every director of the company, at least 21 clear days prior to the date of the proposed meeting. A general meeting may be called after giving shorter notice if consent is received, in writing or electronic mode, from not less than 95.00% of the shareholders entitled to vote. Further, a general meeting, other than an annual general meeting may be called after giving a shorter notice if consent is received, by the majority in number of shareholders of the company who are entitled to vote and who represent not less than 95.00% of the paid up share capital of the company. Unless, the Articles of Association provide for a larger number, (i) five shareholders present in person, if the number of shareholders as on the date of meeting is not more than 1,000; (ii) 15 shareholders present in person, if the number of shareholders as on the date of the meeting is more than 1,000 but up to 5,000; and (iii) 30 shareholders present in person, if the number of shareholders as on the date of meeting exceeds 5,000, shall constitute a quorum for a general meeting of our Company, whether AGM or EGM. The quorum requirements applicable to shareholder meetings under the Companies Act have to be physically complied with, unless exempted by appropriate authority.

A company intending to pass a resolution relating to matters such as, but not limited to, amendments to the objects clause of the Memorandum of Association, a variation of the rights attached to a class of shares or debentures or other securities, buy-backs of shares, giving loans or extending guarantees in excess of limits prescribed, is required to obtain the resolution passed by means of a postal ballot instead of transacting the business in our Company's general meeting. A notice to all the shareholders shall be sent along with a draft resolution explaining the reasons thereof and requesting them to send their assent or dissent in writing on a postal ballot within a period of 30 days from the date of posting the letter. Postal ballot includes voting by electronic mode.

Voting Rights

At a general meeting, every member holding shares is entitled to vote through e-voting process. Upon a poll, the voting rights of each shareholder entitled to vote and present in person or by proxy is in the same proportion as the capital paid up on each share held by such holder bears to our Company's total paid up capital. The Chairman of the meeting has a casting vote or second vote.

Ordinary resolutions may be passed by simple majority of those present and voting. Special resolutions require that the votes cast in favour of the resolution must be at least three times the votes cast against the resolution. A shareholder may exercise his voting rights by proxy to be given in the form prescribed. The instrument appointing a proxy is required to be lodged with our Company at least 48 hours before the time of the meeting. A proxy may not vote except on a poll and does not have a right to speak at meetings.

Pursuant to the terms of our Articles of Association, and subject to any rights or restrictions for the time being attached to any class or classes of shares, — (a) on a show of hands, every member holding equity shares present in person or proxy shall have one vote; (b) on electronic means in accordance with the Act and each member shall vote only once (b) on a poll, the voting rights of members shall be in proportion to their share in the paid-up equity share capital of our Company.

Transfer of shares

Shares held through depositories are transferred in the form of book entries or in electronic form in accordance with the regulations laid down by SEBI. These regulations provide the regime for the functioning of the depositories and the participants and set out the manner in which the records are to be kept and maintained and the safeguards to be followed in this system. Transfers of beneficial ownership of shares held through a depository are exempt from stamp duty. Our Company has entered into an agreement for such depository services with the NSDL and CDSL. SEBI requires that the shares for trading and settlement purposes be in book-entry form for all investors, except for transactions that are not made on a stock exchange and transactions that are not required to be reported to the stock exchange. Pursuant to the SEBI Listing Regulations, in the event our Company has not affected the transfer of shares within fifteen (15) days or where our Company has failed to communicate to the transferee any valid objection to the transfer within the stipulated time period of 15 days, it is required to compensate the aggrieved party for the opportunity loss caused during the period of the delay. The Equity Shares shall be freely transferable, subject to applicable laws.

In terms of the SEBI Listing Regulations, except in case of transmission or transposition of shares, requests for effecting transfer of shares shall not be processed unless the shares are held in the dematerialized form with a depository and that transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. The Equity Shares shall be freely transferable, subject to applicable laws.

Directors

The Articles of Association provide that the number of Directors on the Board shall not be less than 3 and not more than fifteen (15) and atleast one (1) director shall be resident of India in the previous year. Provided that our Company may appoint more than fifteen directors after passing a special resolution of members.

Additional Directors

The Articles of Association also permit our Board to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.

Alternate Directors
The Articles of Association also permit our Board to appoint a person, not being a person holding any alternate directorship for any other director in the company or holding directorship in the Company, to act as an alternate director for a director during his absence for a period of not less than three (3) months from India. An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.

Buy-back

Our Company may buy back its own Equity Shares or other specified securities subject to the provisions of the Companies Act and any related SEBI guidelines issued in connection therewith.

Registration of Transfers and Register of Members

Our Company is required to maintain a register of members wherein the particulars of the members of our Company are entered. We recognize as shareholders only those persons whose names appear on the register of shareholders and cannot recognize any person holding any share or part of it upon any express, implied or constructive trust, except as permitted by law. In respect of electronic transfers, the depository transfers shares by entering the name of the purchaser in its books as the beneficial owner of the shares. In turn, the name of the depository is entered into our records as the registered owner of the shares. The beneficial owner is entitled to all the rights and benefits as well as the liabilities with respect to the shares held by a depository.

For the purpose of determining the shareholders, entitled to corporate benefits declared by our Company, the register may be closed for such period not exceeding forty five (45) days in any one year or thirty (30) days at any one time at such times, as the Board of Directors may deem expedient in accordance with the provisions of the Companies Act. Under the SEBI Listing Regulations of the stock exchanges on which our Company's outstanding Equity Shares are listed, our Company may, upon at least seven working days' (excluding the date of intimation and the record date) advance notice to such stock exchanges, set a record date and/or close the register of shareholders in order to ascertain the identity of shareholders. The trading of Equity Shares and the delivery of certificates in respect thereof may continue while the register of shareholders is closed.

Liquidation Rights

In the event of our winding up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Companies Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not. The liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability. Any person who is or has been a Director or manager, whose liability is unlimited under the Act, shall, in addition to his liability, if any, to contribute as an ordinary member, be liable to make a further contribution as if he were at the commencement of winding up, a member of an unlimited company, in accordance with the provisions of the Act.

TAXATION

Date: July 17, 2025

To,

Board of Directors
Veranda Learning Solutions Limited
GR Complex, First Floor,
No.807-808, Anna Salai,
Nandanam, Chennai City Corporation,
Chennai – 600 035, Tamil Nadu,
India.

Systematix Corporate Services Limited
The Capital, A Wing 603-606,
6th Floor, Plot No. C-70, G Block,
Bandra Kurla Complex Bandra East
Mumbai – 400051
Maharashtra, India
(Systematix Corporate Services Limited is referred to as the **"Book Running Lead Manager"** or **"BRLM"** in relation to the Issue)

Sub: - Proposed Qualified Institutions Placement of equity shares of face value of ₹ 10.00 each (the "Equity Shares") by Veranda Learning Solutions Limited (the "Company" or "Issuer") in accordance with Chapter VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and Sections 42 and 62 of the Companies Act, 2013, as amended, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended (the "Act") (the "Issue").

Dear Sir(s),

We, **M A R G H and Associates**, Chartered Accountants (Firm Registration Number: 013468S), are independent chartered accountants engaged by the Company pursuant to an engagement letter dated June 12, 2025, for the purpose of the Issue.

The Company has requested us to issue a certificate setting out the possible special tax benefits available to the Company, its subsidiaries and its shareholders under applicable Indian tax laws, for inclusion in the Preliminary Placement Document, Placement Document, and any other material to be prepared by the Company in relation to the Issue (collectively, the "**Issue Documents**").

We hereby confirm that the information set out in **Annexure A**, accurately and adequately states the possible special tax benefits available to the Company, its subsidiaries and its shareholders under the direct and indirect taxes presently in force in India ("**Indian Tax Laws**") and the income tax regulations. These possible special tax benefits are dependent on the Company, its subsidiaries or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company, its subsidiaries or its shareholders to derive these possible special tax benefits is dependent upon their fulfilling such conditions, which are based on business imperatives the Company may face in the future and accordingly, the Company and its shareholders may or may not choose to fulfill such conditions.

The special tax benefits discussed in the enclosed **Annexure A** are not exhaustive or conclusive and cover the possible special tax benefits available to the Company, its subsidiaries and its shareholders, and do not cover any general tax benefits available to them. The Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed Issue. Neither are we suggesting nor advising investors to invest money based on this statement.

We do not express any opinion or provide any assurance as to whether:

(i) the Company, its subsidiaries or its shareholders will continue to obtain these possible tax benefits in future; or

(ii) the conditions prescribed for availing of the possible tax benefits, where applicable have been/would be met.

We confirm that the information in this certificate is true, correct, accurate, complete and there is no untrue or misleading statement or omission which would render the contents of this certificate misleading in its form or context.

We have issued this certificate in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the "**Guidance Note**") issued by the Institute of Chartered Accountants of India (the "**ICAI**"). The Guidance Note requires that we comply with the independence and ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control ('SQC') 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Statement, and Other Assurance and Related Services Engagements.

We consent to the inclusion of the above information in the Issue Documents to be filed by the Company with the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**", collectively with BSE, the "**Stock Exchanges**") and any other authority and in such other documents as may be prepared in connection with the Issue.

This certificate may be relied upon by the addressees to this certificate and the legal counsel appointed by the Company for the purpose of the Issue. We hereby consent to extracts of, or reference to, this certificate being used in the Issue Documents to be filed in relation to the Issue. We also consent to the submission of this certificate as may be necessary to any regulatory authority and/or for the records to be maintained by the BRLM in connection with the Issue, in accordance with applicable law.

We hereby consent to this certificate being disclosed by the BRLM, if required (i) by reason of any law, regulation or order of a court or by any governmental or competent regulatory or statutory authority in connection with the contents of the Issue Documents, or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation in connection with the contents of the Issue Documents.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Issue Documents to be filed in relation to the Issue.

For M A R G H and Associates
Chartered Accountants
FRN: - 013468S

Jagadeesh G (ACA, Partner)
M.No. 255224
Place: Chennai
Date: July 17, 2025
UDIN: 25255224BMMJST4298

CC:
Legal Counsel to the Issue
T&S Law
Logix Technova, 14 and 15, Block B,
Sector 132, Noida – 201 304,
Uttar Pradesh, India

International Legal Counsel to the Issue
Duane Morris & Selvam LLP
16 Collyer Quay,
17-00 Singapore - 049 318

ANNEXURE A

STATEMENT OF POSSIBLE SPECIAL DIRECT TAX BENEFITS AVAILABLE TO THE COMPANY, ITS MATERIAL SUBSIDIARIES AND TO THE SHAREHOLDERS OF THE COMPANY:

Under the Income Tax Act, 1961 (the Act)

1. Special tax benefits available to the Company

- Section 115BAA, as inserted vide The Taxation Laws (Amendment) Act, 2019, provides that domestic company can opt for a rate of 22.00% (plus applicable surcharge and education cess) for the financial year 2019-20 onwards, provided the total income of the Company is computed without claiming certain specified deductions or set–off of losses, depreciation etc., and claiming depreciation determined in the prescribed manner. In case a company opts for section 115BAA, provisions of Minimum Alternate Tax would not be applicable and earlier year MAT credit will not be available for set–off. The option needs to be exercised on or before the due date of filing the income tax return. Option once exercised, cannot be subsequently withdrawn for the same or any other tax year. Further, if the conditions mentioned in section 115BAA are not satisfied in any year, the option exercised shall become invalid in respect of such year and subsequent years, and the other provisions of the Act shall apply as if the option under section 115BAA had not been exercised.
- The Company has not opted for section 115BAA of the Act for Assessment Year 2025-26 and has represented us that as on the date of statement they have not opted for section 115BAA of the Act for AY 2025-26.

Deductions from Gross Total Income

Deduction in respect of employment of new employees:

- Subject to the fulfillment of prescribed conditions, the Company is entitled to claim deduction of an amount equal to thirty per cent of additional employee cost (relating to specified category of employees) incurred in the course of business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such employment is provided under section 80JJAA of the Act.

Deduction in respect of inter-corporate dividends – Section 80M of the Act

- Up to 31st March 2020, any dividend paid to a shareholder by a company was liable to Dividend Distribution Tax ("DDT"), and the recipient shareholder was exempt from tax. Pursuant to the amendment made by the Finance Act, 2020, DDT stands abolished and dividend received by a shareholder on or after 1st April 2020 is liable to tax in the hands of the shareholder, other than dividend on which tax under section 115-O has been paid. The Company is required to deduct Tax at Source ("TDS") at applicable rate specified under the Act read with applicable Double Taxation Avoidance Agreement (if any).
- With respect to a shareholder which is a domestic company as defined in section 2(22A) of the Income tax Act,1961, a new section 80M has been inserted in the Act to remove the cascading effect of taxes on inter-corporate dividends during FY 2020-21 and thereafter. The section inter-alia provides that where the gross total income of a domestic company in any previous year includes any income by way of dividends from any other domestic company or a foreign company or a business trust, there shall, in accordance with and subject to the provisions of this section, be allowed in computing the total income of such domestic company, a deduction of an amount equal to so much of the amount of income by way of dividends received from such other domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by it on or before the due date. The "due date" means the date one month prior to the date for furnishing the return of income under sub-section (1) of section 139 of the Act.

2. Special direct tax benefits available to Shareholders:

- The Company would be required to deduct tax at source on the dividend paid to the shareholders, at applicable rates based in the provisions of the Act. In case of shareholders who are individuals, Hindu Undivided Family, Association of Persons, Body of Individuals, and every artificial juridical person, surcharge would be restricted to 15.00%, irrespective of the amount of dividend. The shareholders would be eligible to claim the credit of such tax in their return of income.

- With respect to a domestic corporate shareholder, deduction shall be available under section 80M of the Act on fulfilling the conditions (as detailed above).
- As per Section 112A of the Act, long-term capital gains arising from transfer of an equity share shall be taxed at 12.50% plus applicable surcharge and cess (without indexation) of such capital gains subject to fulfillment of prescribed conditions under the Act. It is worthwhile to note that tax shall be payable where such long-term capital gains exceed ₹ 1,25,000.00.
- As per Section 111A of the Act, short term capital gains arising from transfer of a listed equity share, shall be taxed at 20.00% plus applicable surcharge and cess subject to fulfillment of prescribed conditions under the Act.
- In respect of non-resident shareholders, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile and subject to entitlement to such treaty benefit.

3. Special direct tax benefits available to Material Subsidiaries:

- The Material Subsidiaries of the Company, being resident Indian entities can claim the above benefits as is available to the Company under the provisions of the Income-tax Act, 1961.

STATEMENT OF POSSIBLE INDIRECT TAX BENEFITS AVAILABLE TO THE COMPANY, ITS MATERIAL SUBSIDIARIES AND THE SHAREHOLDERS OF THE COMPANY:

1. Special tax benefits available to the Company:

- The Company has no export of goods or services. Refund benefit under zero rated supply is not applicable.
- The Company is not importing any materials. They are not eligible for any Free Trade Agreement (FTA) benefits.
- Rebate of State & Central Taxes and Levies (RoSCTL) or Merchandise Exports from India Scheme (MEIS) is not applicable as there is no export supplies made by the company.
- Duty drawback, EPCG etc., no other benefit shall be available which are against export supplies.

2. Special tax benefits available to Shareholders:

- There are no special tax benefits available to the shareholders under the provisions of the GST Act, 2017

3. Special tax benefits available to Material Subsidiaries:

- There are no possible special tax benefits available to Material Subsidiaries of the Company under the indirect tax laws.

Notes:

The above statement of possible indirect tax benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences.

STATUTORY AUDITORS

Deloitte Haskins & Sells, Chartered Accountants, are the current independent Statutory Auditors with respect to our Company as required by the Companies Act, 2013 and in accordance with the guidelines prescribed by ICAI.

Deloitte Haskins & Sells, Chartered Accountants, have audited Fiscal 2025 Audited Consolidated Financial Statements, Fiscal 2024 Audited Consolidated Financial Statements and Fiscal 2023 Audited Consolidated Financial Statements as stated in their reports appearing therein and their audit reports on those consolidated financial statements are included in this Placement Document in "*Financial Statement*" on page 235.

Deloitte Haskins & Sells, Chartered Accountants have been appointed pursuant to a resolution passed by the Shareholders in an AGM held on October 29, 2021, for a term of five years until the conclusion of the AGM of our Company to be held in the year 2026. The peer review certificate (with the number: 020262) of our current Statutory Auditors, Deloitte Haskins & Sells., Chartered Accountants, validly exists as at the date of this Placement Document.

For further details with respect to the financial statements of our Company, see section titled "*Financial Statements*" on page 235.

LEGAL PROCEEDINGS

We involved in various legal proceedings from time to time, mostly arising in the ordinary course of business. These legal proceedings are primarily in the nature of criminal cases, civil case, tax proceedings etc. These legal proceedings may have been initiated by us or against us by customers, regulators, or other parties, and are pending at different levels of adjudication before various courts, tribunals, enquiry officers and appellate tribunals and we assess each such legal proceedings filed by or against us and monitor the legal position on an ongoing basis.

*Except as disclosed in this section, there is no outstanding legal proceeding which has been considered material in accordance with our Company's 'Policy for Determination of Materiality for Disclosure of Information/Events to the Stock Exchanges' framed in accordance with Regulation 30 of the SEBI Listing Regulations ("**Materiality Policy**").*

However, solely for the purpose of the Issue, our Company has disclosed in this section, to the extent applicable:

- *All outstanding criminal proceedings involving our Company, our Subsidiaries, our Promoters and our Directors;*
- *All outstanding actions by statutory or regulatory authorities (such as SEBI, RBI, Stock Exchanges or such similar authorities) which is outstanding and involves our Company, our Subsidiaries, our Promoters and our Directors;*
- *Additionally, for the purpose of identification of material litigation, pursuant to the terms of the approach approved by the Board in its meeting held on **October 28, 2021**, and previously amended by our Board in their meeting held on February 07,2024 solely for the purpose of the Issue, any outstanding civil litigations including tax proceedings involving our Company, our Subsidiaries, our Promoters and our Directors where the amount involved is equal to or exceeds **2.00%** of net worth (being the lowest of **2.00%** of turnover, **2.00%** of net worth and **5.00%** of average absolute value of profit or loss after tax from total operations) as per the audited consolidated financial statements of the Company for the last three years, which is approximately equivalent to ₹ 513.92 lakhs or above will be disclosed individually (**"Materiality Threshold**"), which has been determined as material in accordance with the Materiality Policy adopted by the board of directors of the Company, in accordance with Regulation 30 of the Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. The materiality threshold as disclosed here is applicable on the civil proceedings (including outstanding tax proceedings) only. Consolidated disclosure of the direct and indirect tax matters involving the Company, its Subsidiaries, Promoters and Directors that are above the Materiality Threshold. Any other outstanding litigation involving our Company, its Subsidiaries its Promoters and Directors wherein the amount involved cannot be determined or is below the Materiality Threshold, but an adverse outcome of which could materially and adversely affect the reputation, operations or financial position of our Company.*

  Except as disclosed elsewhere, this section of the Placement Document also discloses (i) any inquiries, inspections or investigations initiated or conducted (for which notices have been issued) under the Companies Act, 2013 or the Companies Act, 1956 in the last three years immediately preceding the year of this Placement Document involving our Company, its Subsidiaries, its Promoters or its Directors and any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years for the Company, its Subsidiaries and its Promoters ; (ii) any material fraud committed against our Company including Subsidiaries in the last three years, and if so, the action taken by our Company; (iii) any significant and material order passed by the regulators, courts and tribunals impacting the going concern status of our Company or its future operations; (iv) any default by our Company including therein the amount involved, duration of default and present status, in repayment of: (a) statutory dues; (b) debentures and interest thereon; (c) deposits and interest thereon; or (d) loan from any bank or financial institution and interest thereon; (v) any default in annual filing of our Company under the Companies Act, 2013 or the rules made thereunder; (vi) any litigation or legal actions, pending or taken, by any ministry or department of the government or a statutory authority against the Directors of our Company during the last three years immediately preceding the year of this Placement Document and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action, if any,; or (vii) there are no reservations, qualifications or adverse remarks of auditors in their respective reports on our Audited Consolidated Financial Statements in the last three Fiscal Years immediately preceding the year of circulation of this Placement Document and any other documents issued in relation to the Issue.

It is clarified that for the purposes of the above, pre-litigation notices received by our Company, our Subsidiaries, our Promoters or our Directors as the case may be, from third parties (excluding statutory/ regulatory/ governmental authorities or notices threatening criminal action) shall not, unless otherwise decided by the board of directors of the Company, be considered material until such time that the relevant party, as the case may be, is impleaded as a defendant in litigation before any judicial or arbitral forum.

Capitalised terms used herein shall, unless otherwise specified, have the same meanings ascribed to such terms in this section.

I. Litigations involving our Company

A. Criminal Proceedings involving our Company

Criminal Proceedings filed by our Company

Nil

Criminal Proceedings filed against our Company

Nil

B. Material Civil Proceedings involving our Company

Civil Proceedings filed by our Company

Nil

C. Actions taken by Regulatory and Statutory Authorities against our Company

Regulatory Action by BSE Limited

1. The BSE Limited imposed a monetary penalty on our Company for failure to comply with Schedule XIX, Para 2 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. As per the said regulation, an issuer is required to make an application for listing of equity shares issued on a preferential basis within 20 days from the date of allotment. Our Company, in relation to two allotments dated February 19, 2025 and February 21, 2025, made the listing application on March 14, 2025, thereby resulting in a delay of 3 days and 1 day, respectively. Consequently, BSE levied fines amounting to ₹60,000.00 and ₹20,000.00, respectively for the said delays, along with 18.00% GST, aggregating to a total fine of ₹94,400.00. The fines were imposed in accordance with SEBI Master Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023. The Company has duly paid the fine levied by BSE on April 4th, 2025 and has completed all requisite compliance formalities in relation thereto. As on the date of this Placement Document, no further enforcement or adjudication proceedings are pending in this regard.

2. BSE Limited ("**BSE**"), pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (Chapter-VII(A) – Penal Actions for Non-Compliance), imposed a monetary penalty of ₹54,280.00 (including GST) on the Company for alleged non-compliance with Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said regulation pertains to the appointment or continuation of a non-executive director who has attained the age of seventy-five years without obtaining prior approval of shareholders by way of a special resolution. The non-compliance was observed for the quarter ended December 31, 2024, in relation to the appointment of Mr. Ashok Misra (DIN: 00006051) as an Independent Director on October 15, 2024. Mr. Misra was over the age of 75 years at the time of his appointment, and while the Company obtained shareholder approval through a special resolution on November 7, 2024—within a period of less than a month from his appointment—BSE considered the absence of *prior* shareholder approval to be a contravention of Regulation 17(1A). The Company, relying on applicable legal interpretations and judicial precedents, maintained that the appointment was valid and compliant since shareholder approval was obtained within a reasonable time frame. However, to ensure procedural closure and regulatory compliance, the Company has paid the imposed fine to BSE and has completed all requisite compliance formalities related to the matter.

Date	Compliance Requirement	Action Taken by	Type of Action	Fine Amount
March 18,2025	As per Regulation 17(1A) of SEBI (LODR) Regulations, 2015, a listed company cannot appoint or continue a non-executive director aged 75 years or above unless a special resolution is passed with a justification provided in the explanatory statement	BSE Limited	Fine	₹46,000.00/- each (excluding GST)
April 07, 2025	Schedule XIX-Para (2)– Listing of Securities on Stock Exchanges of ICDR Regulations	BSE Limited		Total Fine of ₹80,000.00/- along with 18% GST, aggregating to a total of ₹94,400.00

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Regulatory Action by National Stock Exchange of India Limited

1. The National Stock Exchange of India Limited ("**NSE**") issued a notice dated April 7, 2025, to our Company for failure to comply with the provisions of Schedule XIX – Para (2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, which mandates that applications for listing of securities pursuant to a further issue must be made within 20 days from the date of allotment. Our Company was unable to submit the listing applications within the prescribed timeline for two allotments dated February 19, 2025 and February 21, 2025. As a result, NSE levied a total fine of ₹80,000.00 (₹60,000.00 for a delay of 3 days and ₹20,000.00 for a delay of 1 day), along with 18.00% GST, aggregating to a total fine of ₹94,400.00. The fines were imposed in accordance with SEBI Master Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023. The Company has duly paid the fine levied by NSE on April 07, 2025 and has completed all requisite compliance formalities in relation thereto. As on the date of this Placement Document, no further enforcement or adjudication proceedings are pending in this regard.

2. The National Stock Exchange of India Limited ("**NSE**") imposed a fine of ₹46,000.00 (excluding GST) on the Company for alleged delayed compliance with Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in connection with the appointment of Ashok Misra (DIN: 00006051) as an Independent Director, who was above 75 years of age at the time of his appointment. Ashok Misra was appointed on October 15, 2024, and his appointment was approved by shareholders through a special resolution on November 7, 2024. The Company, relying on judicial precedents and applicable legal interpretations, contended that shareholder approval obtained within three months constituted due compliance. Nevertheless, NSE levied the fine on the Company for not obtaining prior shareholder approval. The Company has paid the fine on March 18, 2025, and completed all requisite compliance formalities.

Date	Compliance Requirement	Action Taken by	Type of Action	Fine Amount
March 18,2025	As per Regulation 17(1A) of SEBI (LODR) Regulations, 2015, a listed company cannot appoint or continue a non-executive director aged 75 years or above unless a special resolution is passed with a justification provided in the explanatory statement	National Stock Exchange of India Limited	Fine	₹46,000.00/- each (excluding GST)
April 07, 2025	Schedule XIX-Para (2)– Listing of Securities on Stock Exchanges of ICDR Regulations	National Stock Exchange of India Limited		Total Fine of ₹80,000.00/- along with 18.00% GST, aggregati

				ng to a total of ₹94,400.00

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II. Litigations involving our Subsidiaries

A. Criminal Proceedings involving our Subsidiaries

Criminal Proceedings filed by our Subsidiaries

Brain4ce Education Solution Private Limited:

3. Brain4ce Education Solutions Private Limited, one of our Subsidiary ("**BESPL**") filed a complaint under Section 200 of Code of Criminal Procedure, 1973 (presently known as Bharatiya Nagarik Suraksha Sanhita, 2023) before the Additional Chief Metropolitan Magistrate at Bengaluru, against Mr. Rajnish Kumar, a former employee who was employed as an Inside Sales Manager ("**Accused**"). BESPL alleged that the Accused, during his tenure, collected course fees directly from multiple customers without remitting the same to our Subsidiary. The total amount misappropriated aggregated to an approximate amount of ₹6.42 lakhs. BESPL initially approached the Mahadevapura Police Station, which refused to register an FIR, noting the complaint as an NCR (Non-Cognizable Report). Subsequent appeals to the City Police Commissioner also did not yield any action. The Accused is further alleged to have continued his misconduct by collecting further payments from the customers of BESPL, while simultaneously spreading false and defamatory statements about our Subsidiary, thereby affecting its reputation and goodwill in the market. BESPL has filed the current complaint praying the Additional Chief Metropolitan Magistrate to pass an order (i) referring the complaint to the inspector of police, Mahadevapura police station for further investigation of the matter; and (ii) to take cognisance of the offence under Section 406, 409 and 420 of the Indian Penal Code, 1860 (presently known as Bharatiya Nyaya Sanhita, 2023). The matter is currently pending.

B. Material Civil Proceedings involving our Subsidiaries

Civil Proceedings filed by our Subsidiaries

Nil

Civil Proceedings filed against our Subsidiaries

Nil

1. **Actions taken by Regulatory and Statutory Authorities against our Subsidiaries**
Nil

2. **Litigations involving our Promoters**

Nil

A. Criminal Proceedings involving our Promoters

Criminal Proceedings filed by our Promoters

Nil

Criminal Proceedings filed against our Promoters

Nil

B. Material Civil Proceedings involving our Promoters

Civil Proceedings filed by our Promoters

Nil

Civil Proceedings filed against our Promoters

Nil

C. **Actions taken by Regulatory and Statutory Authorities against our Promoters**

Nil

3. **Litigations involving our Directors**

Nil

A. Criminal Proceedings involving our Directors

Criminal Proceedings filed by our Directors

Nil

Criminal Proceedings filed against our Directors

Nil

B. Material Civil Proceedings involving our Directors

Civil Proceedings filed by our Directors

Nil

Civil Proceedings filed against our Directors

Nil

C. Actions taken by Regulatory and Statutory Authorities against our Directors

Nil

D. Cases filed under Section 138 of Negotiable Instruments Act, 1881

As on date of this Placement Document, our Company and our Subsidiaries have not filed proceedings under section 138 of the Negotiable Instruments Act, 1881.

4. **Inquiries, inspections, or investigations under the Companies Act initiated or conducted in the last three years or prosecutions filed, fines imposed or compounding of offences in the last three years in respect of the Company or its Subsidiaries**

There have been no inquiries, inspections or investigations initiated or conducted against our Company or our Subsidiaries under the Companies Act, 1956 or the Companies Act, 2013 in the last three years immediately preceding the year of issue of this Placement Document, nor have there been any prosecutions filed (whether pending or not), fines imposed, compounding of offences in the last three years immediately preceding the year of this Placement Document involving our Company or our Subsidiaries.

5. **Details of acts of material frauds committed against our Company in the last three years, if any and if so, the action taken by our Company**

There have been no material frauds committed against our Company in the last three years preceding the date of this Placement Document.

6. **Details of significant and material orders passed by the regulators, courts and tribunals impacting the going concern status of our Company and its future operation**

There are no significant and material orders passed by the regulators, courts and tribunals impacting the going concern status of our Company and its future operations.

7. **Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of statutory dues; debentures and interests thereon; deposits and interest thereon; and loan from any bank or financial institution and interest thereon**

As on the date of this Placement Document, our Company has no outstanding defaults in repayment of undisputed statutory dues, dues payable to holders of any debentures and interest thereon, deposits and interest thereon and loans and interest thereon from any bank or financial institution.

8. **Details of defaults in annual filing of our Company under the Companies Act and the rules made thereunder**

As on the date of this Placement Document, our Company has not made any default in filings of our Company under the Companies Act and the rules made thereunder.

9. **Reservations, qualifications or adverse remarks of auditors in the last five Fiscals immediately preceding the year of issue of this Placement Document and their impact on the financial statements and financial positions of our Company and the corrective steps taken and proposed to be taken by our Company for each of the said reservations or qualifications or adverse remarks**

Except as disclosed in the section, "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 92, there are no reservations, qualifications, or adverse remarks of the Statutory Auditor in their report on audited consolidated financial statements or audited standalone financial statements for last five Fiscals preceding the date of this Placement Document.

10. **Tax Proceedings**

We have set out below claims relating to direct and indirect taxes involving our Company, Subsidiaries, Directors and Promoters in a consolidated manner as on date of this PD, giving details of number of cases and total amount involved in such claims:

(*₹ in lakhs*)

Nature of Cases	Number of outstanding cases	Amount Involved*
Litigation involving our Company		
Criminal proceedings	Nil	Nil
Material civil litigation	Nil	Nil
Actions by statutory or regulatory Authorities	4	2.97
Direct and indirect tax proceedings	Nil	Nil
Litigation involving our Subsidiaries		
Criminal proceedings	1	6.42
Material civil litigation	Nil	Nil
Actions by statutory or regulatory authorities	Nil	Nil
Direct and indirect tax proceedings	13	43.02
Litigation involving our Directors		
Criminal proceedings against our Directors	Nil	Nil
Criminal proceedings by our Directors	Nil	Nil
Material civil litigation against our Director	Nil	Nil
Material civil litigation by our Director	Nil	Nil
Actions by statutory or regulatory authorities	Nil	Nil
Direct and indirect tax proceedings	5	74.96
Litigation involving our Promoters		
Criminal proceedings	Nil	Nil
Material civil litigation	Nil	Nil
Actions by statutory or regulatory authorities	Nil	Nil

Nature of Cases	Number of outstanding cases	Amount Involved*
Direct and indirect tax proceedings	6	8.95

**To the extent quantifiable.*

GENERAL INFORMATION

Veranda Learning Solutions Limited (our "**Company**" or the "**Issuer**") was incorporated as "*Andromeda Eductech Private Limited*" under the provision of Companies Act, 2013, pursuant to the certificate of incorporation dated November 20, 2018, issued by Registrar of Companies, Central Registration Centre. Subsequently, pursuant to resolutions passed by our Board of Directors in their meeting held on August 20, 2020 and by our Shareholders in their Extraordinary General Meeting held on August 25, 2020 the name of our company was changed from *"Andromeda Edutech Private Limited"* to *"Veranda Learning Solutions Private Limited"* and a fresh certificate of incorporation dated September 10, 2020 was issued by the Registrar of Companies, Tamil Nadu at Chennai (the "**RoC**"). Further, pursuant to resolutions passed by our Board of Directors in their meeting held on September 29, 2021 and by our Shareholders in their Extra Ordinary General Meeting held on September 30, 2021, our Company was converted in to a public limited company, consequent to which its name was changed to "*Veranda Learning Solutions Limited"* and a fresh certificate of incorporation dated October 12, 2021, was issued by the RoC.

- The Registered Office of our Company is situated at G.R Complex, First Floor, No.807-808, Anna Salai, Nandanam, Chennai City Corporation, Chennai - 600 035, Tamil Nadu, India.

- Our CIN is L74999TN2018PLC125880. The website of our Company is www.verandalearning.com.

- As on date of this Placement Document, the Authorised Share Capital of our Company is ₹ 1,10,00,00,000 divided into 11,00,00,000 Equity Shares having face value of ₹ 10.00 each. As on the date of this Placement Document, the issued, subscribed and paid-up capital of our Company is ₹ 77,73,10,980 comprising of 7,77,31,098 Equity Shares having face value of ₹10.00 each.

- The Equity Shares are listed on BSE and NSE since April 11, 2022.

- The Issue has been approved by our Board of Directors on May 17, 2025 subject to approval of the shareholders. Subsequently, our Shareholders, through special resolution, approved the Issue on June 10, 2025.

- Our Company has received in-principle approvals under Regulation 28(1)(a) of the SEBI Listing Regulations to list the Equity Shares on the NSE and the BSE, each dated July 17, 2025. Our Company will make applications to the respective Stock Exchanges to obtain final listing and trading approvals for the Equity Shares after Allotment of the Equity Shares in the Issue.

- In compliance with Regulation 173A of the SEBI ICDR Regulations, our Company has appointed Brickwork Ratings India Private Limited as the Monitoring Agency, for monitoring the utilisation of the proceeds in relation to the Issue. The Monitoring Agency will submit its report to us on a quarterly basis in accordance with the SEBI ICDR Regulations.

- Copies of the Memorandum and Articles of Association will be available for inspection during usual business hours on any weekday between 10.00 A.M. to 5.00 P.M. (except public holidays) at our Corporate Office.

- No change in the control of our Company will occur consequent to the Issue.

- Except as disclosed in this Placement Document, our Company has obtained necessary consents, approvals and authorizations required in connection with the Issue.

- Except as disclosed in this Placement Document, there are no material litigation or arbitration proceedings pending against or affecting us, or our assets or revenues, nor are we aware of any pending or threatened litigation or arbitration proceedings, which may have a material adverse effect on the Issue. For further details, see "*Legal Proceedings*" on page 226.

- Except as disclosed in this Placement Document, there has been no material change in our financial or trading condition since March 31, 2025, the date of the Audited Financial Results prepared and included herein.

- There have been no defaults in the annual filings of our Company under the Companies Act or the rules made thereunder.

- Our Company Secretary and Compliance Officer is Swaminadhan Balasundharam. His contact details are as follows:

  Name: Swaminadhan Balasundharam
  Company Secretary and Compliance Officer
  Address: G.R Complex, First Floor,
  No.807-808, Anna Salai, Nandanam,
  Chennai City Corporation, Chennai- 600 035,
  Tamil Nadu, India.
  Telephone: +91 044 - 46901007;
  E-mail: secretarial@verandalearning.com

- As on the date of this Placement Document, Deloitte Haskins & Sells, Chartered Accountants firm registration no. 008072S is the statutory auditor of our Company

- The Floor Price for the Issue is ₹ 236.92 per Equity Share, calculated in accordance with Regulation 176 of the SEBI ICDR Regulations.

- Our Company and the Book Running Lead Manager accept no responsibility for statements made otherwise than in this Placement Document and anyone placing reliance on any other source of information, including our website, would be doing so at his or her own risk.

FINANCIAL STATEMENTS

Deloitte Haskins & Sells

Chartered Accountants
ASV N Ramana Tower
52, Venkatnarayana Road
T. Nagar
Chennai – 600 017
Tamil Nadu, India
Tel: +91 44 6688 5000
Fax: +91 44 6688 5050

INDEPENDENT AUDITOR'S REPORT

To The Members of Veranda Learning Solutions Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Veranda Learning Solutions Limited (the "Parent") and its subsidiaries, (the Parent and its subsidiaries together referred to as the "Group") , which comprise the Consolidated Balance Sheet as at March 31, 2025, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year ended on that date, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements of the subsidiaries referred to in the Other Matters section below, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2025, and their consolidated loss, their consolidated total comprehensive loss, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143 (10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the sub-paragraphs (a) of the Other Matters section below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

DELOITTE HASKINS & SELLS CHENNAI-17 CHARTERED ACCOUNTANTS

Sr. No.	Key Audit Matter	Auditor's Response
1	Evaluation of going concern assumption: The evaluation of going concern assumption performed by the management of the Group is identified as key audit matter, as the Group has incurred losses during the year ended March 31, 2025, and the current liabilities of the Group exceeds the current assets as at March 31, 2025 by Rs. 34,651.95 lakhs. The availability of sufficient funding and management's assessment of whether the Group will be able to continue meeting its obligations (incl. its financing covenants) were important for the going concern assumption and, as such, were significant aspects of our audit. This assessment was largely based on the judgement, expectations, and the estimates made by management. The judgements, expectations and estimates can be influenced by subjective elements including estimated future cash flows, forecasted results and margins from operations. We focused on this area due to the significance of management judgements adopted in assessing the going concern and the Group's ability to meet its obligations (including with regard to repayment of borrowings, deferred payment obligations relating to acquisitions, etc.) as and when they fall due within the next twelve months from the date of the Consolidated financial statements of the Group for the year ended March 31, 2025.	We performed the following principal audit procedures in relation to management's assessment of going concern: a) Evaluated the design and implementation of the controls relating to management's assessment of going concern and tested the operating effectiveness of those controls. b) Analysed cash flow, profits and other relevant forecasts and tested the inputs, assumptions used in the cash flow forecasts against historical performance. c) Analysed the future cash outflows considered in the cash flow forecasts during the next twelve months with the lender's repayment schedule, deferred considerations payable with the shareholder's agreement/business transfer agreement etc. d) Analysed the impact of the Group's compliance with the financial covenants under the loan agreements on the Group's cash flow estimates. e) Obtained and read the promoter's support letter to support the Company wherever required and the fund-based facility extended by the promoters in the form of a binding loan agreement to enable the Group meet its obligations as and when the fall due. f) Assessed the sensitivities and stress testing on the future cash flows that management has considered for the going concern assessment. g) Assessed the disclosures by the Group in relation to this matter.
2	Evaluation of Impairment of non-current assets of a CGU The Group has a carrying value of non-current assets (including goodwill, other assets and other intangible assets) amounting to Rs. 18,442.27 lakhs as at March 31, 2025 in one CGU (together referred as "aggregate balances") which has incurred continuous losses.	**Principal audit procedures performed:** a) We obtained understanding of the process followed by the Group in respect of the assessment of identification of CGUs and impairment of non-current assets in identified CGUs. b) Evaluated the Group's accounting policy in respect of impairment assessment of non-current assets in identified CGUs. c) We tested the Design, Implementation and Operating effectiveness of controls over

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	The Group's evaluation of aggregate balances for impairment involves the comparison of the recoverable value of the cash-generating unit to its carrying value. The Group used the discounted cash flow model to estimate recoverable value, which requires management to make significant estimates and assumptions related to forecasts of future revenues and operating margins, and discount rates. Changes in these assumptions could have a significant impact on either the recoverable value, the amount of any impairment charge, or both. We focused on this area as Key Audit Matter due to the size/ materiality of the aggregate balances, and because the Group's assessment of the value in use of the cash generating unit involves judgements about the future results of the business and the discount rates applied to future cash flow forecasts.	impairment assessment process, including those over the key assumptions and review of the valuation methodology. d) Evaluated the objectivity, competence and independence of the specialist engaged by the Company and reviewed the valuation report issued by such specialist. e) Obtained an understanding and tested the reasonableness of management's cash flow projections and the assumptions used in the discounted cash flow model. f) Tested the appropriateness of the input data considered for the purposes of valuation by reconciling projected cash flows with underlying business plan and related details, duly considering the actual performance of the entities compared with the budgets. g) Involved our fair valuation specialists and evaluated the reasonableness of valuation methodology used by the management, evaluating the mathematical accuracy and review of the key assumptions such as the discount rate & growth rate and applying sensitivities to assess the reasonableness of the key assumptions. h) Evaluated the adequacy of the Group's disclosures in relation to this matter.
3	Accounting for Acquisitions during the year During the year, the Group acquired various entities through Share Purchase Agreements and Business Transfer Agreements (Acquisition Agreements). We considered the audit of accounting for these acquisitions to be a Key Audit Matter as these were significant transactions which required significant management judgement regarding: • Assessment of control over the entities acquired. • Assessment of obligation to acquire the balance stake in the entities based on the terms and conditions in the share purchase agreement and shareholders agreement and evaluation of present ownership interest in the non-controlling interest. • Allocation (including provisional allocation) of the purchase price to the assets and liabilities acquired.	Our audit procedures with respect to this matter included, but were not limited to, the following: a) We read the share purchase/ business transfer agreements and other relevant documents to obtain an understanding of the relevant terms of the transaction and assessing the accounting treatment in accordance with Ind AS 103. b) We tested the Design, Implementation and Operating effectiveness of controls over the accounting for business acquisitions, including control assessment, review of business projections and allocation of purchase price. c) We evaluated the control assessment made by the management and assessed the accounting treatment applied to these transactions. d) Evaluated the competence, capabilities and objectivity of management's expert engaged for the purchase price allocation (including provisional allocation) to the identified intangibles, obtained an understanding of the work of the expert, and evaluated the appropriateness of the expert's work as audit evidence.

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	• Valuation (including provisional valuation) of the put option/ obligations contained within the Acquisition Agreements. • Accounting and disclosures given in the consolidated financial statements in accordance with the applicable Ind AS. • Valuation (including provisional valuation) of the put option/ obligations contained within the Acquisition Agreements. • Accounting and disclosures given in the consolidated financial statements in accordance with the applicable Ind AS.	e) Involved our fair valuation experts to: a. assess the reasonableness of the underlying key assumptions used in determining the fair value of the identified intangibles as at acquisition date. b. review the management's assessment/ method including the key assumptions related to the projections including the expected revenue growth rate, terminal growth rate and the discount rate. f) We evaluated the management assessment of valuation (including provisional valuation) of put option/ obligations contained within the Acquisition Agreements. g) We assessed whether the accounting treatment followed by the Group for the acquisitions is in accordance with the requirements of Ind AS 103 as applicable and also assessed the adequacy of the disclosures made in consolidated financial statements.

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

- The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Board report, Report on Corporate Governance, Management Discussion and Analysis, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon. The Other Information is expected to be made available to us after the date of this auditor's report.

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

- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available , compare with the financial statements of subsidiaries audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to subsidiaries is traced from their financial statements audited by other auditors.

- When we read the Other information mentioned above, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'.

Responsibilities of Management and Board of Directors for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intend to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

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

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

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

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

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financial statements of which we are the independent auditors. For the entities or business activities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

We communicate with those charged with governance of the Parent and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

(a) We did not audit the financial statements of ten subsidiaries, whose financial statements reflect total assets of Rs. 18,533.12 Lakhs as at March 31, 2025, total revenues of Rs. 5,964.91 Lakhs and net cash inflows amounting to Rs. 888.28 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate financial statements of subsidiaries referred to in the Other Matters section above we report, to the extent applicable that:

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

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Group including relevant records so far as it appears from our examination of those books, and the reports of the other auditors, except in relation to compliance with the requirements of audit trail, refer paragraph (k)(vi) below.

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c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

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

e) On the basis of the written representations received from the directors of the Parent as on March 31, 2025 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary companies, none of the directors of the Group companies is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

f) The modifications relating to the maintenance of accounts and other matters connected therewith, are as stated in paragraph (b) above.

g) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent and subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to consolidated financial statements of those companies.

h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the auditor's reports of subsidiary companies incorporated in India, the remuneration paid by the Parent and such subsidiary companies to their respective directors during the year is in accordance with the provisions of section 197 of the Act.

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

i) The Group does not have any pending litigations which would impact the consolidated financial position of the Group entities.

ii) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.

iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Parent, and its subsidiary companies incorporated in India.

iv) (a) The respective Managements of the Parent and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent or any of such subsidiaries to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

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(b) The respective Managements of the Parent Company and its subsidiaries, which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, other than as disclosed in note no. 58(vii), no funds have been received by the Parent Company or any of such subsidiaries, from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v) The Parent and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have not declared or paid any dividend during the year and have not proposed final dividend for the year.

vi) Based on our examination which included test checks, and based on the other auditor's reports of its subsidiary companies incorporated in India whose financial statements have been audited under the Act, except for the instances mentioned below, the Parent Company, its subsidiary companies, incorporated in India have used accounting software's for maintaining their respective books of account for the financial year ended March 31, 2025, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software(s) except that (refer Note 49 of the consolidated financial statements):

a. In respect of one subsidiary, the accounting software used by the subsidiary, for maintaining student and course records, for the year ended March 31, 2025, did not have a feature of recording audit trail (edit log) facility.

b. In respect of one subsidiary, where a software is operated by a third party software service provider, for maintaining student and course records, for the year ended March 31, 2025, the software did not have a feature of recording audit trail (edit log) facility.

c. In respect of one subsidiary, the Company has used an accounting software for maintaining its books of account for the period ended March 31, 2025 which has feature of recording audit trail (edit log) facility and the same was enabled and operated throughout the year for all relevant transactions recorded in the software except that the audit trail feature was not enabled from January 1, 2025 to March 12, 2025 as reported by the other auditor.

d. In respect of one subsidiary, the Company has used an accounting software for maintaining its books of account for the period ended March 31, 2025 which has feature of recording audit trail (edit log) facility and the same was enabled and operated throughout the year for all relevant transactions recorded in the software except that the audit trail feature was not enabled from January 1, 2025 to March 11, 2025 as reported by the other auditor.

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e. In respect of one subsidiary, the audit trail feature was not enabled at the database level, and hence, direct data changes made at the backend for modules relating to general ledger and consolidation process were not captured in the audit trail. Also, audit trail feature was not fully operational for certain transactions executed by the users with privileged access rights, within the accounting software used for general ledger maintenance as reported by the other auditor.

Further, during the course of our audit, we and the respective other auditors, whose reports have been furnished to us by the Management of the Parent Company, have not come across any instance of audit trail feature being tampered with, in respect of accounting software's for the period for which the audit trail feature was operating.

Additionally, audit trail that was enabled and operated for the year ended March 31, 2024, has been preserved by the Company and above referred subsidiaries as per the statutory requirements for record retention, as stated in Note 49 to the consolidated financial statements.

2. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/ "the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of respective companies included in the consolidated financial statements to which reporting under CARO is applicable, as provided to us by the Management of the Parent Company, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said respective companies included in the consolidated financial statements except for the following:

Name of the company	CIN	Nature of relationship	Clause Number of CARO report with qualification or adverse remark
Sreedhar CCE Learning Solutions Private Limited	U85492TN2023PTC161745	Subsidiary of Subsidiary	Clause xix – Financial Ratios and Going Concern
BAssure Learning Solutions Private Limited	U72200TN2016PTC110027	Subsidiary of Subsidiary	Clause xix – Financial Ratios and Going Concern

For Deloitte Haskins & Sells
Chartered Accountants
Firm's Registration No. 008072S

DELOITTE HASKINS & SELLS CHENNAI-17 CHARTERED ACCOUNTANTS

Krishna Prakash

Krishna Prakash E
Partner
Membership No. 216015
UDIN: 25216015BMOAVL4822

Place: Chennai

Date: May 28, 2025

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT
(Referred to in paragraph (g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as at and for the year ended March 31, 2025, we have audited the internal financial controls with reference to consolidated financial statements of Veranda Learning Solutions Limited (hereinafter referred to as "Parent") and its subsidiary companies, which are companies incorporated in India, as of that date.

Management's and Board of Directors' Responsibilities for Internal Financial Controls

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

Auditor's Responsibility

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

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

We believe that the audit evidence we have obtained and the audit evidence obtained by other auditors of the subsidiary companies, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Parent, its subsidiary companies, which are companies incorporated in India.

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Meaning of Internal Financial Controls with reference to consolidated financial statements

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

Inherent Limitations of Internal Financial Controls with reference to consolidated financial statements

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

Opinion

In our opinion to the best of our information and according to the explanations given to us and based on the consideration of the reports of other auditors referred to in the Other Matters paragraph below, the Parent and its subsidiary companies which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2025, based on the criteria for internal financial control with reference to consolidated financial statements established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements in so far as it relates to 10 subsidiary companies, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of the above matter.

For Deloitte Haskins & Sells
Chartered Accountants
Firm's Registration No. 008072S

DELOITTE HASKINS & SELLS CHENNAI-17 CHARTERED ACCOUNTANTS

Krishna Prakash

Krishna Prakash E
Partner
Membership No. 216015
UDIN: 25216015BMOAVL4822

Place: Chennai

Date: May 28, 2025

Veranda Learning Solutions Limited
Consolidated Balance Sheet as at March 31, 2025
CIN: L74999TN2018PLC125880
[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

Particulars	Notes	As at March 31, 2025	As at March 31, 2024 (Refer Note 56.8)
I. ASSETS			
1. Non-current assets			
(a) Property, plant and equipment	4	2,818.32	2,678.98
(b) Capital work-in-progress	7	30.45	71.03
(c) Investment property	5	4,585.27	4,585.33
(d) Right-of-use assets	6	12,471.31	11,957.78
(e) Goodwill	9	1,17,509.10	81,752.99
(f) Other intangible assets	4	23,738.24	42,192.43
(g) Intangible assets under development	8	-	917.96
(h) Financial assets			
(i) Investments	11	438.68	473.14
(ii) Other financial assets	12	839.92	1,134.84
(i) Deferred tax assets (net)	10	1,710.40	1,121.95
(j) Income tax assets	13	989.91	673.39
(k) Other non-current assets	14	3.19	66.74
Total non-current assets		**1,65,134.79**	**1,47,626.56**
2. Current assets			
(a) Inventories	15	301.61	247.51
(b) Financial assets			
(i) Investments	16	21.61	-
(ii) Trade receivables	17	4,610.96	3,896.17
(iii) Cash and cash equivalents	18	5,360.25	1,971.49
(iv) Bank balances other than (iii) above	18	2,212.40	907.26
(v) Loans	19	865.60	865.60
(vi) Other financial assets	20	4,696.37	3,136.78
(c) Other current assets	21	4,764.43	5,083.33
Total current assets		**22,833.23**	**16,108.14**
TOTAL ASSETS		**1,87,968.02**	**1,63,734.70**
II.EQUITY AND LIABILITIES			
1. Equity			
(a) Equity share capital	22	7,439.62	6,919.75
(b) Other equity	23	18,256.26	30,688.28
Total equity		**25,695.88**	**37,608.03**
2. Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	26	43,088.42	14,648.23
(ii) Lease liabilities	6	12,776.29	11,238.05
(iii) Other financial liabilities	28	43,983.27	39,366.53
(b) Provisions	25	511.35	363.07
(c) Deferred tax liabilities (net)	10	2,857.46	2,642.06
(d) Other non-current liabilities	27	1,570.18	1,502.48
Total non-current liabilities		**1,04,786.97**	**69,760.42**
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	29	8,245.10	30,515.43
(ii) Lease liabilities	6	1,856.72	1,934.04
(iii) Trade payables	30		
(a) Total outstanding dues of micro enterprises and small enterprises		324.46	337.46
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		5,647.11	4,507.57
(iv) Other financial liabilities	31	29,887.70	10,883.70
(b) Other current liabilities	33	10,371.31	7,975.45
(c) Provisions	32	115.56	105.40
(d) Current tax liabilities (net)	34	1,037.21	107.20
Total current liabilities		**57,485.17**	**56,366.25**
Total liabilities		**1,62,272.14**	**1,26,126.67**
TOTAL EQUITY AND LIABILITIES		**1,87,968.02**	**1,63,734.70**

See accompanying notes forming part of the consolidated financial statements

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

For and on behalf of the Board of Directors

Krishna Prakash E
Partner
Membership No: 216015

Place : Chennai
Date : May 28, 2025

Kalpathi S Suresh
Executive Director cum Chairman
DIN No: 00526480

Place : Chennai
Date : May 28, 2025

Mohasin Khan S P
Chief Financial Officer

Place : Chennai
Date : May 28, 2025

Balasundharam S
Company Secretary

Place : Chennai
Date : May 28, 2025

DELOITTE HASKINS & SELLS CHENNAI-17 CHARTERED ACCOUNTANTS

Veranda Learning Solutions Limited

Veranda Learning Solutions Limited
Consolidated Statement of Profit and Loss for the year ended March 31, 2025
CIN: L74999TN2018PLC125880
[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

Particulars	Notes	For the year ended March 31, 2025	For the year ended March 31, 2024 (Refer Note 56.8)
A Revenue			
Revenue from operations	35	47,086.56	36,173.06
Other income	36	4,740.25	828.68
Total income		**51,826.81**	**37,001.74**
B Expenses			
Cost of materials consumed	37	4.12	7.94
Purchase of stock-in-trade	38	1,002.74	701.74
Changes in inventories of stock-in-trade	39	(1.65)	(21.99)
Employee benefits expense	40	11,505.99	8,183.14
Advertisement and business promotion expenses	43	6,099.18	4,879.99
Lecturer fee	44	5,904.57	4,749.90
Other expenses	45	18,980.69	12,272.37
Total expenses		**43,495.64**	**30,773.09**
C Earnings before finance costs, tax, depreciation and amortisation (EBITDA)		**8,331.17**	**6,228.65**
Finance costs	41	13,206.20	7,817.27
Depreciation and amortisation expense	42	20,583.64	6,667.56
D Loss before tax for the year		**(25,458.67)**	**(8,256.18)**
E Tax expense			
Current tax	46	1,451.64	228.25
Deferred tax	46	(1,745.27)	(775.72)
Total tax		**(293.63)**	**(547.47)**
F Loss after tax for the year		**(25,165.04)**	**(7,708.71)**
G Other comprehensive income / (loss) for the year			
(i) Items that will not be subsequently reclassified to profit or loss			
Re-measurement gains / (losses) on defined benefit obligations (net)		39.51	42.60
Fair valuation gain / (loss) on investment in equity instruments through other comprehensive income		(33.46)	370.93
Income-tax relating to items that will not be subsequently reclassified to profit or loss			
Re-measurement gains / (losses) on defined benefit obligations (net)		(0.03)	(3.31)
(ii) Items that will be subsequently reclassified to profit or loss			
Exchange differences on translation of foreign operations		(24.04)	(12.23)
Income-tax relating to items that will be subsequently reclassified to profit or loss			
Exchange differences on translation of foreign operations		-	-
Other comprehensive income / (loss) for the year, net of tax		**(18.02)**	**397.99**
H Total comprehensive loss for the year		**(25,183.06)**	**(7,310.72)**
Profit / (loss) for the year attributable to:			
Owners of the Company		(24,732.18)	(8,068.55)
Non controlling interests		(432.86)	359.84
Other comprehensive income / (loss) for the year attributable to:			
Owners of the Company		(19.32)	393.74
Non controlling interests		1.30	4.25
Total comprehensive income / (loss) for the year attributable to:			
Owners of the Company		(24,751.50)	(7,674.81)
Non controlling interests		(431.56)	364.09
I Loss per share (Rs.)	47		
Basic (Nominal value per equity share of Rs.10)		(34.73)	(12.20)
Diluted (Nominal value per equity share of Rs.10)		(34.73)	(12.20)

See accompanying notes forming part of the consolidated financial statements

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

Krishna Prakash E
Partner
Membership No: 216015

Place : Chennai
Date : May 28, 2025

For and on behalf of the Board of Directors

Kalpathi S Suresh
Executive Director cum Chairn
DIN No: 00526480

Place : Chennai
Date : May 28, 2025

Mohasin Khan S P
Chief Financial Officer

Place : Chennai
Date : May 28, 2025

Balasundharam S
Company Secretary

Place : Chennai
Date : May 28, 2025

DELOITTE HASKINS & SELLS CHENNAI-17 CHARTERED ACCOUNTANTS

Veranda Learning Solutions Limited

Veranda Learning Solutions Limited
Consolidated Statement of Cash Flows for the year ended March 31, 2025
CIN: L74999TN2018PLC125880
[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

Particulars	**For the year ended March 31, 2025**	**For the year ended March 31, 2024 (Refer Note 56.8)**
Cash flows from operating activities		
Loss after tax	**(25,165.04)**	**(7,708.71)**
Adjustments for:		
Income tax	(293.63)	(547.47)
Finance costs	13,206.20	7,817.27
Share based payment expense	893.91	532.56
Depreciation and amortisation expense	20,583.64	6,667.56
Interest income	(382.83)	(451.73)
Unrealised foreign exchange loss	28.86	54.88
Gain on derecognition of deferred consideration liability (Refer Note 56.12)	(736.45)	-
Provision / liabilities no longer required written back	(413.49)	(4.19)
Expected credit loss on accounts receivables	623.72	6.32
Remeasurement of financial liability (Refer Note 36.1)	(2,945.62)	22.47
Impairment loss on subsidiaries	2,246.17	-
Loss on sale of investments	32.16	-
Loss on sale of property, plant and equipment	15.37	3.04
Gain on preclosure of lease agreement	(78.02)	(255.55)
Interest on unwinding of security deposit	(88.91)	(53.02)
Operating profit before working capital changes	7,526.04	6,083.43
Change in operating assets and liabilities net of acquisition through business combination		
(Increase) / decrease in inventories	0.38	(3.47)
(Increase) / decrease in trade receivables	(1,219.21)	(2,749.46)
(Increase) / decrease in other financial assets	906.13	(2,018.31)
(Increase) / decrease in other assets	332.95	(1,324.06)
Increase / (decrease) in non-current provisions, current provisions and non-current liabilities	239.27	160.28
Increase / (decrease) in trade payables	1,179.67	945.76
Increase / (decrease) in other non-current and current financial liabilities	(5,145.61)	1,905.06
Increase / (decrease) in other current liabilities	280.68	(309.18)
Cash generated from operations	4,100.30	2,690.05
Less : Income taxes paid (net of refunds)	(934.98)	(21.75)
Net cash generated from operating activities (A)	**3,165.32**	**2,668.30**
Cash flows from investing activities		
Capital expenditure on property, plant and equipment and other intangible assets	(1,495.55)	(1,330.73)
Proceeds from sale of property, plant and equipment	296.09	30.29
Acquisition of subsidiaries / business transfer acquisitions	(6,769.86)	(21,743.54)
Redemption of investment in preference shares	1.00	-
Redemption / (investment) in fixed deposit	741.44	(525.14)
Proceeds from sale of shares / mutual funds	461.49	-
Interest income received	185.88	334.43
Net cash used in investing activities (B)	**(6,579.51)**	**(23,234.69)**
Cash flows from financing activities		
Proceeds from issue of equity share capital (including premium)	8,232.74	32.03
Proceeds from share warrants	625.00	-
Proceeds from non-current borrowings	35,338.91	15,407.24
Repayment of non-current borrowings	(210.57)	(8,273.28)
Proceeds / (repayment) of current borrowings	(28,544.99)	13,621.91
Payment of lease liabilities	(3,882.61)	(2,829.52)
Finance costs paid	(6,460.15)	(4,022.25)
Net cash generated from financing activities (C)	**5,098.33**	**13,936.13**
Net increase / (decrease) in cash and cash equivalents (A+B+C)	**1,684.14**	**(6,630.26)**
Cash and cash equivalents at the beginning of the year	1,971.49	8,481.70
Cash inflow on account of acquisition of subsidiaries / business transfer acquistions	1,704.62	120.05
Cash and cash equivalents at end of the year (Refer Note 18)	**5,360.25**	**1,971.49**

DELOITTE HASKINS & SELLS ★ CHENNAI-17 ★ CHARTERED ACCOUNTANTS

Veranda Learning Solutions Limited

[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

Notes:

1. Cash flow statement has been prepared under the Indirect method as set out in the Indian Accounting Standard 7 on Cash Flow Statements, cash and cash equivalents in the cash flow statement comprise cash at bank and in hand, demand deposits and cash equivalents which are short-term and held for the purpose of meeting short-term cash commitments.

Balances with banks - current accounts	3,425.36	1,833.28
Balances with banks - deposit accounts	1,845.94	-
Cash on hand	88.95	138.21
	5,360.25	**1,971.49**

Reconciliation of liabilities from financing activities for the year ended March 31, 2025:

Particulars	As at March 31, 2024 (Refer Note 56.8)	Proceeds	Repayments	Non cash changes		As at March 31, 2025
				Fair value / other changes	Reclassification / Forfeiture	
Non-current borrowings	14,648.23	35,338.91	(210.57)	-	(6,688.15)	43,088.42
Current borrowings (including current maturity of non-current borrowings)	30,515.43	37.75	(28,582.74)	-	6,274.66	8,245.10
Lease liabilities	13,172.09	-	(3,882.61)	5,343.53	-	14,633.01
Total	**58,335.75**	**35,376.66**	**(32,675.92)**	**5,343.53**	**(413.49)**	**65,966.53**

Reconciliation of liabilities from financing activities for the year ended March 31, 2024:

Particulars	As at March 31, 2023	Proceeds	Repayments	Non cash changes		As at March 31, 2024 (Refer Note 56.8)
				Fair value / other changes	Reclassification / Forfeiture	
Non-current borrowings	22,124.45	15,407.24	(8,273.28)	-	(14,610.18)	14,648.23
Current borrowings (including current maturity of non-current borrowings)	957.13	15,070.71	(122.59)	-	14,610.18	30,515.43
Lease liabilities	7,534.39	-	(2,829.52)	8,467.22	-	13,172.09
Total	**30,615.97**	**30,477.95**	**(11,225.39)**	**8,467.22**	**-**	**58,335.75**

See accompanying notes forming part of the consolidated financial statements

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

For and on behalf of the Board of Directors

Krishna Prakash E
Partner
Membership No: 216015
Place : Chennai
Date : May 28, 2025

Kalpathi S Suresh
Executive Director cum Chairman
DIN No: 00526480
Place : Chennai
Date : May 28, 2025

Mohasin Khan S P
Chief Financial Officer
Place : Chennai
Date : May 28, 2025

Balasundharam S
Company Secretary
Place : Chennai
Date : May 28, 2025

Veranda Learning Solutions Limited

DELOITTE HASKINS & SELLS CHENNAI-17 CHARTERED ACCOUNTANTS

Veranda Learning Solutions Limited
Statement of Changes in Equity for the year ended March 31, 2025
CIN: L74999TN2018PLC125880
[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

(A) Equity share capital

Year	Balance at the beginning of the reporting year	Changes in equity share capital during the year	Balance at the end of the reporting year
2023-24			
Amount in Rs. Lakhs	6,157.21	762.54	6,919.75
No. of shares	6,15,72,051	76,25,495	6,91,97,546
2024-25			
Amount in Rs. Lakhs	6,919.75	519.87	7,439.62
No. of shares	6,91,97,546	51,98,702	7,43,96,248

(B) Other equity

Particulars	Employee stock option outstanding	Securities premium	Share warrants	Foreign currency translation reserve	Deemed equity contribution - Promoters	Other comprehensive income - Fair valuation of investment in equity instruments	Retained earnings	Total: Equity attributable to owners of the Company	Total: Non controlling interest
Balance as at April 01, 2023	**380.40**	**37,143.51**	**1,535.00**	**(14.55)**	**-**	**-**	**(14,607.42)**	**24,436.94**	**-**
Loss for the year	-	-	-	-	-	-	(8,068.55)	(8,068.55)	359.84
Other comprehensive income / (loss), net of tax	-	-	-	(12.23)	-	-	35.04	22.81	4.25
Reclassification of non-controlling interest to retained earnings	-	-	-	-	-	-	-	-	(364.09)
Fair value gain for the year	-	-	-	-	-	370.93	-	370.93	-
NCI arising from acquisition of subsidiary	-	-	-	-	-	-	-	-	13,366.73
Change in fair value of NCI	-	-	-	-	-	-	(48.13)	(48.13)	412.22
Derecognition of NCI to financial liability	-	-	-	-	-	-	-	-	(13,778.95)
Share based payment reserve	532.56	-	-	-	-	-	-	532.56	-
Transferred on account of exercise of stock options	(89.01)	116.36	-	-	-	-	-	27.35	-
Shares issued during the year	-	13,414.37	-	-	-	-	-	13,414.37	-
Balance as at March 31, 2024	**823.95**	**50,674.24**	**1,535.00**	**(26.78)**	**-**	**370.93**	**(22,689.06)**	**30,688.28**	**-**
Loss for the year	-	-	-	-	-	-	(24,732.18)	(24,732.18)	(432.86)
Other comprehensive income / (loss), net of tax	-	-	-	(24.04)	-	-	38.18	14.14	1.30
Reclassification of non-controlling interest to retained earnings	-	-	-	-	-	-	-	-	431.56
Fair value gain for the year	-	-	-	-	-	(33.46)	-	(33.46)	-
NCI arising from acquisition of subsidiary	-	-	-	-	-	-	-	-	24,100.00
Change in fair value of NCI	-	-	-	-	-	-	(1,771.60)	(1,771.60)	1,095.65
Derecognition of NCI to financial liability	-	-	-	-	-	-	-	-	(25,195.65)
Share based payment reserve	893.91	-	-	-	-	-	-	893.91	-
Transferred on account of exercise of stock options	(351.11)	460.34	-	-	-	-	-	109.23	-
Deemed equity contribution on loans from directors	-	-	-	-	81.95	-	-	81.95	-
Shares issued during the year	-	13,915.99	625.00	-	-	-	-	14,540.99	-
Shares allotted during the year	-	-	(1,535.00)	-	-	-	-	(1,535.00)	-
Balance as at March 31, 2025	**1,366.75**	**65,050.57**	**625.00**	**(50.82)**	**81.95**	**337.47**	**(49,154.66)**	**18,256.26**	**-**

See accompanying notes forming part of the consolidated financial statements

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

For and on behalf of the Board of Directors

Krishna Prakash E
Partner
Membership No: 216015

Place : Chennai
Date : May 28, 2025

Kalpathi S Suresh
Executive Director cum Chairman
DIN No: 00526480

Place : Chennai
Date : May 28, 2025

Mohasin Khan S P
Chief Financial Officer

Place : Chennai
Date : May 28, 2025

Balasundharam S
Company Secretary

Place : Chennai
Date : May 28, 2025

DELOITTE HASKINS & SELLS CHENNAI-17 CHARTERED ACCOUNTANTS

Veranda Learning Solutions Limited

1 Corporate information

Veranda Learning Solutions Limited (the "Company" or "VLS" or "Holding Company" or "Parent") was incorporated on 20th November, 2018 under the provisions of the Companies Act, 2013. The registered office of the Company is at G.R. Complex, First Floor, No. 807-808, Anna Salai, Nandanam, Chennai - 600035, Tamil Nadu. The principal activities of the Holding Company and its subsidiaries (herein referred to as "The group") are as follows:

The group offers wide range of comprehensive learning programs for learners preparing for competitive and professional exams with highly curated learning contents, books & Q&A in their repository - Tamil Nadu Public Service Commission (TNPSC), SSC, RRB and Banking exams, Chartered Accountancy and IAS courses. group is also engaged in the business of providing online training and coaching services.

1.1 The group subsidiaries are set out below

Name of the subsidiary	Country of incorporation	Date of acquiring of interest	Proportion of ownership interest	Proportion of ownership interest
			As at March 31, 2025	As at March 31, 2024
(i) Veranda Race Learning Solutions Private Limited	India	Not applicable	100%	100%
(ii) Veranda XL Solutions Private Limited	India	Not applicable	100%*	100%*
(iii) Veranda IAS Learning Solutions Private Limited	India	Not applicable	100%	100%
(iv) Brain4ce Education Solutions Private Limited	India	Not applicable	100%	100%
(v) Veranda Learning Solutions North America, Inc.	USA	June 15, 2022	100%	100%
(vi) Veranda Administration Learning Solutions Private Limited	India	September 15, 2022	100%	100%
(vii) Veranda Management Learning Solutions Private Limited	India	September 1, 2022	100%	100%
(viii) BAssure Solutions Private Limited	India	July 21, 2023	90%	86%
(ix) Neyyar Academy Private Limited	India	July 21, 2023	76%	76%
(x) Neyyar Education Private Limited	India	July 21, 2023	76%	76%
(xi) Phire Learning Solutions Private Limited	India	July 21, 2023	99.98%	99.98%
(xii) Six Phrase Edutech Private Limited	India	July 21, 2023	98%	98%
(xiii) Veranda K-12 Learning Solutions Private Limited (formerly known as Educare Infrastructure Services Private Limited)	India	August 30, 2023	76%	76%
(xiv) Talentely Innovative Solutions Private Limited	India	July 21, 2023	98%	98%
(xv) Sreedhar CCE Learning Solutions Private Limited	India	July 07, 2023	100%	100%
(xvi) Tapasya Educational Institutions Private Limited	India	January 11, 2024	51%	50%
(xvii) BB Publications Private Limited**	India	January 01, 2025	51%	Not applicable
(xviii) BB Virtuals Private Limited**	India	January 01, 2025	51%	Not applicable
(xix) Navkar Digital Institute Private Limited	India	February 18, 2025	65%	Not applicable

* Includes 24% of shares held by non controlling interest, where the parent has present ownership interest.

**Includes 10.59% where the Company is obligated to acquire the shares at a predetermined value and has present ownership interest as at March 31, 2025. The share transfer has been completed subsequent to the year end.

Subsidiaries mentioned in (ii), (xvi), (xvii), (xviii), (xix) are providing training for various commerce-related professional courses, including CA, CMA, CS, ACCA, through offline, online, and hybrid delivery modes.

Subsidiaries mentioned in (i), (iii), (ix), (x), (xi), (xv) are empowering students preparing for a wide range of prestigious government examinations such as TNPSC, UPSC, RRB, SSC, Railway exams, and various banking recruitment examinations.

Subsidiaries mentioned in (iv), (vii), (viii), (xii), (xiv) offers complementary upskilling and other vocational services to students throughout their educational and professional journey. It includes brands that provide skills training and internship opportunities for college students and online upskilling courses for working professionals.

Subsidiaries mentioned in (v), (vi), (xiii) are offering managed school services and other services.

DELOITTE HASKINS & SELLS ★ CHENNAI-17 ★ CHARTERED ACCOUNTANTS

Veranda Learning Solutions Limited ★

2A Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On May 7, 2025, the MCA has notified Companies (Indian Accounting Standards) Amendment Rules, 2025. This notification has resulted in amendments to Ind AS 21 - Effects of Changes in Foreign Exchange Rates, applicable to the group from April 1, 2025. The group is assessing the impact of the above amendment on the consolidated financial statements.

2B Basis of preparation of consolidated financial statements

i) Basis of consolidation

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. In case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the Foreign Currency Translation Reserve (FCTR). Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

Historical cost convention

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

Measurement of fair values

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

The group has an established control framework with respect to the measurement of fair values.

The valuation team regularly reviews significant unobservable inputs and valuation adjustments.

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

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

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

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

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

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

DELOITTE HASKINS & SELLS CHENNAI-17 CHARTERED ACCOUNTANTS

Veranda Learning Solutions Limited

3 Critical accounting judgements and key sources of estimation uncertainty :

In the application of the group's accounting policies, which are described in Note 3.1, the Directors of the Holding Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis.

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

- Revenue recognition
- Useful lives of property, plant and equipment
- Fair value of financial assets and financial liabilities
- Provision for employee benefits
- Provision for taxation
- Employee shared based payments - Recognition, measurement, presentation and disclosure
- Assessment of going concern
- Useful lives of intangible assets
- Impairment of goodwill / investments
- Business combination

Functional and presentation currency

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

3.1 Material accounting policies

a) Current versus non-current classification

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

An asset is treated as current when it is:

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

ii) Held primarily for the purpose of trading:

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

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

All other assets are classified as non-current.

A liability is current when:

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

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

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

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

All other liabilities are classified as non-current.

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

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

DELOITTE HASKINS & SELLS ★ CHENNAI-17 ★ CHARTERED ACCOUNTANTS

Veranda Learning Solutions Limited ★

b) Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the group and the revenue can be reliably measured. The group derives its revenue by providing comprehensive learning programmes (online and offline). Revenue is recognised on accrual basis, net of refunds and taxes.

A. Revenue from sale of comprehensive learning programs are recognised based on satisfaction of performance obligations as below:

i) Revenue from courses are recognised based on actual classes conducted by the educators. The group does not assume any post-performance obligation after completion of the classes. Revenue received from classes to be conducted subsequent to the year-end is considered as deferred revenue which is included in other non-current / current liabilities. Unbilled revenue represents revenue for services provided and not yet billed to the customer.

ii) Revenue from admission support services encompasses the performance obligation of onboarding students to the university, ensuring they are properly integrated and prepared for their academic journey. The recognition occurs when the onboarding process is completed, signifying the fulfillment of the service commitment.

iii) Revenue from sale of online content is recognised as and when the services are rendered.

B. Revenue from sale 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.

C. Revenue from sale of license to educational institutions is recognised at the time of transfer of license (source code) to the customers, in accordance with the agreements with those customers.

D. Revenue from rental income is recognised when the customer consumes the services at an amount that reflects the consideration entitled as per the contract understanding in exchange for the goods or services fulfillment of the service commitment.

E. 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.

Note: The group recognises the above revenues towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the group as part of the contract.

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c) Interest income

Interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

d) Property, plant and equipment (PPE)

Presentation

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

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

Derecognition

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

Depreciation on property, plant and equipment

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

Assets Category	Estimated useful life (in years)
Office equipment	5 to 10
Furniture and fixtures	10
Computers	3 to 4
Vehicles	6 to 8
Plant and machinery	5
Building	60
Electricals and fittings	5 to 10

The Useful life is as per the companies Act

The useful life of the leasehold improvement is according to the lease agreement terms.

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. Depreciation is also accelerated on assets, based on their condition, usability, etc. as per the technical estimates of the management wherever necessary.

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. Amortisation is also accelerated on assets, based on their condition, usability, etc. as per the technical estimates of the management wherever necessary. Further, the Company has 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 cost	1 to 2
Intellectual property right	10
Trade name	5 to 20
Technology	5 to 8
Non compete fee	Based on Contract Period
Computer software	3
Customer relationship / database	8
Website	3
University network	5

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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) Investment property

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any. The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment property are required to be replaced at intervals, the group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognized in profit or loss as incurred.

g) 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.

h) 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.

i) 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.

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j) 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.

k) Retirement and other employee benefits

Provident Fund

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

Gratuity

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

Compensated absences

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

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l) Share based payments

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

m) Impairment of non financial assets

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

n) Provisions, contingent liabilities and contingent asset

Provisions

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

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

Contingent liability

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

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

Contingent assets

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

o) Cash and cash equivalents

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

p) Cash flow statement

Cash flows are presented using indirect method, whereby profit/ (loss) after 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.

q) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

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

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r) Leases

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

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

(ii) the Company has substantially all 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 low value leases. For low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

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

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

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

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

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

s) Segment reporting

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

t) Financial instruments

Financial assets and investments

A. 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. However, trade receivables that do not contain a significant financing component are measured at transaction price.

(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.

□

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

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

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

The Company applies the simplified approach permitted by Ind AS 109 – Financial Instruments to measure expected credit losses (ECL) on trade receivables. Under this approach, the Company recognises lifetime ECL for all trade receivables, using a provision matrix based on historical credit loss experience adjusted for current conditions and forward-looking information.

For B2C receivables, provisions are made for dues outstanding beyond 90 days from the date of course completion (i.e., end of the batch), including both billed and unbilled amounts. A provision of 50% is recognised for receivables aged between 91 to 180 days, and 100% for receivables aged beyond 180 days. In the case of Delivery Partners, provisioning is made only for the Company's share of receivables.

B2B and other receivables (such as cash not deposited, license fee receivable, etc.) are assessed on a case-by-case basis, and full provision is made for receivables aged over 180 days, subject to review in consultation with the respective business teams.

B. Investment
(i) Equity instruments
All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the entity may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The entity makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

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.

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.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

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u) Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the group, liabilities incurred by the group to the former owners of the acquiree and the equity interest s issued by the group in exchange of control of the acquiree.

•At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:
• deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Taxes and Ind AS 19 Employee Benefits respectively;
• liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the group entered to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based payment at the acquisition date; and
• assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.)

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

Put option relating to non-controlling interests
Liability for put option issued to non-controlling interests which do not grant present access to ownership interest to the group is recognised at present value of the redemption amount and is reclassified from equity. At the end of each reporting period, the non-controlling interests subject to put option is derecognised and the difference between the amount derecognised and present value of the redemption amount, which is recorded as a financial liability, is adjusted in equity.

v) Discontinued operations

Classification as a discontinued operation occurs at the earlier of disposal or when the operation meets the criteria to be classified as held-for-sale. When an operation is classified as a discontinued operation, the comparative statement of profit and loss is re-presented as if the operation had been discontinued from the start of the comparative year.
A disposal group qualifies as discontinued operation if it is a component of an entity that either has been disposed of, or is classified as held for sale, and:
- represents a separate major line of business or geographical area of operations,
- is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations.
Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of profit and loss. In case, entire operations are discontinued, then they are disclosed in the consolidated financial statements as discontinued operations, unless otherwise mentioned.

w) Goodwill

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquire (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units. Cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognized in the Statement of Profit and Loss. An impairment loss recognized for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

Purchase consideration paid in excess of the fair value of net assets acquired is recognised as goodwill. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognised as capital reserve.

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[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

4 Property, plant and equipment

Particulars	Property, plant and equipment								
	Furniture and fixtures	Office equipment	Computers	Electricals and fittings	Leasehold improvements	Plant and machinery	Vehicles	Building	Total
Gross block									
Balance as at April 01, 2023	1,021.44	521.15	339.08	25.64	223.42	19.83	180.34	-	2,330.90
Additions	203.22	152.53	61.54	1.75	214.85	6.10	-	-	639.99
Addition on account of acquisition of subsidiaries (Refer Note 56)	592.72	126.32	75.92	1.07	0.41	17.04	420.97	69.35	1,303.80
Disposals / Transfers	2.04	34.78	67.80	-	8.02	-	-	-	112.64
Balance as at March 31, 2024	1,815.34	765.22	408.74	28.46	430.66	42.97	601.31	69.35	4,162.05
Additions	435.63	431.60	98.94	14.34	321.31	15.27	0.36	-	1,317.45
Addition on account of acquisition of subsidiaries (Refer Note 56)	97.47	98.90	21.62	-	16.08	20.38	3.07	-	257.51
Disposals / Transfers	0.25	20.69	26.49	0.14	0.37	-	448.07	-	496.01
Balance as at March 31, 2025	2,348.19	1,275.03	502.80	42.66	767.68	78.62	156.67	69.35	5,241.00
Accumulated depreciation									
Balance as at April 01, 2023	457.84	134.54	217.05	19.97	25.77	1.46	65.81	-	922.44
Depreciation for the year	203.42	101.71	102.57	1.94	185.04	7.53	36.94	0.79	639.94
Disposals / Transfers	0.01	23.68	47.60	-	8.02	-	-	-	79.31
Balance as at March 31, 2024	661.25	212.57	272.02	21.91	202.79	8.99	102.75	0.79	1,483.07
Depreciation for the year	340.57	277.64	118.57	11.24	282.38	16.20	76.41	1.14	1,124.15
Disposals / Transfers	0.06	19.82	24.32	0.07	0.10	-	140.17	-	184.54
Balance as at March 31, 2025	1,001.76	470.39	366.27	33.08	485.07	25.19	38.99	1.93	2,422.68
Net carrying value									
As at March 31, 2025	1,346.43	804.64	136.53	9.58	282.61	53.43	117.68	67.42	2,818.32
As at March 31, 2024	1,154.09	552.65	136.72	6.55	227.87	33.98	498.56	68.56	2,678.98

Note- All assets are owned by the group unless otherwise stated.

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Other intangible assets

Particulars	Intangible assets									
	Non- compete fee	Intellectual property rights	Content cost	Software	Trade name	Technology	Customer relationship	Others	University network	Goodwill	Total
Gross block											
Balance as at April 01, 2023	**6,786.33**	**81.73**	**663.59**	**72.59**	**7,844.94**	**9,518.29**	**-**	**9.79**	**-**	**838.89**	**25,816.15**
Additions	1,762.60	-	-	356.34	5.40	-	-	23.62	-	10,226.60	12,374.56
Addition on account of acquisition of subsidiaries (Refer Note 56)	208.00	-	424.00	301.52	2,275.98	378.51	3,365.30	388.74	1,182.00	4,271.21	12,795.26
Transfer in / Transfer Out* (Refer Note 56)	(3,149.00)	-	(81.00)	-	(3,309.12)	(6,601.00)	12,853.00	-	-	-	(287.12)
Disposals / Transfers	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2024	**5,607.93**	**81.73**	**1,006.59**	**730.45**	**6,817.21**	**3,295.80**	**16,218.30**	**422.15**	**1,182.00**	**15,336.70**	**50,698.85**
Additions	-	-	-	909.94	151.65	-	-	0.06	-	194.10	1,255.75
Addition on account of acquisition of subsidiaries (Refer Note 56)	100.00	-	340.00	19.57	5,729.01	-	-	-	-	2,516.39	8,704.97
Disposals / Transfers	194.10	-	-	-	-	-	-	-	-	-	194.10
Balance as at March 31, 2025	**5,513.83**	**81.73**	**1,346.59**	**1,659.96**	**12,697.87**	**3,295.80**	**16,218.30**	**422.21**	**1,182.00**	**18,047.19**	**60,465.46**
Accumulated amortisation											
Balance as at April 01, 2023	**1,827.86**	**18.71**	**557.74**	**32.26**	**855.89**	**1,441.33**	**-**	**3.95**	**-**	**-**	**4,737.74**
Amortisation for the year	657.42	8.36	144.82	87.02	503.60	65.01	1,969.33	32.20	170.58	-	3,638.34
Transfer in / Transfer Out* (Refer Note 56)	-	-	19.42	-	(14.06)	-	124.98	-	-	-	130.34
Disposals / Transfers	-	-	-	-	-	-	-	-	-	-	-
Balance as at March 31, 2024	**2,485.28**	**27.07**	**721.98**	**119.28**	**1,345.43**	**1,506.34**	**2,094.31**	**36.15**	**170.58**	**-**	**8,506.42**
Amortisation for the year (Refer Note below)	1,738.47	8.54	280.07	1,395.82	1,000.92	1,789.46	9,666.04	385.58	245.13	-	16,510.03
Disposals / Transfers (Refer Note 56.12)	(1,290.08)	-	-	-	-	-	-	-	-	(10,420.70)	(11,710.78)
Balance as at March 31, 2025	**5,513.83**	**35.61**	**1,002.05**	**1,515.10**	**2,346.35**	**3,295.80**	**11,760.35**	**421.73**	**415.71**	**10,420.70**	**36,727.22**
Net carrying value											
As at March 31, 2025	-	**46.12**	**344.54**	**144.86**	**10,351.52**	-	**4,457.95**	**0.48**	**766.29**	**7,626.49**	**23,738.24**
As at March 31, 2024	**3,122.65**	**54.66**	**284.61**	**611.17**	**5,471.78**	**1,789.46**	**14,123.99**	**386.00**	**1,011.42**	**15,336.70**	**42,192.43**

* Transfer in / Transfer out represents reclassification on account of completion of purchase price allocation during the years.

Note: During the year ended March 31, 2025, based on the current business environment and the proposed plans for enhancing synergies between its business units, some of the subsidiaries have renegotiated their existing contracts and arrangements with tutors, erstwhile promoters, etc., and the changes in such arrangements have resulted in the reduction of the contract lock-in period, changes to non-compete terms, etc. The Company/Group has also re-assessed the useful life of some of the software technologies developed by the Company/subsidiaries, duly considering the current operations and the proposed plans for usage of such software by the Company/Group, resulting in additional amortisation of Rs.10,108.34 Lakhs in the consolidated financial statements, for the year ended March 31, 2025.

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5 Investment property

Particulars	Land	Building	Total
Gross block			
Balance as at April 01, 2023	-	-	-
Additions	-	-	-
Addition on account of acquisition of subsidiaries	4,584.05	1.30	4,585.35
Disposals	-	-	-
Balance as at March 31, 2024	**4,584.05**	**1.30**	**4,585.35**
Additions	-	-	-
Addition on account of acquisition of subsidiaries	-	-	-
Disposals	-	-	-
Balance as at March 31, 2025	**4,584.05**	**1.30**	**4,585.35**
Accumulated depreciation			
Balance as at April 01, 2023	-	-	-
Additions	-	0.02	**0.02**
Addition on account of acquisition of subsidiaries	-	-	-
Disposals	-	-	-
Balance as at March 31, 2024	-	**0.02**	**0.02**
Additions	-	0.06	**0.06**
Addition on account of acquisition of subsidiaries	-	-	-
Disposals	-	-	-
Balance as at March 31, 2025	-	**0.08**	**0.08**

Net block			
As at March 31, 2025	**4,584.05**	**1.22**	**4,585.27**
As at March 31, 2024	**4,584.05**	**1.28**	**4,585.33**

Note:

a) All of the group's investment properties are held under freehold interests. There is no impairment in respect of investment property.

b) Pursuant to share purchase agreement dated May 22, 2023, the group acquired land and buildings in the subsidiary Veranda K-12 Learning Solutions Private Limited (formerly known as Educare Infrastructure Services Private Limited) as part of acquisition. Fair valuation ascertained through independent registered valuer not related to the Company and is registered with the authority which governs the valuers in India, as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017 and have appropriate qualifications and recent experience in the valuation of properties in the relevant locations as on the date of acquisition i.e. August 30, 2023 has been considered above. The fair value as at March 31, 2025 is not expected to be materially different from the book value considered above.

c) The Company has no restrictions on the realizability of its investment properties and no contractual obligations to either purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

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Reconciliation of fair value:

Investment property (Land and buildings)	**Amount in Rs. Lakhs**
Opening balance as at April 01, 2023	-
Fair value difference	-
Purchases	4,585.35
Closing balance as at March 31, 2024	**4,585.35**
Fair value difference	-
Purchases	-
Closing balance as at March 31, 2025	**4,585.35**

Details of the investment property and information about the fair value hierarchy as at March 31, 2025 and March 31, 2024 are:

Investment property	**As at March 31, 2025**	**As at March 31, 2024**
Land / Level of hierarchy	Level 2	Level 2
a) Carrying value	4,584.05	4,584.05
b) Fair value	4,584.05	4,584.05
Building / Level of hierarchy	Level 2	Level 2
a) Carrying value	1.30	1.30
b) Fair value	1.30	1.30

Investment property	**For the year ended March 31, 2025**	**For the year ended March 31, 2024**
Rental income derived from investment properties	617.50	350.00
Direct operating expenses	-	-
Profit arising from investment properties before depreciation and indirect expenses	**617.50**	**350.00**
Less: Depreciation	0.06	0.02
Profit arising from investment properties before indirect expenses	**617.44**	**349.98**

*As per the lease agreement entered with the lessee the repairs and maintenance expenses are to be borne by the lessee.

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6 Right-of-use assets and leases liabilities

This note provides information for leases where the Group is a lessee. The Group has leased rental premises for office purpose.

(i) Amounts recognised in the balance sheet

The balance sheet shows the following amounts relating to leases:

Particulars	As at March 31, 2025	As at March 31, 2024
Right-of-use assets		
Buildings*	12,471.31	11,957.78
Total	**12,471.31**	**11,957.78**
Lease liabilities **		
Current	1,856.72	1,934.04
Non-Current	12,776.29	11,238.05
Total	**14,633.01**	**13,172.09**

* **Movement of right-of-use assets and lease liabilities**

Particulars	Buildings	Total
Gross carrying amount		
As at April 01, 2023	**9,392.33**	**9,392.33**
Additions during the year	8,553.41	8,553.41
Addition on account of acquisition of subsidiaries	3,723.49	3,723.49
Disposals	(4,347.33)	(4,347.33)
As at March 31, 2024	**17,321.90**	**17,321.90**
Additions during the year	3,099.02	3,099.02
Addition on account of acquisition of subsidiaries	2,008.51	2,008.51
Disposals	(1,608.26)	(1,608.26)
As at March 31, 2025	**20,821.17**	**20,821.17**

Accumulated depreciation		
As at April 01, 2023	**2,204.31**	**2,204.31**
Addition on account of acquisition of subsidiaries	1,023.12	1,023.12
Depreciation expense during the year	2,258.92	2,258.92
Disposals	(122.23)	(122.23)
As at March 31, 2024	**5,364.12**	**5,364.12**
Addition on account of acquisition of subsidiaries	484.16	484.16
Depreciation expense during the year	2,949.40	2,949.40
Disposals	(447.82)	(447.82)
As at March 31, 2025	**8,349.86**	**8,349.87**

Net carrying amount as at March 31, 2025	**12,471.31**	**12,471.30**
Net carrying amount as at March 31, 2024	**11,957.78**	**11,957.78**

** Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	13,172.09	7,534.39
Addition on account of acquisition of subsidiaries	1,840.60	3,448.57
Add: Lease liabilities recognised during the year	3,095.04	8,553.42
Add: Finance cost accrued during the year	1,640.48	941.13
Less: Deletions during the year	(1,232.59)	(4,475.90)
Less: Payment of lease liabilities including interest	(3,882.61)	(2,829.52)
Balance at the end of the year	**14,633.01**	**13,172.09**

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[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

6.1 The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the statement of profit and loss.

6.2 The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

Particulars	As at March 31, 2025	As at March 31, 2024
Less than one year	3,462.58	2,853.02
One to five years	11,614.97	7,530.30
More than five years	10,330.19	11,145.99
Total	**25,407.74**	**21,529.31**

(ii) Amounts recognised in the statement of profit and loss

The statement of profit and loss shows the following amounts relating to leases:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation charge for right-of-use assets (Refer Note 42)	2,949.40	2,258.92
Total	**2,949.40**	**2,258.92**

Interest on lease liabilities (included in finance costs) (Refer Note 41)	1,640.48	941.13
Rent expense relating to low value items (included in other expenses) (Refer Note 45)	478.33	378.66

(iii) Amounts recognized in cash flow statement

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Total cash (outflows) for leases	(3,882.61)	(2,829.52)

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(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 terms.

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

7 Capital work-in-progress (CWIP)

Particulars	As at March 31, 2025	As at March 31, 2024
Capital work-in-progress	30.45	71.03
	30.45	**71.03**

Ageing for capital working in progress as at March 31, 2025 is as follows:

	As at March 31, 2025				
	Amount in CWIP for a period of				
Capital work-in-progress	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Projects in progress	30.45	-	-	-	**30.45**
Project temporarily suspended	-	-	-	-	-

Ageing for capital working in progress as at March 31, 2024 is as follows:

	As at March 31, 2024				
	Amount in CWIP for a period of				
Capital work-in-progress	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Projects in progress	71.03	-	-	-	**71.03**
Project temporarily suspended	-	-	-	-	-

Note : There are no projects in progress whose completion in overdue or has exceeded its cost compared to its original plan.

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8 Intangible assets under development

Particulars	As at March 31, 2025	As at March 31, 2024
Software development cost	-	917.96
	-	**917.96**

Ageing for intangible assets under development as at March 31, 2025 is as follows:

	As at March 31, 2025				
	Amount in Intangible assets under development for a period of				
Particulars	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Software development cost					
Projects in progress	-	-	-	-	-
Project suspended	-	-	-	-	-

Ageing for intangible assets under development as at March 31, 2024 is as follows:

	As at March 31, 2024				
	Amount in Intangible assets under development for a period of				
Particulars	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Software development cost					
Projects in progress	787.65	130.31	-	-	**917.96**
Project suspended	-	-	-	-	-

Note : There are no projects in progress whose completion in overdue or has exceeded its cost compared to its original plan.

9 Goodwill

Particulars	As at March 31, 2025	As at March 31, 2024 (Refer Note 56.8)
Goodwill (Refer Note 56)	1,17,509.10	81,752.99
	1,17,509.10	**81,752.99**

9.1 Movement of goodwill during the year

Particulars	As at March 31, 2025	As at March 31, 2024 (Refer Note 56.8)
Opening balance	81,752.99	43,744.06
Additions pursuant to business combination	35,756.11	38,008.93
Closing balance	**1,17,509.10**	**81,752.99**

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10 Deferred tax liability

Particulars	As at March 31, 2025	As at March 31, 2024 (Refer Note 56.8)
Deferred tax liability		
On property plant and equipment	1,480.12	5,155.46
On Right of use asset	(0.06)	(0.07)
On expenses allowable on payment basis	(4.82)	(5.62)
On account of fair value of assets acquired through business combination	1,382.22	(2,507.71)
	2,857.46	**2,642.06**

Deferred tax assets

Particulars	As at March 31, 2025	As at March 31, 2024 (Refer Note 56.8)
Deferred tax asset		
On property plant and equipment	467.61	(801.38)
On Right-of-use assets	465.98	304.32
On expenses allowable on payment basis	748.54	122.19
On carryforward business losses	23.94	1,409.92
On security deposits	4.33	35.87
On others	-	51.03
	1,710.40	**1,121.95**

11 Non-current investments

Particulars	As at March 31, 2025	As at March 31, 2024
Investment in equity shares at fair value through other comprehensive income		
Smartbridge Educational Services Private Limited (Refer Note 11.1) 526 (March 31, 2024: 526) equity shares of Rs.10 each, fully paid (March 31, 2024: Rs.10 each, fully paid)	438.68	472.14
Investment in preference shares at cost		
Saraswat Co-operative Bank Limited Nil (March 31, 2024: 10,000) Perpetual non-cumulative preference shares (Series 1) of Rs. 10 each fully paid up	-	1.00
	438.68	**473.14**

11.1 During the previous year, in accordance with the share purchase agreement dated July 07, 2023, the Company acquired, as part of the first tranche acquisition as well as primary investment, 526 shares of Smart Bridge Educational Services Private Limited for a consideration of Rs. 100.00 lakhs. Consequent to this acquisition, shareholding of the Group in Smart Bridge Educational Services Private Limited stands at 5% as at 31 March 2024. Rs. 1.21 lakhs of transaction cost incurred which are directly attributable to this acquisition has been capitalised with cost of investment.

Whilst Veranda Administration Learning Solutions Private Limited (VALSPL) and the relevant parties, had the right to call/put purchase the balance share holding as per the terms contained in the SPA, the parties did not exercise their options. During the year, the VALSPL and the relevant parties agreed to waive their respective rights and obligations with respect to the call/put options, as a result, VALSPL is no longer obligated to acquire the first tranche or the second tranche sale shares.

As at March 31, 2025, the investment in Smart Bridge Educational Services Private Limited is fair valued at Rs. 438.68 Lakhs.

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[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

12 Other financial assets - Non-current

Particulars	As at March 31, 2025	As at March 31, 2024
Security deposits	329.73	468.06
In fixed deposits - with original maturity more than 12 months	510.19	666.78
Total	**839.92**	**1,134.84**

13 Income tax assets (net)

Particulars	As at March 31, 2025	As at March 31, 2024
Advance tax and tax deducted at source (TDS) receivable	989.91	673.39
Total	**989.91**	**673.39**

14 Other non-current assets

Particulars	As at March 31, 2025	As at March 31, 2024
Capital advances	1.00	66.74
Prepaid expenses	2.19	-
Total	**3.19**	**66.74**

15 Inventories

Particulars	As at March 31, 2025	As at March 31, 2024
Valued at lower of cost and net realisable value unless otherwise stated		
Stock-in-trade (Books)	300.03	243.90
Packing material	1.58	3.61
	301.61	**247.51**

16 Investments

Particulars	As at March 31, 2025	As at March 31, 2024
Investments carried at fair value through profit and loss (FVTPL)		
Quoted		
Axis Short Duration Fund - Regular Growth (Refer Note 16.1) 71,550.49 units (March 31, 2024: Nil)	21.61	-
	21.61	-
Aggregate carrying amount of quoted investments	21.61	-
Aggregate market amount of quoted investments	21.61	-

16.1 The investment is classified as current based on the Group's intention on redemption of the fund. The investment is measured at fair value through profit or loss in accordance with Ind AS 109 - Financial instruments.

17 Trade receivables

Particulars	As at March 31, 2025	As at March 31, 2024
(a) Considered good - Unsecured	4,610.96	3,896.17
(b) Have significant increase in credit risk	857.95	291.42
(c) Credit impaired	11.80	11.80
Less : Allowance for credit impaired	(869.75)	(303.22)
	4,610.96	**3,896.17**

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17.1 Trade receivables ageing schedule

	As at March 31, 2025					
	Outstanding for following periods from due date of payment					
Particulars	**Less than 6 months**	**6 months - 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) Undisputed trade receivables – considered good	3,310.86	751.73	548.37	-	-	4,610.96
(ii) Undisputed trade receivables – which have significant increase in credit risk	466.20	37.28	177.87	176.60	-	857.95
(iii) Undisputed trade receivables – Credit impaired	-	-	-	11.80	-	11.80
(iv) Disputed trade receivables considered good	-	-	-	-	-	-
(v) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed trade receivables - Credit impaired	-	-	-	-	-	-
	3,777.06	**789.01**	**726.24**	**188.40**	-	**5,480.71**
Less : Allowance for credit loss						**869.75**
Total trade receivables						**4,610.96**

	As at March 31, 2024					
	Outstanding for following periods from due date of payment					
Particulars	**Less than 6 months**	**6 months - 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) Undisputed trade receivables – considered good	3,188.21	585.38	122.58	-	-	3,896.17
(ii) Undisputed trade receivables – which have significant increase in credit risk	103.80	11.02	176.60	-	-	291.42
(iii) Undisputed trade receivables – Credit impaired	-	-	11.80	-	-	11.80
(iv) Disputed trade receivables considered good	-	-	-	-	-	-
(v) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed trade receivables - Credit impaired	-	-	-	-	-	-
	3,292.01	**596.40**	**310.98**	-	-	**4,199.39**
Less : Allowance for credit loss						**303.22**
Total trade receivables						**3,896.17**

18 Cash and cash equivalents

Particulars	**As at March 31, 2025**	**As at March 31, 2024**
Balances with banks - in current accounts	3,425.36	1,833.28
Balances with banks - in deposit accounts	1,845.94	-
Cash on hand	88.95	138.21
	5,360.25	**1,971.49**
Other bank balances		
In fixed deposit - with remaining maturity less than 12 months - Under Lien (Refer Note 18.1)	1,121.31	2.42
In fixed deposit - with remaining maturity less than 12 months	1,091.09	904.84
	2,212.40	**907.26**
	7,572.65	**2,878.75**

18.1 As at March 31, 2025, the fixed deposit is held under lien against loan taken from Ascertis Credit India Fund- NCD towards interest service reserve account (As at March 31, 2024 the fixed deposit is held under lien against issue of corporate credit cards)

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[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

19 Loans

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
Digivision Electronics Limited (Refer Note 19.1)	865.60	865.60
	865.60	**865.60**

19.1 Loan to Digivision Electronics Limited by one of the subsidiaries is advanced at an interest rate of 8% p.a and is repayable on demand.

20 Other financial assets

Particulars	As at March 31, 2025	As at March 31, 2024
(Unsecured considered good)		
Interest accrued but not due on bank deposits	106.73	15.72
Security deposits	711.73	417.46
Unbilled revenue	3,649.91	2,544.15
Interest receivable on loans	228.00	135.45
Other receivables	-	24.00
	4,696.37	**3,136.78**

21 Other current assets

Particulars	As at March 31, 2025	As at March 31, 2024
(Unsecured, considered good)		
Advance to vendors	313.70	761.44
Advance to employees	390.95	387.36
Prepaid expenses	1,391.80	1,013.42
Balance with government authorities	1,318.24	1,411.96
Unamortized loan processing charges	1,349.74	1,509.15
	4,764.43	**5,083.33**

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[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

22 Equity share capital

Particulars	**As at March 31, 2025**	**As at March 31, 2024**
Authorised share capital		
10,00,00,000 (March 31, 2024 - 10,00,00,000) equity shares of Rs.10/- each (March 31, 2024 - Rs. 10/- each)	10,000.00	10,000.00
	10,000.00	**10,000.00**
Issued share capital		
7,43,96,248 (March 31, 2024 - 6,91,97,546) equity shares of Rs.10/- each (March 31, 2024 - Rs. 10/- each) (Refer Note 22.3 to 22.7)	7,439.62	6,919.75
	7,439.62	**6,919.75**
Subscribed and fully paid up share capital		
7,43,96,248 (March 31, 2024 - 6,91,97,546) equity shares of Rs.10/- each (March 31, 2024 - Rs. 10/- each) (Refer Note 22.3 to 22.7)	7,439.62	6,919.75
	7,439.62	**6,919.75**

22.1

Reconciliation of number of equity shares subscribed	**As at March 31, 2025**		**As at March 31, 2024**	
	No. of shares	**Amount**	**No. of shares**	**Amount**
Balance at the beginning of the year	6,91,97,546	6,919.75	6,15,72,051	6,157.21
Issued during the year	51,98,702	519.87	76,25,495	762.54
Balance at the end of the year	7,43,96,248	7,439.62	6,91,97,546	6,919.75

22.2 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. 10 each. The equity shares of the company having par value of Rs.10 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) During the current year and previous year the Company has neither issued any shares as bonus shares nor bought back any shares.

22.3 The Company has allotted further equity shares at face value of Rs. 10/- each during the year as follows:

Board meeting date	**Shareholder**	**No. of shares allotted**
No. of shares at beginning of previous year		**6,15,72,051**
Movement during the year	Others	76,25,495
No. of shares at the beginning of the current year		**6,91,97,546**
Movement during the year	Promoters (Refer Note 23.1)	20,00,000
Movement during the year	Others	31,98,702
No. of shares at the end of the current year		**7,43,96,248**

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22.4 Pursuant to a resolution of the Board of Directors of the Company dated July 14, 2023 and shareholders of the Company dated August 07, 2023, the Company has issued and allotted 75,78,743 shares of Rs. 10 each at Rs. 187/- per share valued in accordance with Chapter V of SEBI ICDR Regulations and Articles of Associations Of the company for a consideration other than cash (i.e., swap of 14, shares of Veranda Administrative Learning Solutions Private Limited) on a private placement basis to non-promoters.

During the year ended March 31, 2025, the Company has issued and allotted 11,98,630 equity shares of Rs. 10 each at Rs. 292/- per share for a total consideration of Rs. 3,500.00 Lakhs on a private placement basis to non-promoters.

22.5 Pursuant to a resolution of the Allotment Committee of the Company dated February 17, 2025, the Company has issued and allotted 15,58,352 equity shares of face value Rs. 10 each at Rs. 292/- per share value in accordance with Chapter V of SEBI ICDR Regulations and Articles of Associations of the Company for a consideration other than cash (i.e., swap of 6,500 shares of Navkar Digital Institute Private Limited) on a private placement basis to non-promoters.

22.6 Pursuant to a resolution of the Allotment Committee of the Company dated February 18, 2025, the Company has issued and allotted 2,56,671 equity shares of face value Rs. 10 each at Rs. 292/- per share valued in accordance with Chapter V of SEBI ICDR Regulations and Articles of Associations of the Veranda Learning Solutions Limited for a consideration other than cash (i.e., swap of 74,94,808 shares of the Veranda Administrative Learning Solutions Private Limited) on a private placement basis to non-promoters.

22.7 **Shares reserved for issuance under ESOP scheme**

The shareholders of the Company by way of special resolution dated May 27, 2022 approved the plan authorising the Board/ Committee thereof, to grant not exceeding 27,88,775 (Twenty seven lakhs eighty eight thousand seven hundred and seventy five) options comprising of 16,73,265 (sixteen lakhs seventy three thousand two hundred and sixty five) options to the strategic team and 11,15,510 (eleven lakhs fifteen thousand five hundred and ten) options to the other eligible Employees in one or more tranches from time to time under the scheme titled " Veranda Learning solutions Limited Employee Stock option Plan 2022" ("ESOS 2022"). (Refer note 55)

Pursuant to a resolution of the Board of Directors of the Company, the Company has allotted
a) during FY 2023-24, 46,752 equity shares of face value of Rs. 10/- each
b) during FY 2024-25, 185.049 equity shares of face value of Rs. 10/- each
of the Company under Veranda Learning Solutions Limited - Employee Stock Option Plan 2022, to the eligible grantees, pursuant to exercise of stock options granted thereunder.

22.8 **Shareholders holding more than 5% of the total share capital**

Name of the share holder	As at March 31, 2025		As at March 31, 2024	
	No. of shares	% of holding	No. of shares	% of holding
Kalpathi S Aghoram	1,28,29,553	17.24%	1,21,62,886	17.58%
Kalpathi S Ganesh	1,28,28,049	17.24%	1,21,61,382	17.57%
Kalpathi S Suresh	1,28,12,049	17.22%	1,21,45,382	17.55%

22.9 **Shareholdings of promoters ***

Name of the share	As at March 31, 2025		As at March 31, 2024		
	No. of shares	% of holding	No. of shares	% of holding	% Change during the year
Kalpathi S Aghoram	1,28,29,553	17.24%	1,21,62,886	17.58%	(1.89%)
Kalpathi S Ganesh	1,28,29,553	17.24%	1,21,61,382	17.57%	(1.89%)
Kalpathi S Suresh	1,28,29,553	17.22%	1,21,45,382	17.55%	(1.88%)

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

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[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

23 Other equity

Particulars	As at March 31, 2025	As at March 31, 2024 (Refer Note 56.8)
Retained earnings	(49,154.66)	(22,689.06)
Money received against share warrants (Refer Note 23.1 and 23.2)	625.00	1,535.00
Securities premium	65,050.57	50,674.24
Employee stock option reserve	1,366.75	823.95
Fair valuation of equity instruments	337.47	370.93
Deemed equity contribution - Promoters (Refer Note 23.3)	81.95	-
Foreign currency translation reserve	(50.82)	(26.78)
	18,256.26	**30,688.28**
a) Retained earnings		
Retained earnings comprises the amounts that can be distributed by the Company as dividends to its equity shareholders		
Balance at the beginning of the year	(22,689.06)	(14,607.42)
Net loss as per the statement of profit and loss	(24,732.18)	(8,068.55)
Fair valuation impact on future acquisition liability (Refer Note 56)	(1,771.60)	(48.13)
Other comprehensive income	38.18	35.04
Balance at the end of the year	**(49,154.66)**	**(22,689.06)**
b) Money received against share warrants		
Represents part amount received against share warrants and pending conversion to equity shares		
Balance at the beginning of the year	1,535.00	1,535.00
Received during the year	625.00	-
Shares allotted during the year	(1,535.00)	-
Balance at the end of the year	**625.00**	**1,535.00**
c) Securities premium		
Amounts received on issue of shares in excess of the par value has been classified as securities premium, net of utilization.		
Balance at the beginning of the year	50,674.24	37,143.51
Additions during the year	13,915.99	13,414.37
Premium on exercise of stock options	460.34	116.36
Balance at the end of the year	**65,050.57**	**50,674.24**
d) Employee stock option reserve		
The share-based payment reserve is used to recognise the value of equity-settled share-based payments provided to employees, including key management personnel, as part of their remuneration.		
Balance at the beginning of the year	823.95	380.40
Additions during the year	893.91	532.56
Transferred to securities premium account on exercise of stock options / reversals during the year	(351.11)	(89.01)
Balance at the end of the year	**1,366.75**	**823.95**
e) Fair valuation of equity instruments		
Fair value changes on investments in equity instruments through other comprehensive income		
Balance at the beginning of the year	370.93	-
Fair value gain for the year	(33.46)	370.93
Balance at the end of the year	**337.47**	**370.93**
f) Deemed equity contribution		
Deemed equity contribution represents interest free loan contribution by promoters to the Company		
Balance at the beginning of the year	-	-
Additions during the year (Refer Note 23.3)	81.95	-
Balance at the end of the year	**81.95**	-
g) Foreign currency translation reserve		
Pertains to Exchange difference on translation of foreign operations		
Balance at the beginning of the year	(26.78)	(14.55)
Transfer during the year	(24.04)	(12.23)
Balance at the end of the year	**(50.82)**	**(26.78)**

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23.1 The Company has issued share warrants to Promoters for upfront consideration of Rs. 1,535.00 Lakhs being 25% of the total consideration of Rs 6,140.00 Lakhs. Each warrant is convertible into one equity share of the Company within 18 months from the date of allotment.

During the year ended March 31, 2025, the Allotment Committee of the Company has considered and approved the conversion of share warrants issued during the year ended March 31, 2023 to the promoters of the Company and allotted 20,00,000 equity shares of Rs.10 each at a premium of Rs. 297 per share. Remaining consideration of Rs. 4,605.00 Lakhs was received upon conversion of the share warrants.

23.2 During the year, the Company has issued 7,78,817 Convertible Share Warrants to parties in the table below for upfront consideration of Rs. 625.00 Lakhs being 25% of the total consideration of Rs. 2,500.00 Lakhs. Each warrant is convertible into one equity share of the Company within 18 months from the date of allotment.

Date of allotment	Name of the allotee	No.of warrants allotted	Total amount including premium	Amount collected (25%)
February 27, 2025	Jitendra K Shah	3,11,527	1,000.00	250.00
February 27, 2025	Sreedhar Muppala	3,11,527	1,000.00	250.00
March 03, 2025	Goodday Enterprises LLP	1,55,763	500.00	125.00
		7,78,817	**2,500.00**	**625.00**

23.3 In terms of the agreement dated January 20, 2025, the three directors has provided interest-free loan to the Company amounting to Rs. 6,186.00 lakhs. The interest on such loans from the disbursement of the loan till March 31, 2025 has been computed based on the market rates of interest and the interest amounting to Rs. 81.95 lakhs (March 31, 2024: Nil) has been considered as deemed equity contribution in accordance with Ind AS 109 on Financial Instruments.

The borrowings from directors are repayable on demand. However, the directors does not intend to recall these borrowings within the next twelve months basis receipt of support letter.

24 Non-controlling interest (NCI)

Particulars	As at March 31, 2025	As at March 31, 2024
NCI arising from acquisition of subsidiary	24,100.00	13,366.73
Add : Non-controlling share in the results for the year	(431.56)	364.09
Add : Change in fair value of NCI	1,095.65	412.22
Less : Derecognition of NCI to financial liability (Refer Note 56)	(25,195.65)	(13,778.95)
Less : Derecognition of NCI to retained earnings	431.56	(364.09)
Balance at the end of the year	-	-

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25 Provisions - Non-current

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for gratuity (Refer Note 54.2)	389.28	278.75
Provision for compensated absences (Refer Note 54.3)	122.07	84.32
	511.35	**363.07**

26 Non-current borrowings

Particulars	As at March 31, 2025	As at March 31, 2024
Non convertible debentures (NCD)	-	4,165.88
Ascertis Credit India Fund - NCD (formerly known as BPEA Credit India Fund - NCD)	43,500.00	14,500.00
Loans from directors		
Kalpathi S Aghoram	2,062.00	-
Kalpathi S Ganesh	2,062.00	-
Kalpathi S Suresh	2,062.00	-
Term loan from financial institutions	146.00	21,957.25
Vehicle loans (Refer Note 26.1)	2.66	45.72
HDFC Loan	47.13	42.37
Term loan from related parties	1,100.00	1,212.97
Finance lease	10.82	16.57
Preference shares	11.00	12.00
Less: Current maturities of non-current borrowings (Refer Note 29)	(7,915.19)	(27,304.53)
	43,088.42	**14,648.23**

Details of borrowings

Particulars	Interest rate / Coupon	Repayment terms	As at March 31, 2025	As at March 31, 2024
Term loan from Hinduja Leyland Finance Limited - I - Unsecured	-	-	-	8,706.89
Term loan from Hinduja Leyland Finance Limited - II - Unsecured	-	-	-	1,167.03
Non convertible debentures - I (Unsecured)	-	-	-	4,165.88
Ascertis Credit India Fund - NCD (formerly known as BPEA Credit India Fund - NCD) (Secured) (Refer Note 26.2, 26.3, 26.4)	9.75%	Repayable in 15 quarterly installments from August 2025	43,500.00	14,500.00
Term loan from Piramal Enterprises Limited - II Secured (Refer Note 29.1)	-	-	-	500.00
Term loan from Piramal Enterprises Limited - III Secured (Refer Note 29.1)	-	-	-	11,500.00
SSI Ventures Private limited (Unsecured)	14.00%	Repayable in Single Installment on April 01, 2026	1,100.00	1,212.97
Kalpathi S Aghoram (Unsecured) (Refer note 23.3)	-	The loan is unsecured and repayable on demand.	2,062.00	-
Kalpathi S Ganesh (Unsecured) (Refer note 23.3)	-	The loan is unsecured and repayable on demand.	2,062.00	-
Kalpathi S Suresh (Unsecured) (Refer note 23.3)	-	The loan is unsecured and repayable on demand.	2,062.00	-
Tata Capital Financial Services (Secured) (Refer note 26.10)	11.50%	12 quarterly installments from December 2023	146.00	83.33
Vehicle loans (Secured) (Refer Note 26.1)	7.50%	84 monthly installments from July 2022	2.66	45.72
HDFC - Loan against property (Refer Note 26.8)	7.95%	Repayable in 180 monthly installments	47.13	42.37
Finance lease from Tata Capital Financial Services	-	37 monthly installments from November 2023	10.82	16.57
Preference shares (Refer Note 26.5)	-	-	10.00	10.00
Preference shares (Refer Note 26.6)	-	-	1.00	1.00
Preference shares (Refer Note 26.7)	-	-	-	1.00
Less: Current maturities of non-current borrowings				
Current maturities of non-current borrowings (Refer Note 29.1)			(7,915.19)	(27,304.53)
			43,088.42	**14,648.23**

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26.1 Vehicle loans are secured against hypothecation of vehicle and further secured by the personal guarantee of the promoter directors of the company. Defaults in instalments - Nil.

26.2 Pursuant to the Debenture Trust Deed dated March 25, 2024, between Veranda XL Learning Solution Private Limited (Subsidiary) and Catalyst Trusteeship Limited, Veranda XL Learning Solution Private Limited (Subsidiary) has entered into an agreement to issue 31,000 senior, secured, redeemable, unlisted and non-convertible debentures of a nominal value of Rs. 1,00,000 each in one or more series and/or tranches aggregating to not more than Rs. 31,000 Lakhs, in one or more series and/or tranches, to be issued by the Company on a private placement basis, aggregating, on the whole, to not more than Rs. 31,000 Lakhs for the purpose of providing inter-corporate loans to group companies, repayment of existing debt, working capital and any other such purposes.

Pursuant to the Debenture Trust Deed dated March 25, 2024, between the Veranda XL Learning Solutions Private Limited (Subsidiary) and Catalyst Trusteeship Limited, Veranda XL Learning Solutions Private Limited (Subsidiary) has allotted 14,500 senior, secured, redeemable, unlisted and non-convertible debentures of a nominal value of Rs. 1,00,000 each at a discounted price of Rs. 94,137.93 each aggregating to Rs. 13,650 Lakhs with a tenure of 5 years from the deemed date of allotment on a private placement basis at its meeting held on 27 March 2024.

The debentures shall carry a coupon rate of

a) 9.75% p.a. on and from the Deemed Date of Allotment of the First Tranche NCDs until the expiry of 24 months from the deemed date of Allotment of the First Tranche NCDs compounded monthly and payable quarterly from May 2024.

b) 11% p.a. after the expiry of 24 Months from the Deemed Date of Allotment of the First Tranche NCDs until the final settlement date compounded monthly and payable quarterly

The Company, in the meeting of Board of Directors held on April 18, 2024, has allotted 16,500 senior, secured, redeemable, unlisted and non-convertible debentures of a nominal value of Rs. 1,00,000 each aggregating to Rs. 16,500 Lakhs on a private placement basis.

26.3 Pursuant to the Debenture Trust Deed dated March 25, 2024, between the Company and Catalyst Trusteeship Limited, the Company has entered into an agreement to issue 2,500 senior, secured, redeemable, unlisted and non-convertible debentures of a nominal value of Rs. 1,00,000 each in one or more series and/or tranches aggregating to not more than Rs. 2,500 Lakhs along with an additional green shoe option to issue up to 10,000 senior, secured, redeemable and unlisted non-convertible debentures of a nominal value of Rs. 1,00,000 each, aggregating to not more than Rs. 10,000 Lakhs, in one or more series and/or tranches, to be issued by the Company on a private placement basis, aggregating, on the whole, to not more than Rs. 12,500 Lakhs for the purpose of providing inter-corporate loans to group companies, repayment of existing debt, working capital and any other such purposes.

The debentures shall carry a coupon rate of

a) 9.75% p.a. on and from the Deemed Date of Allotment of the First Tranche NCDs until the expiry of 24 months from the deemed date of Allotment of the First Tranche NCDs compounded monthly and payable quarterly from May 2024.

b) 11% p.a. after the expiry of 24 Months from the Deemed Date of Allotment of the First Tranche NCDs until the final settlement date compounded monthly and payable quarterly

During the year ended March 31, 2025, the Company, in the meeting held on April 18, 2024, has allotted 2,500 senior, secured, redeemable, unlisted and non-convertible debentures of a nominal value of Rs. 1,00,000 each aggregating to Rs. 2,500 Lakhs on a private placement basis.

26.4 Pursuant to the Debenture Trust Deed dated March 25, 2024, between Veranda Race Learning Solutions Private Limited (Wholly-owned subsidiary) and Catalyst Trusteeship Limited, Veranda Race Learning Solutions Private Limited (Wholly-owned subsidiary) has entered into an agreement to issue 9,000 senior, secured, redeemable, unlisted and non-convertible debentures of a nominal value of Rs. 1,00,000 each in one or more series and/or tranches aggregating to not more than Rs. 9,000 Lakhs along with an additional green shoe option to issue up to 2,000 senior, secured, redeemable and unlisted non-convertible debentures of a nominal value of Rs. 1,00,000 each, aggregating to not more than Rs. 2,000 Lakhs, in one or more series and/or tranches, to be issued by Veranda Race Learning Solutions Private Limited on a private placement basis, aggregating, on the whole, to not more than Rs. 11,000 Lakhs for the purpose of providing inter-corporate loans to group companies, repayment of existing debt, working capital and any other such purposes.

The debentures shall carry a coupon rate of

a) 9.75% p.a. on and from the Deemed Date of Allotment of the First Tranche NCDs until the expiry of 24 months from the deemed date of Allotment of the First Tranche NCDs compounded monthly and payable quarterly from May 2024.

b) 11% p.a. after the expiry of 24 Months from the Deemed Date of Allotment of the First Tranche NCDs until the final settlement date compounded monthly and payable quarterly

Further, Veranda Race Learning Solutions Private Limited (Subsidiary), in the meeting of Board of Directors held on July 10, 2024, has allotted 1,000 senior, secured, redeemable and unlisted non-convertible debentures of a nominal value of Rs. 1,00,000 each, Amounting to Rs. 1,000 Lakhs, on a private placement basis.

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All the above NCDs is secured by way of,

a) Exclusive pledge over the shares of Veranda Learning Solutions Limited (VLS) (100%), Veranda Race Learning Solutions Private Limited (100%), Veranda XL Learning Solutions Private Limited (76%), Veranda IAS Learning Solutions Private Limited (100%), Brain4ce Education Solutions Private Limited (100%), Veranda Administrative Learning Solutions Private Limited (100%), Veranda Management Learning Solutions Private Limited (100%), Sreedhar CCE Learning Solutions Private Limited (100%), Veranda K-12 Learning Solutions Private Limited. (76%), Tapasya Educational Institutions Private Limited (51%), Six Phrase Edutech Private Limited (98%), Talentely Innovative Solutions Private Limited (98%), BAssure Learning Solutions Private Limited (90%), Neyyar Academy Private Limited (76%), Neyyar Education Private Limited (76%), Phire Learning Solutions Private Limited (99.98%) and Smartbridge Educational Services Private Limited (5%).

b) A first ranking exclusive charge (ranking pari passu inter se the relevant common secured parties) over all of Veranda Learning Solutions Limited (Parent Company) movable assets, current assets and account assets, each as defined in the attached deed of hypothecation, both present and future, as security for the relevant common secured debt in relation to the Company.

c) A first ranking exclusive charge (ranking pari passu inter se the relevant common secured parties over all of the Companies movable assets, current assets and account assets, both present and future, and a first ranking exclusive pledge over all shares held by the Parent Company in Sreedhar CCE Learning Solutions Private Limited as security for the relevant common secured debt.

d) Exclusive mortgage over all real estate properties owned by the above group companies and corporate guarantors (except certain assets of Neyyar Academy/ Neyyar Education as identified in transaction Documents) Inter alia including (a) Land and building comprised in survey no. 56/1B admeasuring 84 cents situated in number 11, Seevaram Village, Perungudi Chennai and (B) Land and building situated in survey no. 3/5A, 3/5B, 3/5C, 3/5D, 3/5E, 3/6 and 296/5B in Gundur Village, Thiruvembur Taluk, Trichirapalli both pertains to Veranda K-12 Learning Solutions Private Limited.

e) Exclusive charge over the Debt Service Reserve Account (DSRA) and balance therein.

Subsequent to the year ended March 31, 2025, the Group has obtained waiver letter from the Catalyst Trusteeship Limited (Debenture Trustees of Ascertis Credit India Fund - NCD (formerly known as BPEA Credit India Fund - NCD)) to waive the right to accelerate the facilities owing to financial covenants breach which has occurred on or prior to March 31, 2025, for the period of twelve months commencing from April 01, 2025. Further, the Group has obtained approval to defer the maintenance of additional DSRA required balance till next financial year i.e. to be maintained from April 01, 2026.

26.5 1,00,000 Non-Cumulative Optionally Convertible Redeemable Preference Shares (OCRPS) having a face value of Rs. 10 each were issued by Veranda Administrative Learning Solutions Private Limited (Subsidiary) on May 22, 2023 to Mr. N. D. Prabhu. The preference shares are entitled to a dividend equivalent to 0.001% p.a. on the face value.

26.6 10,000 Non-Cumulative Optionally Convertible Redeemable Preference Shares (OCRPS) having a face value of Rs. 10 each were issued by Veranda Administrative Learning Solutions Private Limited (Subsidiary) on June 27, 2023 to H. D. Sherrif and Jyotsna V. The preference shares are entitled to a dividend equivalent to 0.001% p.a. on the face value.

26.7 5,053 Class A Non-Cumulative Optionally Convertible Redeemable Preference Shares (OCRPS) having a face value of Rs. 10 each were issued by Veranda Administrative Learning Solutions Private Limited (Subsidiary) at par on July 07, 2023. The preference shares are entitled to a dividend equivalent to 0.001% p.a. on the face value. On and from the date of expiry of 12 months from the closing date, Class A OCRPS holders shall be entitled to convert into such number of equity shares at conversion price.

In accordance with the share purchase agreement dated July 07, 2023, the Veranda Administrative Learning Solutions Private Limited has agreed to acquire, 5,053 Class A Non-Cumulative Optionally Convertible Redeemable Preference Shares (OCRPS) for a consideration of Rs. 677.00 lakhs.

4,947 Class B Non-Cumulative Optionally Convertible Redeemable Preference Shares (OCRPS) having a face value of Rs. 10 each were issued at par on July 07, 2023. The preference shares are entitled to a dividend equivalent to 0.001% p.a. on the face value. On and from the date of expiry of 36 months from the closing date, Class B OCRPS holders shall be entitled to convert into such number of equity shares at conversion price.

Accordingly, the Veranda Administrative Learning Solutions Private Limited (subsidiary) has agreed to acquire, 4,947 Class B Non-Cumulative Optionally Convertible Redeemable Preference Shares (OCRPS) for a consideration of Rs. 614.00 lakhs.

26.8 Lease rental payable to Tata Capital Financial Services amounts to Rs. 32.27 per Rs. 1000 per month.

26.8 Loan against property from HDFC Bank is secured against Apartment 7J in Nikunjam Meredian located in Thycaud Village, Thiruvananthapuram.

26.9 The Company has preclosed the Term Loan obtained from Piramal Enterprises Limited amounting to Rs. 7,649.14 Lakhs in November 2023.

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26.10 The loan from Tata Capital Financial Services is secured by the followings

a) Primary security: First and exclusive charge on all current assets and movable fixed assets of the Veranda IAS Learning Solutions Private Limited, both present and future.

b) Collateral / Other security:
15% of the sanctioned amount to be maintained as lien-marked mutual funds or in any other manner acceptable to Tata Capital Limited.

26.11

(Rs. In Lakhs)

Funding party	Date of receipt from funding party	Amount received from funding party	Intermediary	Date of receipt from intermediary	Ultimate beneficiary	Amount of loans advanced
Ascertis Credit India Fund - NCD (formerly known as BPEA Credit India Fund - NCD)	April 18, 2024	833.74	Veranda Learning Solutions Limited	April 18, 2024	Veranda Management Learning Solutions Private Limited	833.74
	April 18, 2024	1,428.27	Veranda Race Learning Solutions Private Limited	April 18, 2024	Veranda Administrative Learning Solutions Private Limited	1,428.27
	April 18, 2024	1,422.21	Veranda Race Learning Solutions Private Limited	April 18, 2024	Veranda Management Learning Solutions Private Limited	1,422.21
	April 18, 2024	1,497.76	Veranda Race Learning Solutions Private Limited	April 18, 2024	Brain4ce Education Solutions Private Limited	1,497.76
	April 18, 2024	1,422.21	Veranda Race Learning Solutions Private Limited	April 18, 2024	Veranda IAS Learning Solutions Private Limited	1,422.21
	April 18, 2024	12,652.94	Veranda XL Learning Solutions Private Limited	April 18, 2024	Veranda Administrative Learning Solutions Private Limited	12,652.94

27 Other non-current liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Deferred revenue	1,570.18	1,502.48
	1,570.18	**1,502.48**

28 Other financial liabilities - Non-current

Particulars	As at March 31, 2025	As at March 31, 2024
Purchase consideration payable	43,042.98	36,469.04
Other financial liabilities - ESOP liability	6.11	1,985.06
Interest payable - Related party	34.18	-
Interest payable on deferred consideration	-	12.43
Security deposits	900.00	900.00
	43,983.27	**39,366.53**

29 Current borrowings

Particulars	As at March 31, 2025	As at March 31, 2024
Term loan from banks	-	9.33
From Others		
From HDFC bank (unsecured)	39.83	55.09
Bank overdraft (Secured)	224.94	2,435.30
(Secured by the personal guarantee of the promoter directors of the Company. The Loan is repayable on demand with interest rate of 7.0% p.a.)		
Loan from others	64.14	711.18
Preference shares	1.00	-
Current maturities of non-current borrowings	7,915.19	27,304.53
	8,245.10	**30,515.43**

29.1 On April 18, 2024, the Company has pre-closed the loans borrowed from Hinduja Leyland Finance Limited and Piramal Enterprises Limited.

29.2 Overdraft from bank is secured against charge on all current and non current assets of BAssure Solutions Private Limited and further secured by the personal guarantee of the promoter directors of the Company.

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Veranda Learning Solutions Limited

[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

30 Trade payables

Particulars	As at March 31, 2025	As at March 31, 2024
(a) Total outstanding dues of micro enterprises and small enterprises (Refer Note 30.1)	324.46	337.46
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	5,647.11	4,507.57
	5,971.57	**4,845.03**

30.1 Dues to micro and small enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management represents the principal amount payable to these enterprise.

Trade payables ageing schedule

			Consolidated As at March 31, 2025				
			Outstanding for following periods from due date of payment				
Particulars	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	41.97	80.27	149.65	36.68	15.89	-	324.46
(ii) Others	1,969.30	1,077.31	2,492.00	96.39	7.18	4.93	5,647.11
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-

			Consolidated As at March 31, 2024				
			Outstanding for following periods from due date of payment				
Particulars	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	52.75	136.58	118.00	30.13	-	-	337.46
(ii) Others	770.13	1,743.76	1,980.29	7.18	6.21	-	4,507.57
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-

31 Other financial liabilities - Current

Particulars	As at March 31, 2025	As at March 31, 2024
Purchase consideration payable	24,657.95	9,013.22
Interest payable	4,031.85	1,840.06
Interest payable - Related party	-	12.97
Security deposits - Payable	0.58	15.40
Refundable deposits - Current	1,195.00	-
Others	2.32	2.05
	29,887.70	**10,883.70**

32 Provisions - Current

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for gratuity (Refer Note 54.2)	77.99	77.20
Provision for compensated absences (Refer Note 54.3)	37.57	28.20
	115.56	**105.40**

33 Other current liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Statutory dues payable	1,103.71	736.50
Deferred revenue	7,896.15	5,011.51
Employee payables	166.80	222.65
Franchisee deposits	-	0.05
Advance received from customers	1,204.65	2,004.74
	10,371.31	**7,975.45**

34 Current tax liabilities (net)

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for income tax (net of advance taxes)	1,037.21	107.20
	1,037.21	**107.20**

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[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

35 Revenue from operations

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from contracts with customers		
Sale of services		
Comprehensive learning programs	43,917.70	33,208.33
Sale of goods		
Sale of books	2,298.19	2,068.91
Sale of license	106.37	424.00
Other operating revenue		
Royalty income	-	81.98
Rental income	617.50	350.00
Others (Shipping revenue)	146.80	39.84
	47,086.56	**36,173.06**

35.1 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:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue recognised over time	44,535.20	31,511.69
Revenue recognised at a point in time	2,551.36	4,661.37
	47,086.56	**36,173.06**

35.2 Reconciliation of revenue with contract price

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Contract price		
Revenue from operations - Gross	56,993.62	43,017.77
Adjustments:		
Discounts	(440.73)	(330.72)
Deferred revenue	(9,466.33)	(6,513.99)
Total	**47,086.56**	**36,173.06**

Contract balances :

Revenue from operations recognised is collected as per the terms of the contract. Trade receivables have been disclosed under Note 17 and Deferred revenue disclosed under Note 27 and 33.

Performance obligations :

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

Information about major customers:

During the year, there is no revenue from a single customer which is more than 10% of the group's total revenue.

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36 Other income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest income		
Interest on bank deposits	276.90	360.63
Interest on loans	36.68	50.71
Interest on advances	69.25	40.39
Foreign exchange gain, net	13.64	14.17
Profit on sale of property, plant and equipment	0.21	4.89
Remeasurement of financial liability (Refer Note 36.1)	2,945.62	-
Commission income	14.70	8.98
Provision / liabilities no longer required written back (Refer Note 36.2)	413.49	4.19
Net gain on business transfer arrangements (Refer Note 56.12)	736.45	-
Gain on preclosure of lease agreement	78.02	255.55
Interest income on IT refund	27.04	-
Miscellaneous income	128.25	89.17
	4,740.25	**828.68**

36.1 Other income for the year ended March 31, 2025, includes gain on remeasurement of financial liability amounting to Rs. 2,945.62 Lakhs, relating to deferred consideration payable for the residual stake of 24% in the Veranda XL Learning Solutions Private Limited, as per the terms of the agreement with the shareholder.

36.2 During the year ended March 31, 2025, loans obtained by two of the subsidiaries (viz., Six Phrase Edutech Private Limited and Talentely Innovative Solutions Private Limited) aggregating to Rs. 413.49 lakhs (including interest accrued) from an erstwhile director have been written back and disclosed under other income, based on the waiver letter provided by the lender to the respective subsidiaries.

37 Cost of materials consumed

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening stock of packing material	3.61	3.43
Purchase of packing material	2.09	8.12
Less : Closing stock of packing material	(1.58)	(3.61)
	4.12	**7.94**

38 Purchase of stock-in-trade

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Purchase of books	1,002.74	701.74
	1,002.74	**701.74**

39 Changes in inventory of stock-in-trade

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening stock of books	298.38	240.61
Inventory written off	-	(18.70)
Less : Closing stock of books	(300.03)	(243.90)
	(1.65)	**(21.99)**

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[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

40 Employee benefits expense

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries, wages and bonus	9,998.48	7,201.84
Gratuity expenses (Refer Note 54.2)	175.47	70.37
Contribution to provident and other funds (Refer Note 54.1)	279.61	208.11
Staff welfare expenses	158.52	170.26
Share based payment expense	893.91	532.56
	11,505.99	**8,183.14**

41 Finance costs

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest on borrowings	451.37	4,019.49
Interest on lease liabilities	1,640.48	941.13
Interest on NCD	7,656.97	208.79
Interest on Income tax	55.82	6.90
Interest on unwinding of financial liability	75.59	185.28
Other interest expense	72.28	31.62
Interest on deferred payment consideration	2,857.22	1,431.70
Loan processing charges	396.47	992.36
	13,206.20	**7,817.27**

42 Depreciation and amortisation expense

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024 (Refer Note 56.8)
Depreciation on property, plant and equipment (Refer Note 4)	1,124.15	639.94
Depreciation on investment property (Refer Note 5)	0.06	0.02
Depreciation on right-of-use assets (Refer Note 6)	2,949.40	2,258.92
Amortisation on intangible asset (Refer Note 4)	16,510.03	3,768.68
	20,583.64	**6,667.56**

43 Advertisement and business promotion expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Advertisement and sales promotion expenses	5,960.66	4,555.18
Business promotion expenses	138.52	324.81
	6,099.18	**4,879.99**

44 Lecturer fee

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Lecturer fee	5,904.57	4,749.90
	5,904.57	**4,749.90**

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[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

45 Other expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Power and fuel	717.76	463.03
Rent	478.33	378.66
Repairs and maintenance	516.08	300.91
Brokerage	61.05	54.94
Affiliate cost	376.42	353.36
Foreign exchange loss, net	42.50	69.05
Manpower charges	943.08	1,122.89
Delivery partner fee	4,501.88	3,772.67
Rates and taxes	296.99	212.22
Payment to the auditors	195.11	173.03
Legal and professional charges	2,904.83	1,645.14
Printing and stationery	1,089.04	544.95
Payment gateway charges	257.71	295.11
Freight charges	39.00	33.65
Royalty expenses	16.72	46.15
Student education and training	46.97	-
Insurance expenses	21.41	590.21
Business support services expenses	449.67	-
Communication expenses	310.84	263.87
Postage and courier	93.40	82.29
Subscription charges	921.52	636.46
Office expenses	427.20	310.13
Travelling and conveyance	615.25	545.85
Bank charges	46.85	47.75
Directors renumeration	64.15	51.80
Expected credit loss	623.72	6.32
Commission	38.07	25.51
Loss on sale of property, plant and equipment	15.58	7.93
Corporate social responsibility	15.00	33.80
Loss on sale of investments	32.16	-
Remeasurement of financial liability	-	22.47
Impairment of subsidiaries (Refer Note 58(xv))	2,246.17	-
Consumables	357.26	-
Miscellaneous expenses	218.97	182.23
	18,980.69	**12,272.37**

46 Tax expense:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024 (Refer Note 56.8)
Current tax		
Current income tax charge	1,451.64	228.25
	1,451.64	**228.25**
Deferred tax		
Acquired through business combination	(1,168.63)	(579.39)
Recognised in statement of profit or loss	(576.64)	(196.33)
Net recognised in Profit & Loss	**(1,745.27)**	**(775.72)**
Recognised in other comprehensive income (OCI)	0.03	3.31
	(1,745.24)	**(772.41)**

a) Movement of deferred tax expense during the year ended March 31, 2025

Deferred tax (liabilities)/assets in relation to:	Opening balance	Acquired through business combination	Recognised in statement of profit or loss	Recognised in OCI	Closing balance
Property, plant, and equipment and intangible assets	(919.28)	(0.20)	1,327.78	-	408.30
Right-of-use assets	304.39	79.60	82.05	-	466.04
On expenses allowable on payment basis	127.81	0.59	625.00	(0.03)	753.37
On fair valuation of financial instruments	86.90	(10.36)	(72.21)	-	4.33
On carry forward business losses	1,409.92	-	(1,385.98)	-	23.94
Total	**1,009.74**	**69.63**	**576.64**	**(0.03)**	**1,655.98**

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b) Movement of deferred tax expense during the year ended March 31, 2024 (Refer Note 56.8)

Deferred tax (liabilities)/assets in relation to:	Opening balance	Acquired through business combination	Recognised in statement of profit or loss	Recognised in OCI	Closing balance
Property, plant, and equipment and intangible assets	288.12	(144.34)	(1,063.06)	-	(919.28)
Right-of-use assets	91.37	187.16	25.86	-	304.39
On expenses allowable on payment basis	87.25	20.75	23.12	(3.31)	127.81
On fair valuation of financial instruments	29.58	-	57.32	-	86.90
On carry forward business losses	-	256.83	1,153.09	-	1,409.92
Total	**496.32**	**320.40**	**196.33**	**(3.31)**	**1,009.74**

On account of business combination as at March 31, 2025:

Deferred tax liabilities/(assets) in relation to:	Opening balance	Acquired through business combination	Recognised in statement of profit or loss	Closing balance
Property, plant, and equipment and intangible assets	2,529.85	1,441.83	(1,168.63)	2,803.04
Others	-		-	-
Total	**2,529.85**	**1,441.83**	**(1,168.63)**	**2,803.04**

On account of business combination as at March 31, 2024 (Refer Note 56.8):

Deferred tax liabilities/(assets) in relation to:	Opening balance	Acquired through business combination	Recognised in statement of profit or loss	Closing balance
Property, plant, and equipment and intangible assets	5,037.56	(1,928.32)	(579.39)	2,529.85
Total	**5,037.56**	**(1,928.32)**	**(579.39)**	**2,529.85**

Reconciliation of accounting profits	**For the year ended March 31, 2025**	**For the year ended March 31, 2024 (Refer Note 56.8)**
Loss before tax	(25,458.67)	(8,256.18)
Income tax rate	25.17%	25.17%
At statutory income tax rate	(6,407.95)	(2,078.08)
Non - deductible expenses for tax purposes		
On Permanent difference	(52.74)	(464.02)
Deferred tax not considered on business loss and unabsorbed depreciation and others	6,167.06	1,994.63
Income tax expenses reported in the statement of profit and loss	**(293.63)**	**(547.47)**

47 Loss per share

Particulars	**For the year ended March 31, 2025**	**For the year ended March 31, 2024 (Refer Note 56.8)**
Loss for the year attributable to owners of the Company	(24,732.18)	(8,068.55)
Weighted average number of ordinary shares outstanding basic (Refer Note 48 below)	7,12,11,555	6,61,31,271
Weighted average number of ordinary shares outstanding for diluted EPS (Refer Note 48 below)	7,12,11,555	6,61,31,271
Basic loss per share (Rs)	(34.73)	(12.20)
Diluted loss per share (Rs)	(34.73)	(12.20)

48 The employee stock options issued by the Company is based on specified conditions involving future events/valuation of the Company. The number of ordinary shares contingently issuable may depend on the future market price of the ordinary shares and are therefore treated as contingently issuable shares because their issue is contingent upon satisfying specified conditions in addition to the passage of time. Contingently issuable ordinary shares are not included in the diluted earnings per share calculation unless both conditions are met. As at year end, since both the conditions have not been met, they have not been included in the calculation of diluted earnings per share. Further the Company has incurred loss during the year and any potential issue of shares will result in an anti dilutive effect on loss per share.

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[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

49 The Parent and its subsidiary companies, incorporated in India have used accounting software's for maintaining their respective books of account for the financial year ended March 31, 2025, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software(s) except that:

a) In respect of one subsidiary, the accounting software used by the subsidiary, for maintaining student and course records, for the year ended March 31, 2025, did not have a feature of recording audit trail (edit log) facility.

b) In respect of one subsidiary, where a software is operated by a third party software service provider, for maintaining student and course records, for the year ended March 31, 2025, the software did not have a feature of recording audit trail (edit log) facility.

c) In respect of one subsidiary, the Company has used an accounting software for maintaining its books of account for the period ended March 31, 2025 which has feature of recording audit trail (edit log) facility and the same was enabled and operated throughout the year for all relevant transactions recorded in the software except that the audit trail feature was not enabled from January 1, 2025 to March 12, 2025.

d) In respect of one subsidiary, the Company has used an accounting software for maintaining its books of account for the period ended March 31, 2025 which has feature of recording audit trail (edit log) facility and the same was enabled and operated throughout the year for all relevant transactions recorded in the software except that the audit trail feature was not enabled from January 1, 2025 to March 11, 2025.

e) In respect of one subsidiary, the audit trail feature was not enabled at the database level, and hence, direct data changes made at the backend for modules relating to general ledger and consolidation process were not captured in the audit trail. Also, audit trail feature was not fully operational for certain transactions executed by the users with privileged access rights, within the accounting software used for general ledger maintenance.

Further the audit trail feature has not been tampered with, in respect of accounting software's for the period for which the audit trail feature was operating.
Additionally, audit trail that was enabled and operated for the year ended March 31, 2024, has been preserved by the Company and above referred subsidiaries as per the statutory requirements for record retention.

Further, MCA requires companies to maintain daily backups of their financial data on servers located in India. Accordingly, the Group has complied with the maintenance of the daily backup of their financial data except for third party software used for maintaining student and course records where the backups of the financial data are not maintained on servers located in India.

50 Contingent liabilities and commitments

Particulars	**For the year ended March 31, 2025**	**For the year ended March 31, 2024**
Contingent liabilities	-	-
Commitments	-	-

51 Segment reporting

Based on the management approach as defined in Ind AS 108 - Operating Segments, the Chief Operating Decision Maker (CODM), evaluates the Company's performance and allocates resources based on analysis of various performance indicators by business segments. The Group operates in only one segment, viz, Comprehensive Learning Programs.

Secondary segment is as follows:

Particulars	**For the year ended March 31, 2025**	**For the year ended March 31, 2024**
Segment revenue		
India	47,003.32	36,173.06
Rest of world	83.24	-
Segment non-current assets		
India	1,65,134.79	1,47,626.56
Rest of world	-	-

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[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

52 Related party disclosure

a) List of parties having significant influence

Key management personnel (KMP) and their relatives

Sri. Kalpathi S Aghoram	Non Executive Director cum Vice Chairman
Sri. Kalpathi S Ganesh	Non Executive Director
Sri. Kalpathi S Suresh	Executive Director cum Chairman
Smt. Kalpathi A Archana	Non Executive Director
Sri. Jitendra Kantilal Shah	Non Executive Director (w.e.f. October 15, 2024)
Smt. Revathi Raghunathan	Non-Executive Independent Director
Sri. PB Srinivasan	Non-Executive Independent Director
Sri. Ashok Misra	Non-Executive Independent Director (w.e.f. October 15, 2024)
Smt. Alamelu	Non-Executive Independent Director (w.e.f. October 15, 2024)
Sri. Lakshmi Narayanan S	Non-Executive Independent Director
Sri. Balasundharam S	Company Secretary (w.e.f. August 11, 2024)
Smt. Saradha Govindarajan*	Chief Financial Officer
Sri. Mohasin Khan S P	Chief Financial Officer (w.e.f. May 06, 2025)
Sri. Vishal Jitendra Shah	Relative of KMP
Smt. Pooja Jitendra Shah	Relative of KMP
Smt. Purnima Jitendra Shah	Relative of KMP
Sri. Kalpathi S Abishek	Relative of KMP
Sri. Varun Bajpai **	Independent Director
Sri. M Anantharamakrishnan***	Company Secretary
Sri. K Ullas Kamath****	Independent Director

* Smt. Saradha Govindarajan was appointed as Chief Financial Officer w.e.f June 01, 2022. She has resigned as the Chief Financial Officer with effect from May 05, 2025.

** Sri. Varun Bajpai was appointed as Independent Director w.e.f June 01, 2022. He has resigned as an independent director with effect from December 26, 2023.

*** Sri M. Anantharamakrishnan has superannuated from the position of Company Secretary with effect from August 11, 2024.

**** Sri K. Ullas Kamath has ceased to hold office as an Independent Director of the Company with effect from October 28, 2024, consequent to the completion of his tenure

Enterprises in which key management personnel and their relatives have significant influence

SSI Ventures Private Limited
AGS Cinemas Private Limited
Leonne Hill Property Developments Private Limited

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Veranda Learning Solutions Limited

[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

b) Transactions during the year

S.No.	Nature of transactions	Amount	
		For the year ended March 31, 2025	For the year ended March 31, 2024
1	**Rent paid**		
	Kalpathi S Aghoram	0.08	0.08
	Kalpathi S Ganesh	0.08	0.08
	Kalpathi S Suresh	0.08	0.08
	Jitendra Kantilal Shah	108.89	-
	Purnima Jitendra Shah	209.82	-
	Vishal Jitendra Shah	0.24	-
	Leonne Hill Property Developments Private Limited	27.46	75.65
2	**Loan taken from**		
	SSI Ventures Private Limited	-	135.56
	Kalpathi S Aghoram	2,062.00	-
	Kalpathi S Ganesh	2,062.00	-
	Kalpathi S Suresh	2,062.00	-
3	**Repayment of loans taken from**		
	SSI Ventures Private Limited	112.97	122.59
4	**Interest on borrowings**		
	SSI Ventures Private Limited	121.98	159.56
5	**Interest income on loans given**		
	Jitendra Kantilal Shah	12.00	-
6	**Advertisement and sales promotion**		
	AGS Cinemas Private Limited	-	1.81
7	**Money received against share warrants and shares allotted**		
	Kalpathi S Aghoram	1,535.00	511.67
	Kalpathi S Ganesh	1,535.00	511.67
	Kalpathi S Suresh	1,535.00	511.66
8	**Money received against share warrants**		
	Jitendra Kantilal Shah	250.00	-
9	**Remuneration to key managerial personnel and their relatives**		
	M Anantharamakrishnan	61.97	70.62
	Saradha Govindarajan	137.22	119.56
	Kalpathi S Suresh	27.87	11.37
	Balasundharam S	31.26	-
	Jitendra Kantilal Shah	105.00	-
	Vishal Jitendra Shah	21.27	-
	Pooja Jitendra Shah	21.27	-
	Kalpathi S Abishek	14.06	-
10	**Director sitting fees**		
	Kalpathi S Aghoram	5.15	5.30
	Kalpathi S Ganesh	3.75	4.50
	Kalpathi A Archana	3.00	4.00
	S Lakshminarayanan	15.25	11.70
	Revathi S Raghunathan	12.70	10.70
	K Ullas Kamath	2.50	3.80
	PB Srinivasan	16.05	11.30
	Varun Bajpai	-	0.50
	Ashok Misra	1.75	-
	Jitendra Kantilal Shah	1.50	-
	Alamelu Narasimhan	2.50	-

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[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

c) Balance as at the end of the year

S. No.	Particulars	Amount	
		As at March 31, 2025	As at March 31, 2024
1	**Loans taken from**		
	SSI Ventures Private Limited	1,100.00	1,212.97
	Kalpathi S Aghoram	2,062.00	-
	Kalpathi S Ganesh	2,062.00	-
	Kalpathi S Suresh	2,062.00	-
2	**Loans given**		
	Jitendra Kantilal Shah	150.00	-
3	**Interest payable**		
	SSI Ventures Private Limited	34.18	12.98
4	**Key management personnel payable**		
	Kalpathi S Aghoram	4.45	0.90
	Kalpathi S Ganesh	3.38	0.90
	Kalpathi A Archana	2.70	0.90
	Kalpathi S Suresh	-	0.21
	Jitendra Kantilal Shah	72.29	-
	Purnima Jitendra Shah (Relative of KMP)	26.98	-

Notes:

a) Related party relationship is as identified by the Company on the basis of information available with the group.

b) No amount is/has been written off or written back during the year in respect of debts due from or to related party.

c) The above transactions are compiled from the date these parties became related.

d) During the year, the Company has received support letter from the promoters (Kalpathi S Aghoram , Kalpathi S Ganesh, Kalpathi S Suresh) to provide further financial support to the Company and its subsidiaries (Also Refer Note 58(xv)).

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53 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 maximizing 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, non-current borrowings and current borrowings.

Gearing Ratio:	As at March 31, 2025	As at March 31, 2024 (Refer Note 56.8)
Debt	51,333.52	45,163.66
Less: Cash and bank balances	7,572.65	2,878.75
Net debt	**43,760.87**	**42,284.91**
Total equity	25,695.88	37,608.03
Net debt to equity ratio (%)	**170.30%**	**112.44%**

Credit risk management

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or pay amounts due to the group causing financial loss. It arises from cash and cash equivalents, deposits with banks, security deposits, loans given and principally from credit exposures to customers relating to outstanding receivables. The group's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at reporting date. The group assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

The group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The group has very limited history of customer default, and considers the credit quality of trade receivables that are not past due or impaired to be good.

Therefore, the group does not expect any material risk on account of non performance by any of the group's counterparties.
The credit risk for cash and cash equivalents, bank deposits, security deposits and loans is considered negligible, since the counterparties are reputable organisations with high quality external credit ratings.

Expected credit loss for trade receivables under simplified approach

Customer credit risk is managed by the group based on the group's policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed internally. Outstanding customer receivables are regularly monitored and assessed for its recoverability. An impairment analysis is performed at each reporting date on an individual/categories of similar customers. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Notes 17. The group evaluates the concentration of risk with respect to trade receivables as low, as its customers have sufficient capacity to meet the obligations and the risk of default is negligible.

Movement in expected credit losses (ECL)

Trade receivables Rs. in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	303.22	91.85
Provision reversed / written off	(57.19)	-
Provision made	623.72	211.37
Balance at the year end	**869.75**	**303.22**

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 risk management

Management monitors rolling forecasts of the group's liquidity position 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.

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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	As at March 31, 2025			
	Due in 1st year	Due in 2nd to 5th year	Due after 5th year	Carrying amount
Borrowings (Fixed rate)	8,245.10	43,088.42	-	51,333.52
Trade payables (Non-interest bearing)	5,971.57	-	-	5,971.57
Other financial liabilities (Non-interest bearing)	29,887.70	43,983.27	-	73,870.97
Lease liabilities (Non-interest bearing)	3,462.58	11,614.97	10,330.19	25,407.74
	47,566.95	**98,686.66**	**10,330.19**	**1,56,583.80**

Particulars	As at March 31, 2024			
	Due in 1st year	Due in 2nd to 5th year	Due after 5th year	Carrying amount
Borrowings (Fixed rate)	30,515.43	14,648.23	-	45,163.66
Trade payables (Non-interest bearing)	4,845.03	-	-	4,845.03
Other financial liabilities (Non-interest bearing)	10,883.70	39,366.53	-	50,250.23
Lease liabilities (Non-interest bearing)	2,853.02	7,530.30	11,145.99	21,529.31
	49,097.18	**61,545.06**	**11,145.99**	**1,21,788.23**

Particulars	As at March 31, 2025	As at March 31, 2024
Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required):	Nil	Nil

Foreign currency risk

The group operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD, GBP and EUR. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the parent company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows. The group's exposure to foreign currency risk at the end of the reporting period expressed in INR lakhs, are as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
A. Receivables:		
Balance (USD)	0.11	0.16
Balance (INR)	9.45	13.01
B. Payables:		
Balance (USD)	2.10	0.87
Balance (INR)	179.52	62.84
Balance (GBP)	0.07	0.11
Balance (INR)	7.43	11.24
Balance (EUR)	0.01	-
Balance (INR)	0.98	-

As of the reporting date, the group has foreign currency payables aged over 180 days totalling to USD 0.59 lakhs (equivalent to INR 50.43 lakhs). These balances are remeasured at the reporting date exchange rates. Exchange differences are recorded in profit or loss.

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Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

Particulars	Impact on Profit after tax	
	March 31, 2025	March 31, 2024
USD sensitivity		
INR/USD increases by 5%*	(8.52)	(8.30)
INR/USD decreases by 5%*	17.51	17.06
GBP sensitivity		
INR/GBP increases by 5%*	(0.37)	(0.35)
INR/GBP decreases by 5%*	0.74	0.71
EURO sensitivity		
INR/EURO increases by 5%*	(0.05)	-
INR/EURO decreases by 5%*	0.10	-

*Holding all other variables constant

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The group's exposure to the risk of changes in market interest rates is minimal considering the group's debt obligations majorly is fixed interest rates.

53.1 Fair value measurements

Financial instruments measured at amortised cost, FVTPL, FVTOCI

Financial assets	Note	As at March 31, 2025	As at March 31, 2024
At amortised cost			
Trade receivables	17	4,610.96	3,896.17
Cash and cash equivalents	18	5,360.25	1,971.49
Bank balances other than cash and cash equivalents	18	2,212.40	907.26
Loans	19	865.60	865.60
Other financial assets	20 , 12	5,536.29	4,271.62
Investments	16	-	1.00
Fair value through profit and loss (FVTPL)			
Investments (Level 1)	16	21.61	-
Fair value through other comprehensive income (FVOCI)			
Investments (Level 2)	11	438.68	472.14
Total financial assets		**19,045.79**	**12,385.28**

Note: There are no transfers between levels 1, 2 and 3 during the year.

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Financial liabilities	Note	As at March 31, 2025	As at March 31, 2024
At amortised cost			
Borrowings	26 , 29	51,333.52	45,163.66
Trade payables	30	5,971.57	4,845.03
Lease liabilities	6	14,633.01	13,172.09
Other financial liabilities	31 , 28	64,457.42	39,119.60
Fair value through profit and loss (FVTPL)			
Other financial liabilities (Level 2)	31 , 28	9,413.54	11,130.64
Total financial liabilities		**1,45,809.06**	**1,13,431.02**

The management assessed that fair value of cash and short-term deposits, trade receivables, trade payables and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

Fair value measurement

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level is as under:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

-the use of quoted market prices or dealer quotes for similar instruments

-the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

The carrying amounts of trade receivables, trade payables, cash and cash equivalents and other current financial liabilities are considered to be the same as their fair values, due to their short-term nature.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

The borrowing rate of the Group has been taken as the discount rate used for determination of fair value.

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54 Employee benefits

54.1 Defined contribution plans

The Group has defined contribution plan of provident fund and labour welfare 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 Group has recognized in the statement of profit and loss for the year ended March 31, 2025 an amount of Rs.279.61 Lakhs (March 31, 2024 - Rs. 208.11 Lakhs) towards expenses under defined contribution plans and included in 'Contribution to provident and other funds'.

54.2 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.

	March 31, 2025		March 31, 2024	
Particulars	**Current**	**Non-current**	**Current**	**Non-current**
Provision for gratuity	77.99	389.28	77.20	278.75

The principal assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	March 31, 2025	March 31, 2024
Attrition rate	8.00%	8.00%
Discount rate	6.49%	6.97%
Expected rate(s) of salary increase	10.00%	10.00%

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 defined benefit plans are as follows:

Particulars	March 31, 2025	March 31, 2024
Current service cost	125.95	122.51
Past service cost	27.92	(70.80)
Net interest expense	23.96	19.90
Return on plan assets (excluding amounts included in net interest expense)	-	-
Acquired through business combination	(2.36)	(1.24)
Components of defined benefit costs recognised in profit or loss	**175.47**	**70.37**
Remeasurement on the net defined benefit liability comprising:		
Actuarial (gains)/losses recognised during the period	(39.51)	(41.21)
Acquired through business combination	-	(1.39)
Components of defined benefit costs recognised in other comprehensive income	**(39.51)**	**(42.60)**
	135.96	**27.77**

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:

Particulars	March 31, 2025	March 31, 2024
Present value of defined benefit obligation	467.27	355.95
Fair value of plan assets	-	-
Net liability arising from defined benefit obligation	**467.27**	**355.95**
Funded	-	-
Unfunded	467.27	355.95
	467.27	**355.95**

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

Particulars	March 31, 2025	March 31, 2024
Opening defined benefit obligation	355.95	242.18
Current service cost	123.60	122.51
Past service cost - (vested benefit)	27.92	(70.80)
Interest cost	23.96	19.90
Actuarial (gains)/losses	(39.51)	(41.21)
Acquired through business combination	2.36	92.94
Benefits paid	(27.01)	(9.57)
Closing defined benefit obligation	**467.27**	**355.95**

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

Particulars	March 31, 2025	March 31, 2024
Opening fair value of plan assets	-	-
Expected return on assets	-	-
Contributions	-	-
Benefits paid	-	-
Expected return on plan assets (excluding amounts included in net interest expense)	-	-
Closing fair value of plan assets	-	-

Assumptions regarding future mortality are set based on actuarial advice in accordance with published statistics and experience. The estimates of future salary increases, considered in actuarial valuation, take into account, inflation, seniority, promotions and other relevant factors such as demand and supply in the employment market.

Sensitivity analysis

In view of the fact that the Group for preparing the sensitivity analysis considers the present value of the defined benefit obligation which has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

Defined benefit obligation sensitivities were as follows:	March 31, 2025	March 31, 2024
1) DBO - Base assumptions	467.27	355.95
2) Discount rate: +1%	435.02	336.44
3) Discount rate: -1%	504.90	378.44
4) Salary escalation rate: +1%	499.94	374.99
5) Salary escalation rate: -1%	438.00	338.67
6) Attrition rate: 25% increase	442.01	341.30
7) Attrition rate: 25% decrease	498.03	373.31

54.3 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.

	March 31, 2025		March 31, 2024	
Particulars	Current	Non-current	Current	Non-current
Compensated absences	37.57	122.07	28.20	84.32

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55 Stock options

The shareholders of the Company by way of special resolution dated May 27, 2022 approved the plan authorising the Board/ Committee thereof, to grant not exceeding 27,88,775 (Twenty seven lakhs eighty eight thousand seven hundred and seventy five) options comprising of 16,73,265 (sixteen lakhs seventy three thousand two hundred and sixty five) options to the strategic team and 11,15,510 (eleven lakhs fifteen thousand five hundred and ten) options to the other eligible Employees in one or more tranches from time to time under the scheme titled "Veranda Learning solutions Limited Employee Stock option Plan 2022" ("ESOS 2022" or "Scheme").

The Scheme is administered by the Nomination and Remuneration Committee of the Board. The details of Scheme are given below:

Exercise period:

As per the Scheme, the options can be exercised with in a period of 3 years from the date of vesting. The expense recognised (net of reversal) for share options during the year is Rs. 893.91 lakhs (March 31, 2024: Rs. 532.56 Lakhs).

There are no cancellations or modifications to the awards during the year ended March 31, 2025 and March 31, 2024.

Grant	Date of grant	Number of shares granted	Vesting period	Manner of vesting
Grant1	July 04, 2022	-	-	-
Grant2	July 04, 2022	44,600	July 04, 2023-July 04, 2025	Eligible on a graded manner over three years period with 33.33% of the grants vesting at the end of every 12 months starting from July 04, 2022.
Grant3	July 04, 2022	27,600	July 04, 2023-July 04, 2024	Eligible on a graded manner over two years period with 50% of the grants vesting at the end of every 12 months starting from July 04, 2022.
Grant4	July 04, 2022	24,977	July 04, 2023-July 04, 2026	Eligible on a graded manner over four years period with 25% of the grants vesting at the end of every 12 months starting from July 04, 2022.
Grant5	July 04, 2022	7,88,496	July 04, 2023-July 04, 2026	Eligible on a graded manner over four years period with 25% of the grants vesting at the end of every 12 months starting from July 04, 2022.
Grant6	October 01, 2022	1,900	October 01, 2023-October 01, 2026	Eligible on a graded manner over four years period with 25% of the grants vesting at the end of every 12 months starting from July 04, 2022.
Grant7	October 03, 2023	6,31,400	October 03, 2024 - October 03, 2027	Eligible on a graded manner over four years period with 25% of the grants vesting at the end of every 12 months starting from July 04, 2022.
Grant8	October 03, 2023	20,000	October 03, 2024 - October 03, 2027	Eligible on a graded manner over four years period with 25% of the grants vesting at the end of every 12 months starting from July 04, 2022.
Grant9	April 26, 2024	25,000	April 26, 2025 - April 26, 2027	Eligible on a graded manner over three years period with 50% of the grants vesting at the end of next 12 months starting from April 26, 2025 and the remaining 50% vesting over the subsequent two years.
Grant10	August 05, 2024	98,655	August 05, 2025 - August 05, 2028	Eligible on a graded manner over four years period with 25% of the grants vesting at the end of every 12 months starting from August 05, 2025.
Grant11	August 05, 2024	2,46,300	August 05, 2025 - August 05, 2028	Eligible on a graded manner over four years period with 25% of the grants vesting at the end of every 12 months starting from August 05, 2025.

Activity in the options outstanding under 'ESOS 2022':

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Outstanding at the beginning of the year	10,82,839	5,03,345
Options granted during the year	3,69,955	6,51,400
Options lapsed during the year	(1,01,914)	(25,154)
Options exercised during the year	(1,85,049)	(46,752)
Outstanding at the end of the year	11,65,831	10,82,839
Exercisable at the end of the year	5,72,220	83,262

The following tables list the inputs to the models used for ESOS 2022 for the years ended March 31, 2025 and March 31, 2024, respectively:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Exercise price per share for the options granted	68.50 to 225.00	68.50 to 138.49
Weighted average exercise price per share	90.82	71.14
Weighted average remaining contractual life (in years)	3.23	4.39
Weighted average fair value per share	261.10	197.80
Weighted average fair value of options granted	179.70	142.87
Expected volatility	54.36% to 56.63%	46.67%
Life of the options granted (Vesting and exercise period in years)	1.50 to 4.50	1.50 to 4.50
Average risk free interest rate	6.67% to 7.10%	6.98% to 7.13%
Expected dividend yield	-	-

Expected volatility was determined by calculating the historical volatility of the Group's share price over the previous 3 years. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

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56 Business combinations

Subsidiaries

56.1 Six Phrase Edutech Private Limited

Particulars	**Amount**
Property, plant and equipment	6,372.22
Intangibles	
- Brand	-
- University network	-
Cash and bank balance	21.07
Trade receivables	29.93
Other non-current assets	1.68
Other current financial assets	234.95
Other current assets	73.40
Total assets	**6,733.25**
Borrowings	
Current financial liabilities - Borrowings	(149.14)
Non-current financial liabilities - Borrowings	(10.00)
Trade payables	(440.41)
Other non-current financial liability	
Other non-current liabilities	(12.67)
Other non-current financial liabilities	(6.16)
Other current financial liabilities	(6.34)
Other current liabilities	(25.02)
- Deferred tax liabilities on above intangible assets	
- Deferred tax liabilities on above intangible assets	-
Total liabilities	**(649.74)**
Net identifiable asset acquired	**6,083.51**

Particulars	**Provisional**
Purchase consideration	6,133.45
Fair value of non-controlling interest (NCI)	3,072.02
Total consideration	**9,205.47**
Less: Net identifiable assets acquired	6,083.51
Goodwill*	**3,121.96**

*Goodwill is not deductible for tax purpose.

a) During the previous year, in accordance with the share purchase agreement dated May 22, 2023, Veranda Administrative Learning Solutions Private Limited has acquired, as part of the first tranche acquisition, 49,00,000 shares of Six Phrase Edutech Private Limited for a consideration of Rs. 6,000.03 lakhs. Consequent to this acquisition, shareholding of Veranda Administrative Learning Solutions Private Limited in Six Phrase Edutech Private Limited stands at 98.00% as at 31 March 2024. Rs. 133.42 lakhs of transaction cost incurred which are directly attributable to this acquisition has been capitalised with cost of investment.

b) Liability for put option issued to non-controlling interests which do not grant present access to ownership interest to the Group is recognized at present value of redemption amount. At the end of each reporting period, the non-controlling interests subject to put option is de-recognized and the difference between the amount de-recognized and present value of the redemption amount, which is recorded as a financial liability, is accounted for as an equity transaction.

c) NCI subject to put option has been recorded at fair value of Rs. 3,670.00 Lakhs as financial liability as at March 31, 2025 (March 31, 2024 - Rs. 3,315.55 Lakhs). The difference of Rs. 354.45 Lakhs is accounted for as an equity transaction.

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56.2 BAssure Solutions Private Limited

Particulars	**Amount**
Property, plant and equipment	104.18
Intangibles	
- Trade mark	105.80
Cash and bank balance	0.11
Trade receivables	48.56
Income tax assets	11.43
Deferred tax assets (net)	13.94
Other non-current financials assets	-
Other current assets	2.82
Other current financials assets	31.07
Total assets	**317.91**
Current financial liabilities - Borrowings	(445.15)
Non-current financial liabilities - Borrowings	(43.42)
Trade payables	(254.55)
Other non-current financial liabilities	-
Other non-current liabilities	(18.47)
Other current liabilities	(6.24)
Other current financial liabilities	(26.48)
- Deferred tax liabilities on above intangible assets	(26.63)
Total liabilities	**(820.94)**
Net identifiable asset acquired	**(503.03)**

Particulars	**Amount**
Purchase consideration	576.91
Fair value of non-controlling interest (NCI)	117.69
Total consideration	**694.60**
Add: Fair value of NCI	-
Less: Net identifiable assets acquired	(503.03)
Goodwill	**1,197.63**
Less: Impairment of Goodwill	(1,197.63)
Goodwill*	-

*Goodwill is not deductible for tax purpose.

a) During the previous year, in accordance with the share purchase agreement dated July 07, 2023, Veranda Administrative Learning Solutions Private Limited has acquired, as part of the first tranche acquisition, 30,426 shares of BAssure Solutions Private Limited for a consideration of Rs. 570.00 lakhs. Consequent to this acquisition, shareholding of Veranda Administrative Learning Solutions Private Limited in BAssure Solutions Private Limited stands at 86% as at 31 March 2024. Rs. 6.91 lakhs of transaction cost incurred which are directly attributable to this acquisition has been capitalised with cost of investment.

b) Liability for put option issued to non-controlling interests which do not grant present access to ownership interest to the Group is recognized at present value of redemption amount. At the end of each reporting period, the non-controlling interests subject to put option is de-recognized and the difference between the amount de-recognized and present value of the redemption amount, which is recorded as a financial liability, is accounted for as an equity transaction.

c) During the year ended March 31, 2025, the Group has evaluated the performance of this subsidiary duly considering the losses incurred, current and future pipeline of revenue contracts, global challenges in the territories/ industries in which the customers of the subsidiary operates. Whilst BAssure and the Group continue to evaluate various mechanisms to pivot and turnaround the operations, the Group has impaired the goodwill on consolidation relating to BAssure and has accordingly recorded an amount of Rs. 2,246.17 Lakhs in the consolidated financial statements, under other expenses, for the year ended March 31, 2025.

d) NCI subject to put option has been recorded at fair value of Rs. 35.00 Lakhs as financial liability as at March 31, 2025 (March 31, 2024 - Rs. 63.72 Lakhs). The difference of Rs. 28.72 Lakhs is accounted for as an equity transaction.

DELOITTE HASKINS & SELLS ★ CHENNAI-17 ★ CHARTERED ACCOUNTANTS

Veranda Learning Solutions Limited ★

56.3 Veranda K-12 Learning Solutions Private Limited (formerly known as Educare Infrastructure Services Private Limited)

Particulars	**Amount**
Property, plant and equipment	4,585.35
Intangibles	
- Master service agreements	2,213.00
- Non compete	208.00
Cash and bank balance	0.21
Other non-current assets	-
Loans and advances	865.60
Other non-current financials assets	30.14
Other current assets	-
Other current financials assets	-
Total assets	**7,902.30**
Current financial liabilities - Borrowings	(5.90)
Trade payables	(9.91)
Deferred tax liabilities	(0.30)
Other current liabilities	(2,594.19)
- Deferred tax liabilities on above intangible assets	(609.29)
Total liabilities	**(3,219.59)**
Net identifiable asset acquired	**4,682.71**

Particulars	**Amount**
Purchase consideration	19,116.22
Less: Net identifiable assets acquired	4,682.71
Goodwill*	**14,433.51**

*Goodwill is not deductible for tax purpose.

a) During the previous year, in accordance with the share purchase agreement dated May 22, 2023, Veranda Administrative Learning Solutions Private Limited has acquired, as part of the first tranche acquisition as well as primary investment, 38,988 shares of Veranda K-12 Learning Solutions Private Limited (formerly known as Educare Infrastructure Services Private Limited) for a consideration of Rs. 15,000.21 lakhs. Consequent to this acquisition, shareholding of Veranda Administrative Learning Solutions Private Limited in Veranda K-12 Learning Solutions Private Limited stands at 76% as at 31 March 2024. Rs. 334.62 lakhs of transaction cost incurred which are directly attributable to this acquisition has been capitalised with cost of investment.

b) Further, as per the aforesaid Share purchase agreement, Veranda Administrative Learning Solutions Private Limited has an unconditional obligation to purchase balance 24% of the equity share capital (12,312 equity shares of Veranda K-12 Learning Solutions Private Limited) within December 30, 2024. Accordingly, this obligation meets the definition of financial liability as per Ind AS 32 and has been recognized as "deferred consideration obligation" by discounting the estimated future cash flows at their present values with a corresponding debit to "Deemed Investments".

DELOITTE HASKINS & SELLS ★ CHENNAI-17 ★ CHARTERED ACCOUNTANTS

Veranda Learning Solutions

56.4 Neyyar Academy Private Limited

Particulars	**Amount**
Property, plant and equipment	6.09
Trade receivables	108.72
Intangibles	
- Trademark	77.20
Cash and bank balance	11.14
Deferred tax assets (net)	5.75
Other current assets	6.65
Other current financials assets	11.22
Total assets	**226.77**
Current financial liabilities - Borrowings	(42.38)
Non-current financial liabilities - Borrowings	(4.99)
Trade payables	(110.31)
Other current liabilities	(332.56)
- Deferred tax liabilities on above intangible assets	(19.43)
Total liabilities	**(509.67)**
Net identifiable asset acquired	**(282.90)**

Particulars	**Amount**
Purchase consideration	596.38
Add: Fair value of non-controlling interest (NCI)	323.54
Less: Net identifiable assets acquired	(282.90)
Goodwill*	**1,202.82**

*Goodwill is not deductible for tax purpose.

a) During the previous year, in accordance with the share purchase agreement dated May 22, 2023, Veranda Administrative Learning Solutions Private Limited has acquired, as part of the first tranche acquisition as well as primary investment, 10,083 shares of Neyyar Academy Private Limited for a consideration of Rs. 853.97 lakhs. Consequent to this acquisition, shareholding of Veranda Administrative Learning Solutions Private Limited in Neyyar Academy Private Limited stands at 76% as at 31 March 2024.
Rs. 10.02 lakhs of transaction cost incurred which are directly attributable to this acquisition has been capitalised with cost of investment.

b) Liability for put option issued to non-controlling interests which do not grant present access to ownership interest to the Group is recognized at present value of redemption amount. At the end of each reporting period, the non-controlling interests subject to put option is de-recognized and the difference between the amount de-recognized and present value of the redemption amount, which is recorded as a financial liability, is accounted for as an equity transaction.

c) NCI subject to put option has been recorded at fair value of Rs. 453.00 Lakhs as financial liability as at March 31, 2025 (March 31, 2024 - Rs. 378.80 Lakhs). The difference of Rs. 74.20 Lakhs is accounted for as an equity transaction.

DELOITTE HASKINS & SELLS
CHENNAI-17
CHARTERED ACCOUNTANTS

Veranda Learning Solutions Limited

56.5 Phire Learning Solutions Private Limited

Particulars	**Amount**
Property, plant and equipment	455.49
Trade receivables	0.90
Intangibles	
- Trademark	-
Cash and bank balance	0.11
Other non-current assets	-
Other non-current financials assets	-
Other current assets	0.30
Other current financials assets	-
Total assets	**456.80**
Non-current financial liabilities - Borrowings	(1.00)
Trade payables	(0.50)
Other non-current liabilities	-
Other current liabilities	(4.76)
- Deferred tax liabilities on above intangible assets	-
Total liabilities	**(6.26)**
Net identifiable asset acquired	**450.54**

Particulars	**Amount**
Purchase consideration	461.53
Add: Fair value of non-controlling interest (NCI)	174.58
Less: Net identifiable assets acquired	450.54
Goodwill*	**185.57**

*Goodwill is not deductible for tax purpose.

a) During the previous year, in accordance with the share purchase agreement dated June 27, 2023, Veranda Administrative Learning Solutions Private Limited has acquired, as part of the first tranche acquisition, 45,60,000 shares of Phire Learning Solutions Private Limited for a consideration of Rs. 456.00 lakhs. Consequent to this acquisition, shareholding of Veranda Administrative Learning Solutions Private Limited in Phire Learning Solutions Private Limited stands at 99.98% as at 31 March 2024. Rs. 5.53 lakhs of transaction cost incurred which are directly attributable to this acquisition has been capitalised with cost of investment.

b) Liability for put option issued to non-controlling interests which do not grant present access to ownership interest to the Group is recognized at present value of redemption amount. At the end of each reporting period, the non-controlling interests subject to put option is de-recognized and the difference between the amount de-recognized and present value of the redemption amount, which is recorded as a financial liability, is accounted for as an equity transaction.

c) NCI subject to put option has been recorded at fair value of Rs. 111.00 Lakhs as financial liability as at March 31, 2025 (March 31, 2024 - Rs. 199.12 Lakhs). The difference of Rs. 88.12 Lakhs is accounted for as an equity transaction.

DELOITTE HASKINS & SELLS
CHENNAI-17
CHARTERED ACCOUNTANTS

Veranda Learning Solutions Limited

56.6 Neyyar Education Private Limited

Particulars	Amount
Property, plant and equipment	70.89
Inventories	111.90
Trade receivables	214.10
Intangibles	
- Trademark	117.00
- Content	213.00
Cash and bank balance	22.75
Deferred tax assets (net)	1.62
Income tax assets	0.34
Other non-current financial assets	0.66
Other current assets	32.01
Other current financials assets	26.85
Total assets	**811.12**
Current financial liabilities - Borrowings	(334.87)
Non-current financial liabilities - Borrowings	(50.41)
Trade payables	(315.55)
Other non-current liabilities	(8.74)
Other current liabilities	(1.27)
- Deferred tax liabilities on above intangible assets	(83.05)
Total liabilities	**(793.89)**
Net identifiable asset acquired	**17.23**

Particulars	Amount
Purchase consideration	1,450.63
Add: Fair value of non-controlling interest (NCI)	456.90
Less: Net identifiable assets acquired	17.23
Goodwill*	**1,890.30**

*Goodwill is not deductible for tax purpose.

a) During the previous year, in accordance with the share purchase agreement dated May 22, 2023, Veranda Administrative Learning Solutions Private Limited has acquired, as part of the first tranche acquisition as well as primary investment, 8,174 shares of Neyyar Education Private Limited for a consideration of Rs. 1,558.64 lakhs. Consequent to this acquisition, shareholding of Veranda Administrative Learning Solutions Private Limited in Neyyar Education Private Limited stands at 76% as at 31 March 2024. Rs. 16.30 lakhs of transaction cost incurred which are directly attributable to this acquisition has been capitalised with cost of investment.

b) Liability for put option issued to non-controlling interests which do not grant present access to ownership interest to the Group is recognized at present value of redemption amount. At the end of each reporting period, the non-controlling interests subject to put option is de-recognized and the difference between the amount de-recognized and present value of the redemption amount, which is recorded as a financial liability, is accounted for as an equity transaction.

c) NCI subject to put option has been recorded at fair value of Rs. 1,057.00 Lakhs as financial liability as at March 31, 2025 (March 31, 2024 - Rs. 531.15 Lakhs). The difference of Rs. 525.85 Lakhs is accounted for as an equity transaction.

DELOITTE HASKINS & SELLS CHENNAI-17 CHARTERED ACCOUNTANTS

Veranda Learning Solutions Limited

56.7 JK Shah Education Private Limited

Group acquired 100% shareholding of JK Shah Education Private Limited on November 1, 2022. Goodwill on consolidation was computed as under:

Particulars	**Amount**
Property, plant and equipment	955.17
Intangibles	
- Brand name	3,168.00
- Tutor relationship	10,034.00
Cash and bank balance	8,143.23
Other non-current assets	4,236.71
Other current assets	574.96
Total assets	**27,112.07**
Borrowings	-
Trade payables	(1,010.00)
Other non-current liabilities	(3,854.03)
Other current liabilities	(1,422.40)
Total liabilities	**(6,286.43)**
Net identifiable asset acquired	**20,825.64**

Particulars	**Amount**
Purchase consideration	45,525.65
Total consideration	**45,525.65**
Less: Net identifiable assets acquired	20,825.64
Goodwill*	**24,700.01**

*Goodwill is not deductible for tax purpose.

a) During the immediately preceding previous year, in accordance with Share purchase agreement dated October 31, 2022, Veranda XL Learning Solutions acquired 63.14% shareholding control of J K Shah Education Private Limited (JK Shah) consisting of 20,57,011 Shares of Rs. 10 Each for a total consideration of Rs. 26,642.56 Lakhs. Subsequent to this acquisition, Veranda XL Learning Solutions further acquired 12,56,728 shares for a consideration of Rs. 7,139.13 lakhs. Consequent to this acquisition, shareholding of the Company in JK Shah stands at 76% as at March 31, 2023. Rs. 1,135.97 lakhs of transaction cost incurred which are directly attributable to this acquisition has been capitalised with cost of investment.

b) The Board of Directors of Veranda XL Learning Solutions in its meeting dated January 17, 2023 has approved merger of Veranda XL Learning Solutions Private Limited (Veranda XL) and J.K Shah Education Private Limited (Step - Down Subsidiary). The application for merger has been approved by the National Company Law Tribunal on November 30, 2023 with appointed date as October 31, 2022.

c) The merger has been accounted for using the acquisition accounting method under Ind AS 103 – Business Combinations and the difference between the fair value of net identifiable assets acquired and consideration paid on the merger has been accounted for as Goodwill.

d) During the year ended March 31, 2024, pursuant to the scheme of merger, the Company has issued 18,98,970 equity shares of Rs.10 each to the shareholders of J.K Shah Education Private Limited in lieu of their shareholding in J.K Shah Education Private Limited.

e) Furthermore, according to the Share Purchase Agreements dated October 31, 2022, and March 31, 2023, Veranda Learning Solutions Limited is unconditionally obligated to acquire the remaining 24% of the equity share capital (comprising 1,898,970 equity shares) of the Company within three years from the date of the respective Share Purchase Agreements, i.e., by October 31, 2025. Accordingly, the Company has not recorded Non-Controlling Interest in its financial statements and has accordingly recognized a financial liability amounting to Rs. 9,413.54 Lakhs as at March 31, 2025.

f) During the year ended March 31, 2025, the Company remeasured the financial liability pertaining to the deferred consideration payable for the acquisition of the residual stake of 24% in Veranda XL Learning Solutions Private Limited, in accordance with the terms of the agreement entered into with the shareholder. As a result of this remeasurement, a gain amounting to Rs. 2,945.62 Lakhs has been recognized in the Statement of Profit and Loss for the year.

DELOITTE HASKINS & SELLS CHENNAI-17 CHARTERED ACCOUNTANTS

Learning Solutions Limited

56.8 Tapasya Educational Institutions Private Limited

Particulars	Final	Provisional
Property, plant and equipment	1,144.29	1,144.29
Intangible assets	1,779.69	1,779.69
Intangibles		
- Brand	210.88	845.00
- Content	130.00	211.00
- Customer relationship	3,434.00	615.00
Cash and bank balance	64.66	64.66
Trade receivables	255.13	255.13
Other non-current assets	3,278.04	3,278.04
Other current assets	865.15	865.15
Total assets	**11,161.84**	**9,057.97**
Trade payables	(64.41)	(64.41)
Other non-current liabilities	(2,837.92)	(2,837.92)
Other current liabilities	(1,160.32)	(1,160.32)
Total liabilities	**(4,062.65)**	**(4,062.65)**
Net identifiable asset acquired	**7,099.19**	**4,995.32**

Particulars	Amount	Amount
Purchase consideration	13,445.00	13,370.00
Fair value of non-controlling interest (NCI)	9,222.00	9,222.00
Total consideration	**22,667.00**	**22,592.00**
Add: Deferred tax liability recognised on Intangible Assets acquired	950.03	420.54
Less: Net identifiable assets acquired	7,099.19	4,995.32
Goodwill*	**16,517.84**	**18,017.22**

*Goodwill is not deductible for tax purpose.

a) Pursuant to share purchase agreement dated January 11, 2024, the Company acquired 50.00% shareholding control of Tapasya Educational Institutions Private Limited consisting of 25,98,750 shares of Rs. 10 each for a total consideration of Rs. 13,100 Lakhs. Rs. 270 Lakhs of transaction cost incurred which are directly attributable to this acquisition has been capitalised with cost of investment.

b) During the year, the Company has additionally acquired 1.00% shareholding control of Tapasya Educational Institutions Private Limited consisting of 51,975 shares of Rs. 10 each for a consideration of Rs. 315.00 Lakhs. Consequent to this acquisition, the Company's shareholding in Tapasya Educational Institutions Private Limited stands at 51.00%.

c) Liability for put option issued to non-controlling interests which do not grant present access to ownership interest to the Group is recognized at present value of redemption amount. At the end of each reporting period, the non-controlling interests subject to put option is de-recognized and the difference between the amount de-recognized and present value of the redemption amount, which is recorded as a financial liability, is accounted for as an equity transaction.

d) NCI subject to put option has been recorded at fair value of Rs. 9,480.00 Lakhs as financial liability as at March 31, 2025 (March 31, 2024 - Rs. 9,222.00 Lakhs). The difference of Rs. 258.00 Lakhs is accounted for as an equity transaction.

e) As at March 31, 2025, the accounting for business combination of Tapasya Educational Institutions Private Limited has been completed and the Group has recorded the actual amounts of identified assets and liabilities. The Group has finalized the detailed purchase price allocation (PPA) using an independent expert during the measurement period (i.e. one year from the date of acquisition), which has resulted in increase in the value of intangible assets by Rs. 2,103.89 Lakhs, reduction in goodwill amounting to Rs. 1,574.40 Lakhs, increase in deferred tax liability amounting to Rs. 529.49 Lakhs in the consolidated balance sheet as on the date of acquisition.

The Group has revised the comparative information for prior periods presented in the consolidated financial statements for the above and the consequential adjustments have been made to the depreciation and amortisation expense, deferred tax expense and computation of earnings per share for the comparative periods presented in the consolidated financial statements.

[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

56.9 Logic Management Training Institutes Private Limited

Particulars	**Amount**
Property, plant and equipment	169.99
Intangibles	
- Software	19.32
- Content cost	340.00
- Non-compete	100.00
Cash and bank balance	-
Other non-current assets	72.04
Other current assets	3.45
Total assets	**704.80**
Trade payables	(66.74)
Other non-current liabilities	-
Other current liabilities	-
Deferred tax liability recognised on intangible assets acquired	-
Total liabilities	**(66.74)**
Net identifiable asset acquired	**638.06**

Particulars	**Amount**
Deferred consideration	3,154.45
Total consideration	**3,154.45**
Less: Net identifiable assets acquired	**638.06**
Goodwill	**2,516.39**

a) Veranda XL Learning Solutions Private Limited ("Transferee Company") has entered into a Business Transfer Agreement on April 18, 2024, with Logic Management Training Institutes Private Limited ("Transferor Company") for acquisition of the business of Transferor Company on a going concern for a consideration in the form of cash or shares, at the discretion of the Transferee Company.

As at March 31, 2025, for the above entities in notes 56.1 to 56.9, the initial accounting for business combinations is complete and the Group has recorded the actual amounts of identified assets and liabilities. The Group has carried out the detailed purchase price allocation (PPA) using an independent expert and has completed the evaluation during the measurement period (one year from the date of acquisition).

DELOITTE HASKINS & SELLS ★ CHENNAI-17 ★ CHARTERED ACCOUNTANTS

Veranda Learning Solutions Limited

56.10 BB Publications Private Limited

Particulars	**Provisional**
Property, plant and equipment	5.12
Intangible assets	0.25
Intangibles	
- Brand	4,288.39
Cash and bank balance	1,621.37
Trade receivables	141.53
Other non-current assets	864.75
Other current assets	2,956.91
Total assets	**9,878.32**
Trade payables	(555.40)
Other non-current liabilities	(36.38)
Other current liabilities	(1,874.58)
Total liabilities	**(2,466.36)**
Net identifiable asset acquired	**7,411.96**

Particulars	**Amount**
Purchase consideration	16,659.59
Fair value of non-controlling interest (NCI)	20,640.00
Total consideration	**37,299.59**
Add: Deferred tax liability recognised on Intangible Assets acquired	1,079.26
Less: Net identifiable assets acquired	7,411.96
Goodwill*	**30,966.89**

*Goodwill is not deductible for tax purpose.

a) Pursuant to share purchase and share swap agreement dated December 11, 2024, the Company, has entered into a definitive agreement to acquire 100% of the equity share capital of BB Publications Private Limited, an educational services company headquartered in India, in four tranches for cash consideration and consideration other than cash i.e. Swap of shares of the Company. The first tranche obligates the Company to acquire 51% of the equity share capital.

b) The Company has acquired 4,041 equity shares of Rs. 10 each for a consideration of Rs. 14,038.56 Lakhs comprising 40.41% of total equity shares of BB Publications Private Limited. Further, the Company is obligated to acquire 1,059 equity shares of Rs.10 each for consideration other than cash i.e. Swap of shares of the Company, for a consideration of Rs. 2,621.03 Lakhs comprising 10.59% of total equity shares of BB Publications Private Limited which has been completed subsequent to the year end. Consequent to this acquisition and based on the terms of the Share Purchase Agreement, BB Publications Private Limited has become a subsidiary of the Company and BB Virtuals Private Limited has become step-down subsidiary of the Company. As per the agreement, the Company has obtained control with effect from January 01, 2025.

c) Liability for put option issued to non-controlling interests which do not grant present access to ownership interest to the Group is recognized at present value of redemption amount. At the end of each reporting period, the non-controlling interests subject to put option is de-recognized and the difference between the amount de-recognized and present value of the redemption amount, which is recorded as a financial liability, is accounted for as an equity transaction.

d) NCI subject to put option has been recorded at its fair value of Rs. 20,640.00 Lakhs as financial liability.

DELOITTE HASKINS & SELLS ★ CHENNAI-17 ★ CHARTERED ACCOUNTANTS

Veranda Learning Solutions Limited ★

56.11 Navkar Digital Institute Private Limited

Particulars	**Provisional**
Property, plant and equipment	82.41
Intangible assets	-
Intangibles	
- Brand	1,440.62
Cash and bank balance	83.25
Trade receivables	6.63
Other non-current assets	2,580.98
Other current assets	171.46
Total assets	**4,365.35**
Trade payables	(74.23)
Other non-current liabilities	(1,610.31)
Other current liabilities	(603.47)
Total liabilities	**(2,288.01)**
Net identifiable asset acquired	**2,077.34**

Particulars	**Amount**
Purchase consideration	5,215.14
Fair value of non-controlling interest (NCI)	3,460.00
Total consideration	**8,675.14**
Add: Deferred tax liability recognised on Intangible Assets acquired	362.56
Less: Net identifiable assets acquired	2,077.34
Goodwill*	**6,960.36**

*Goodwill is not deductible for tax purpose.

a) Pursuant to share purchase and share swap agreement dated February 14, 2025, the Company, has entered into a definitive agreement to acquire 100% of the equity share capital of Navkar Digital Institute Private Limited, an educational services company headquartered in India, for consideration other than cash i.e. Swap of shares of the Company.

b) During the year ended March 31, 2025, the Company has acquired 6,500 equity shares of Rs. 10 each for a consideration of Rs. 5,215.14 Lakhs comprising 65% of total equity shares of Navkar Digital Institute Private Limited. Consequent to this acquisition and based on the terms of the Share Purchase Agreement, Navkar Digital Institute Private Limited has become a subsidiary of the Company.

c) Liability for put option issued to non-controlling interests which do not grant present access to ownership interest to the Group is recognized at present value of redemption amount. At the end of each reporting period, the non-controlling interests subject to put option is de-recognized and the difference between the amount de-recognized and present value of the redemption amount, which is recorded as a financial liability, is accounted for as an equity transaction.

d) NCI subject to put option has been recorded at its fair value of Rs. 3,460.00 Lakhs as financial liability.

As at March 31, 2025, for the above entities in notes 56.10 and 56.11, the group has performed purchase price allocation (PPA) using an independent expert on provisional basis in accordance with Ind AS 103 - Business combinations and will complete the exercise within a period of one year from the date of acquisition.

DELOITTE HASKINS & SELLS ★ CHENNAI-17 ★ CHARTERED ACCOUNTANTS

Veranda Learning Solutions Limited

56.12 Green Marker Edutech Private Limited

a) During the previous year, Sreedhar CCE Learning Solutions Private Limited (Wholly-owned subsidiary) was incorporated as a step down subsidiary of the Company and a subsidiary of Veranda Race Learning Solutions Private Limited. Further, Sreedhar CCE Learning Solutions Private Limited (Wholly-owned subsidiary) had signed three Business Transfer Agreements (BTA) to acquire the businesses of: (a) Green Marker Edutech Private Limited (CIN U80904TG2020PTC146298); (b) Sreedhar's CCE partnership firm (PAN ACEFS6618Q); and (c) Sreedhar's CCE partnership firm (PAN ADEFS7016F) with effect from July 14, 2023.

b) During the year ended March 31, 2025, Sreedhar CCE Learning Solutions Private Limited (Wholly-owned subsidiary) and the aforesaid parties (Green Marker Edutech Private Limited (GEMPL) and the erstwhile promoters of the Sreedhar CCE group) entered into a full and final settlement letter dated February 12, 2025. Pursuant to this settlement, Sreedhar CCE Learning Solutions Private Limited (Wholly-owned subsidiary) ceased the operations of the business acquired through the aforesaid BTAs, and all parties mutually agreed to disengage from the various arrangements contemplated under the Business Transfer Agreements dated July 14, 2023. Pursuant to the same, the group has given effect to the aforesaid full and final settlement and derecognised the relevant assets and liabilities and an amount of Rs. 736.45 lakhs (difference between the value of liabilities over the assets as of February 12, 2025) has been recognised under other income in the consolidated financial statement for the year ended March 31, 2025.

The details of assets and liabilities derecognised are as follows:

Particulars	Amount
Liabilities written back:	
Deferred consideration	13,410.60
Other current liabilities	186.06
Other financial liabilities	275.80
Assets written off:	
Non-compete and Goodwill (Refer Note 4)	(11,710.78)
Other financial assets	(1,425.23)
Gain on business transfer arrangements	**736.45**

56.13 Goodwill on consolidation

a) Goodwill represents goodwill on consolidation and is the excess of purchase consideration paid over net asset value of acquired subsidiary on the date of such acquisition. Such goodwill is tested for impairment annually or more frequently, if there are indicators for impairment. The management does not foresee any risk of impairment on the carrying value of goodwill as at reporting date.

Goodwill on consolidation as at March 31, 2025 stood at Rs.1,17,509.10 Lakhs (March 31, 2024: Rs.81,752.99 Lakhs).

b) 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, 2025 the estimated recoverable amount of the CGU exceeds its carrying amount. The recoverable amount was computed based on the fair value less cost to sell being higher than value-in-use. The values assigned to the key assumptions represents management assessment of future trend in the relevant industries and have been based on both historical data from both internal and external sources:-

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Discount rate	16% to 22%	16% to 22%
Terminal value of growth rate	5.00%	4.00%

DELOITTE HASKINS & SELLS CHENNAI-17 CHARTERED ACCOUNTANTS

[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

57 Additional information pursuant to para 2 of general instructions for the preparation of Consolidated financial statements

For the year ended March 31, 2025 and As at March 31, 2025

Name of the entity	Net assets (total assets minus total liabilities)		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As a % of consolidated net assets	Amount	As a % of consolidated profit or loss	Amount	As a % of consolidated other comprehensive income	Amount	As a % of consolidated total comprehensive income	Amount
Parent:								
Veranda Learning Solutions Limited	85.13 %	21,875.28	31.35 %	(7,888.58)	(37.85)%	6.82	31.30 %	(7,881.76)
Subsidiaries								
(i) Veranda XL Learning Solutions Private Limited	(57.91)%	(14,879.92)	50.72 %	(12,763.08)	44.01 %	(7.93)	50.71 %	(12,771.01)
(ii) Tapasya Educational Institutions Private Limited	10.41 %	2,676.09	2.44 %	(613.47)	26.91 %	(4.85)	2.46 %	(618.32)
(iii) BB Publications Private Limited	1.60 %	411.21	(0.35)%	87.29	0.00 %	-	(0.35)%	87.29
(iv) BB Virtuals Private Limited	3.75 %	963.30	(2.62)%	660.05	0.00 %	-	(2.62)%	660.05
(v) Navkar Digital Institute Private Limited	(0.67)%	(171.08)	0.03 %	(8.72)	0.00 %	-	0.03 %	(8.72)
(vi) Veranda Race Learning Solutions Private Limited	(39.29)%	(10,097.16)	7.50 %	(1,886.24)	(7.21)%	1.30	7.48 %	(1,884.94)
(vii) Veranda IAS Learning Solutions Private Limited	0.33 %	85.75	4.64 %	(1,167.43)	4.72 %	(0.85)	4.64 %	(1,168.28)
(viii) Neyyar Academy Private Limited	0.09 %	23.31	0.76 %	(190.53)	(1.33)%	0.24	0.76 %	(190.29)
(ix) Neyyar Education Private Limited	0.59 %	151.21	0.20 %	(51.44)	(2.11)%	0.38	0.20 %	(51.06)
(x) Phire Learning Solutions Private Limited	1.77 %	456.08	0.65 %	(162.83)	(10.49)%	1.89	0.64 %	(160.94)
(xi) Sreedhar CCE Learning Solutions Private Limited	(0.64)%	(163.56)	(0.48)%	120.09	0.00 %	-	(0.48)%	120.09
(xii) Brain4ce Education Solutions Private Limited	(4.47)%	(1,148.59)	(0.49)%	123.59	(117.76)%	21.22	(0.58)%	144.81
(xiii) Veranda Management Learning Solutions Private Limited	(3.11)%	(797.99)	4.66 %	(1,173.31)	(73.36)%	13.22	4.61 %	(1,160.09)
(xiv) BAssure Solutions Private Limited	(0.97)%	(249.20)	0.80 %	(201.69)	(26.36)%	4.75	0.78 %	(196.94)
(xv) Six Phrase Edutech Private Limited	23.93 %	6,148.48	1.24 %	(312.80)	(32.52)%	5.86	1.22 %	(306.94)
(xvi) Talentely Innovative Solutions Private Limited	1.29 %	331.24	0.50 %	(126.94)	(3.61)%	0.65	0.50 %	(126.29)
(xvii) Veranda K-12 Learning Solutions Private Limited	(0.10)%	(26.92)	(6.94)%	1,746.08	4.27 %	(0.77)	(6.93)%	1,745.31
(xviii) Veranda Administrative Learning Solutions Private Limited	78.17 %	20,085.73	5.67 %	(1,427.92)	187.18 %	(33.73)	5.80 %	(1,461.65)
(xix) Veranda Learning Solutions North America, Inc.	0.09 %	22.62	(0.29)%	72.84	145.50 %	(26.22)	(0.19)%	46.62
Total	**100.00%**	**25,695.88**	**100.00%**	**(25,165.04)**	**100.00%**	**(18.02)**	**100.00%**	**(25,183.06)**

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Veranda Learning Solutions Limited

[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

For the year ended March 31, 2024 and As at March 31, 2024

Name of the entity	Net assets (total assets minus total liabilities)		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As a % of consolidated net assets	Amount	As a % of consolidated profit or loss	Amount	As a % of consolidated other comprehensive income	Amount	As a % of consolidated total comprehensive income	Amount
Parent:								
Veranda Learning Solutions Limited	38.14 %	14,343.83	51.99 %	(4,007.76)	(0.41)%	(1.62)	54.84 %	(4,009.38)
Subsidiaries								
(i) Veranda XL Learning Solutions Private Limited	49.74 %	18,706.02	(3.28)%	252.86	(2.27)%	(9.02)	(3.34)%	243.84
(ii) Tapasya Educational Institutions Private Limited	10.13 %	3,810.00	(6.27)%	483.25	0.60 %	2.39	(6.64)%	485.64
(iii) Veranda Race Learning Solutions Private Limited	(4.68)%	(1,758.46)	(2.50)%	192.38	1.93 %	7.69	(2.74)%	200.07
(iv) Veranda IAS Learning Solutions Private Limited	(3.56)%	(1,340.45)	10.68 %	(822.94)	(0.01)%	(0.04)	11.26 %	(822.98)
(v) Neyyar Academy Private Limited	0.08 %	28.40	0.11 %	(8.42)	0.52 %	2.07	0.09 %	(6.35)
(vi) Neyyar Education Private Limited	0.72 %	271.57	(2.19)%	169.03	0.67 %	2.66	(2.35)%	171.69
(vii) Phire Learning Solutions Private Limited	1.21 %	454.94	0.20 %	(15.30)	0.00 %	-	0.21 %	(15.30)
(viii) Sreedhar CCE Learning Solutions Private Limited	(0.77)%	(288.45)	3.81 %	(293.68)	0.00 %	-	4.02 %	(293.68)
(ix) Brain4ce Education Solutions Private Limited	(13.93)%	(5,237.60)	(6.07)%	468.24	5.48 %	21.80	(6.70)%	490.04
(x) Veranda Management Learning Solutions Private Limited	(7.35)%	(2,764.44)	22.66 %	(1,747.08)	0.00 %	-	23.90 %	(1,747.08)
(xi) BAssure Solutions Private Limited	(1.59)%	(597.05)	0.87 %	(67.06)	3.45 %	13.74	0.73 %	(53.32)
(xii) Six Phrase Edutech Private Limited	17.19 %	6,465.00	(5.91)%	455.41	0.00 %	-	(6.23)%	455.41
(xiii) Talentely Innovative Solutions Private Limited	0.89 %	336.35	0.04 %	(3.10)	0.00 %	-	0.04 %	(3.10)
(xiv) Veranda K-12 Learning Solutions Private Limited	(1.46)%	(549.51)	(6.22)%	479.61	0.00 %	-	(6.56)%	479.61
(xv) Veranda Administrative Learning Solutions Private Limited	15.23 %	5,728.06	42.02 %	(3,238.93)	93.20 %	370.93	39.23 %	(2,868.00)
(xvi) Veranda Learning Solutions North America, Inc.	(0.00)%	(0.18)	0.07 %	(5.22)	(3.17)%	(12.61)	0.24 %	(17.83)
	100.00%	**37,608.03**	**100.00%**	**(7,708.71)**	**100.00%**	**397.99**	**100.00%**	**(7,310.72)**

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Veranda Learning Solutions Limited

58 Other statutory information and other notes

i) The group does not have any benami property, where any proceeding has been initiated or pending against the group for holding any benami property.

ii) The Group reviewed the status of all its customers and vendors, as at March 31, 2025 and March 31, 2024, in MCA portal, and observed that the group do not have any transaction with struck off companies under section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956.

iii) The Group do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

iv) The Group has not been declared wilful defaulter by any bank or financial institution or other lender during the year.

v) The Group have not traded or invested in Crypto currency or virtual currency during the financial year.

vi) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the group to or in any other person or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

vii) No funds have been received by the group, other than as disclosed in Note 26.11 in the financial statements from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the group shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

viii) The Group have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

ix) During the financial year, the Group has not revalued any of it's property, plant and equipment, right-of-use asset and intangible assets.

x) The Group has not performed fair valuation of any investment properties as at March 31, 2025.

xi) The Group has compiled with the number of layers prescribed under clause (87) of section 2 of the act read with the Companies (Restriction on number of layers) Rules, 2017.

xii) Quarterly results or statements of current assets filed by the group with banks / financial institutions are in agreement with the books of account.

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Veranda Learning Solutions Limited

xiii) The Board of Directors of Veranda Race Learning Solutions Private Limited (VRLSPL), wholly owned subsidiary of the Company and Sreedhar CCE Learning Solutions Private Limited (SCLSPL), wholly owned subsidiary of VRLSPL in its meeting held on March 28, 2025 approved the Scheme of Arrangement for the Merger of Veranda Race Learning Solutions Private Limited ("Transferee Company") and Sreedhar CCE Learning Solutions Private Limited ("Transferor Company") under section 233 and other applicable provisions of Companies Act, 2013 ("the Scheme") with April 1, 2024 as appointed date. The application for Scheme of merger is filed with Hon'ble National Company Law Tribunal ("NCLT") on March 31, 2025, which is pending for approval by the NCLT.

xiv) The Company had earlier made an application to the Reserve Bank of India (RBI) for registration as a Core Investment Company (CIC). Subsequently, the Company, in its correspondence with the RBI also informed that, it is in the process of restructuring its business activities, following which it would no longer meet the eligibility criteria of a CIC. During the year ended March 31, 2025, the Company has received response from the RBI that there is no requirement for the Company to get registered as Core Investment Company (CIC).

Veranda IAS Learning Solutions Private Limited (VILSPL) and Veranda Management Learning Solutions Private Limited (VMLSPL), wholly owned subsidiaries of the Company met the NBFC principal business test as of March 31, 2023, and subsequently applied to RBI for a waiver due to operational changes in FY 2023-24. During the year ended March 31, 2025, the RBI communicated that VILSPL and VMLSPL are not required to be registered either as an Non-Banking Financial Companies (NBFCs) or as a Core Investment Companies (CICs), as they do not meet the applicable Principal Business Criteria (PBC) or CIC standards.

Veranda Administrative Learning Solutions Private Limited (VALSPL), a wholly-owned subsidiary of the Company, applied to the Reserve Bank of India (RBI) for registration as a Core Investment Company (CIC) based on its audited financial statements for the year ended March 31, 2024. Subsequently VALSPL applied to RBI for a waiver due to operational changes in FY 2024-25 and in response, the RBI has instructed VALSPL to submit a concrete action plan for business rationalization by November 30, 2024. Accordingly, VALSPL submitted the same and awaiting response.

Based on the professional advice obtained by the Company, the disclosure requirements for CICs are applicable only upon the approval of the application by the RBI and accordingly those have not been considered in the consolidated financial statements for the year ended March 31, 2025.

xv) The Company and some of its subsidiaries have incurred losses during the year ended March 31, 2025 and the current liabilities of the Company and the Group exceeds the current assets as at March 31, 2025. As part of its financial reporting process the Company and the Group has evaluated the events and conditions that the Company and the Group is exposed to for the purpose of its going concern considerations and its ability to meet its obligations. The Management, duly considering the current and future business plans, the ongoing and proposed activities to raise long-term funds, funding received from the promoters during the quarter and the support letter by the promoters to provide further financial support to the Group, believes that the Company/Group is fully capable of meeting its obligations as and when they fall due during the next twelve months from March 31, 2025.

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[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

59 Approval of consolidated financial statements.

The consolidated financial statements were approved by the Board of Directors and authorised for issuance on May 28, 2025.

For and on behalf of the Board of Directors

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Kalpathi S Suresh	**Mohasin Khan S P**	**Balasundharam S**
Executive Director cum Chairman	Chief Financial Officer	Company Secretary
Place : Chennai	Place : Chennai	Place : Chennai
Date : May 28, 2025	Date : May 28, 2025	Date : May 28, 2025

Veranda Learning Solutions Limited

Deloitte Haskins & Sells

Chartered Accountants
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INDEPENDENT AUDITOR'S REPORT

To The Members of Veranda Learning Solutions Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Veranda Learning Solutions Limited (the "Parent Company") and its subsidiaries, (the Parent and its subsidiaries together referred to as the "Group") which comprise the Consolidated Balance Sheet as at March 31, 2024, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Loss), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2024, and their consolidated loss, their consolidated total comprehensive loss, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

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Sr. No.	Key Audit Matter	Auditor's Response
1	**Evaluation of impairment of non-current assets of a CGU** The Group has a carrying value of non-current assets (including goodwill, other assets and other intangible assets) amounting to Rs. 24,047.20 lakhs as at March 31, 2024 in one CGU (together referred as "aggregate balances") which has incurred continuous losses. The Group's evaluation of aggregate balances for impairment involves the comparison of the recoverable value of the cash-generating unit to its carrying value. The Group used the discounted cash flow model to estimate recoverable value, which requires management to make significant estimates and assumptions related to forecasts of future revenues and operating margins, and discount rates. Changes in these assumptions could have a significant impact on either the recoverable value, the amount of any impairment charge, or both. We focused on this area as Key Audit Matter due to the size/ materiality of the aggregate balances, and because the Group's assessment of the value in use of the cash generating unit involves judgements about the future results of the business and the discount rates applied to future cash flow forecasts.	**Principal audit procedures performed:** i. We obtained understanding of the process followed by the Group in respect of the assessment of identification of CGUs and impairment of non-current assets in identified CGUs. ii. Evaluated the Group's accounting policy in respect of impairment assessment of non-current assets in identified CGUs. iii. We tested the Design, Implementation and Operating effectiveness of controls over impairment assessment process, including those over the key assumptions and review of the valuation methodology. iv. Evaluated the objectivity, competence and independence of the specialist engaged by the Company and reviewed the valuation report issued by such specialist. v. Obtained an understanding and tested the reasonableness of management's cash flow projections and the assumptions used in the discounted cash flow model. vi. Tested the appropriateness of the input data considered for the purposes of valuation by reconciling projected cash flows with underlying business plan and related details, duly considering the actual performance of the entities compared with the budgets. vii. Involved our fair valuation specialists and evaluated the reasonableness of valuation methodology used by the management, evaluating the mathematical accuracy and review of the key assumptions such as the discount rate & growth rate and applying sensitivities to assess the reasonableness of the key assumptions. viii. Evaluated the adequacy of the Group's disclosures in the consolidated financial statements in respect of assessment of carrying values of the CGU.

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2	**Accounting for Acquisitions during the year** During the year, the Group acquired various entities through Share Purchase Agreements and Business Transfer Agreements (Acquisition Agreements). We considered the audit of accounting for these acquisitions to be a Key Audit Matter as these were significant transactions during the year which required significant management judgement regarding: • Assessment of control over the entities acquired. • Assessment of obligation to acquire the balance stake in the entities based on the terms and conditions in the share purchase agreement and shareholders agreement and evaluation of present ownership interest in the non-controlling interest. • Allocation (including provisional allocation) of the purchase price to the assets and liabilities acquired and adjustments made to align accounting policies of the newly acquired entities with the Group. • Valuation (including provisional valuation) of the put option/ obligations contained within the Acquisition Agreements. • Accounting and disclosures given in the financial statements in accordance with the applicable Ind AS.	Our audit procedures with respect to this matter included, but were not limited to, the following: i. We read the share purchase/ business transfer agreements and other relevant documents to obtain an understanding of the relevant terms of the transaction and assessing the accounting treatment in accordance with Ind AS 103. ii. We tested the Design, Implementation and Operating effectiveness of controls over the accounting for business acquisitions, including control assessment, review of business projections and allocation of purchase price. iii. We evaluated the control assessment made by the management and assessed the accounting treatment applied to these transactions. iv. Evaluated the competence, capabilities and objectivity of management's expert engaged for the purchase price allocation to the identified intangibles, obtained an understanding of the work of the expert, and evaluated the appropriateness of the expert's work as audit evidence. v. Involved our fair valuation experts to: o assess the reasonableness of the underlying key assumptions used in determining the fair value of the identified intangibles as at acquisition date. o review the management's assessment/ method including the key assumptions related to the projections including the expected revenue growth rate, terminal growth rate and the discount rate. vi. We evaluated the management assessment of valuation (including provisional valuation) of put option/ obligations contained within the Acquisition Agreements. vii. We assessed whether the accounting treatment followed by the Group for the acquisitions is in accordance with the requirements of Ind AS 103 as applicable and also assessed the compliance of the disclosures made in consolidated financial statements.

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

- The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's report, Report on Corporate Governance, Management Discussion and Analysis, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon. The Other Information is expected to be made available to us after the date of this auditor's report.

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

- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available, compare with the financial statements of the subsidiaries audited by the other auditors, to the extent it relates to these entities and, in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates subsidiaries is traced from their financial statements audited by the other auditors.

- When we read the Other information mentioned above, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intend to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent Company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the consolidated financial statements of which we are the independent auditors. For the entities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider

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quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Parent Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal financial controls that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

We did not audit the financial statements of eight subsidiaries, whose financial statements reflect total assets of Rs. 16,428.74 Lakhs as at March 31, 2024, total revenues of Rs. 4,216.09 Lakhs and net cash inflows amounting to Rs. 377.00 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate financial statements of the subsidiaries referred to in the Other Matters section above we report, to the extent applicable that:

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

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b) In our opinion, proper books of account as required by law maintained by the Group including relevant records relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors, except (a) for not keeping backup on a daily basis of such books of account maintained in electronic mode in a server physically located in India by the five of its subsidiaries (refer Note 56 (xiv) to the consolidated financial statements) and (b) in relation to compliance with the requirements of audit trail, refer paragraph (i)(vi) below.

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

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

e) On the basis of the written representations received from the directors of the Parent Company as on March 31, 2024 taken on record by the Board of Directors of the Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.

f) The modifications relating to the maintenance of accounts and other matters connected therewith, are as stated in paragraph (b) above.

g) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent company, subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to consolidated financial statements of those companies.

h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the auditor's reports of subsidiary companies incorporated in India, the remuneration paid by the Parent Company and such subsidiary companies to their respective directors during the year is in accordance with the provisions of section 197 of the Act.

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

   i) The Group does not have any pending litigations which would impact the consolidated financial position of the Group entities.

   ii) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.

   iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Parent Company, and its subsidiary companies incorporated in India.

DELOITTE HASKINS & SELLS
CHENNAI-17
CHARTERED ACCOUNTANTS

iv) (a) The respective Managements of the Parent Company and its subsidiaries, which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent Company or any of such subsidiaries to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The respective Managements of the Parent Company and its subsidiaries, which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, no funds have been received by the Parent Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v) The Parent Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have not declared or paid any dividend during the year and have not proposed final dividend for the year.

vi) Based on our examination which included test checks, and based on the other auditor's reports of its subsidiary companies incorporated in India whose financial statements have been audited under the Act, except for the instances mentioned below, the Parent Company, its subsidiary companies, incorporated in India have used accounting softwares for maintaining their respective books of account for the financial year ended March 31, 2024, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software(s except that:

In respect of five subsidiaries, where a software is operated by a third party software service provider, for maintaining student and course records, in absence of an independent auditor's systems and organisation control report covering the audit trail requirement, the respective auditors are unable to comment whether the audit trail feature of the said software was enabled and operated throughout the year for all relevant transactions recorded in the software or whether there were any instances of the audit trail feature being tampered with.

Further, during the course of our audit, we and the respective other auditors, whose reports have been furnished to us by the Management of the Parent Company, have not come across any instance of audit trail feature being tampered with, in respect of accounting softwares for the period for which the audit trail feature was operating.

DELOITTE HASKINS & SELLS
CHENNAI-17
CHARTERED ACCOUNTANTS

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the year ended March 31, 2024.

2. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/ "the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of respective companies included in the consolidated financial statements to which reporting under CARO is applicable, as provided to us by the Management of the Parent Company, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said companies included in the consolidated financial statements except for the following:

No.	Name of the Company	CIN	Nature of relationship	Clause Number of CARO report with qualification or adverse remark
1	Veranda Management Learning Solutions Private Limited	U80902TN2022PTC155059	Subsidiary	Clause (ii)(b)
2	Veranda Race Learning Solutions Private Limited	U80100TN2018PTC125803	Subsidiary	Clause (ix)(d)
3	Veranda Race Learning Solutions Private Limited	U80100TN2018PTC125803	Subsidiary	Clause (ii)(b)
4	Veranda Administrative Learning Solutions Private Limited	U80903TN2022PTC155382	Subsidiary	Clause (iii)(c)
5	Veranda IAS Learning Solutions Private Limited	U80904TN2021PTC141652	Subsidiary	Clause (ix)(a)

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

Krishna Prakash

Krishna Prakash E
Partner
(Membership No. 216015)
UDIN : 24216015BKCPZR5958

DELOITTE HASKINS & SELLS ★ CHENNAI-17 ★ CHARTERED ACCOUNTANTS

Place: Chennai
Date: May 28, 2024

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT
(Referred to in paragraph 1(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as at and for the year ended March 31, 2024, we have audited the internal financial controls with reference to consolidated financial statements of Veranda Learning Solutions Limited (hereinafter referred to as "the Parent") and its subsidiary companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the subsidiary companies which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements of the Parent, its subsidiary companies which are companies incorporated in India.

DELOITTE HASKINS & SELLS ★ CHENNAI-17 ★ CHARTERED ACCOUNTANTS

Deloitte Haskins & Sells

Meaning of Internal Financial Controls with reference to consolidated financial statements

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

Inherent Limitations of Internal Financial Controls with reference to consolidated financial statements

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

Opinion

In our opinion to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors referred to in the Other Matters paragraph below, the Parent, its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2024, based on the criteria for internal financial control with reference to consolidated financial statements established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements in so far as it relates to seven subsidiary companies, which are companies incorporated in India, is based solely on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of the above matter.

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

Krishna Prakash

Krishna Prakash E
Partner
(Membership No. 216015)
UDIN : 24216015BKCPZR5958

DELOITTE HASKINS & SELLS
CHENNAI-17
CHARTERED ACCOUNTANTS

Place: Chennai
Date: May 28, 2024

Veranda Learning Solutions Limited
Consolidated Balance Sheet as at March 31, 2024
CIN: L74999TN2018PLC125880
[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

Particulars	Notes	As at March 31, 2024	As at March 31, 2023
I. ASSETS			
1. Non-current assets			
(a) Property, Plant and Equipment	4	2,678.98	1,408.45
(b) Investment Property	5	4,585.33	-
(c) Right of use assets	6	11,957.78	7,188.02
(d) Capital work in progress	7	71.03	7.57
(e) Goodwill	9	83,327.39	43,744.06
(f) Other intangible assets	4	40,218.88	21,078.40
(g) Intangible assets under development	8	917.96	266.82
(h) Financial Assets			
(i) Investments	11	473.14	1.00
(ii) Other financial assets	12	1,134.84	673.74
(i) Deferred Tax assets (net)	10	1,121.95	496.31
(j) Income Tax assets	13	673.39	723.69
(k) Other Non Current Assets	14	66.74	20.33
Total non-current assets		**147,227.41**	**75,608.39**
2. Current assets			
(a) Inventories	15	247.51	132.14
(b) Financial assets			
(i) Trade receivables	16	3,896.17	550.56
(ii) Cash and cash equivalents	17	1,971.49	8,481.70
(iii) Bank balances other than (ii) above	17	907.26	212.40
(iv) Loans	18	865.60	-
(v) Other financial assets	19	3,112.78	540.16
(c) Other current assets	20	5,107.33	3,643.77
Total current assets		**16,108.14**	**13,560.73**
TOTAL ASSETS		**163,335.55**	**89,169.12**
II.EQUITY AND LIABILITIES			
1. Equity			
(a) Equity share capital	21	6,919.75	6,157.21
(b) Other equity	22	30,785.81	24,436.94
Equity attributable to equity owners of the company		**37,705.56**	**30,594.15**
2. Liabilities			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	25	14,648.23	22,124.45
(ii) Lease Liabilities	6	11,238.05	6,241.42
(iii) Other Financial Liabilities	26	40,869.01	14,513.12
(b) Deferred tax liabilities (net)	10	2,145.38	5,037.56
(c) Provisions	24	363.07	207.16
Total non-current liabilities		**69,263.74**	**48,123.71**
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	27	30,515.43	957.13
(ii) Lease Liabilities	6	1,934.04	1,292.97
(iii) Trade payables	28		
(a) Total outstanding dues of Micro Enterprises and Small Enterprises		337.46	24.08
(b) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		4,730.22	2,820.26
(iv) Other Financial Liabilities	29	10,883.70	476.04
(b) Other current liabilities	31	7,752.80	4,808.55
(c) Provisions	30	105.40	72.23
(d) Income Tax liabilities	32	107.20	-
Total current liabilities		**56,366.25**	**10,451.26**
Total liabilities		**125,629.99**	**58,574.97**
TOTAL EQUITY AND LIABILITIES		**163,335.55**	**89,169.12**

See accompanying notes forming part of the consolidated financial statements

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

For and on behalf of the Board of Directors

Krishna Prakash E
Partner
Membership No: 216015

Kalpathi S Suresh
Executive Director cum Chairman
DIN No: 00526480

M Anantharamakrishnan
Company Secretary

Saradha Govindarajan
Chief Financial Officer

Place : Chennai
Date : May 28, 2024

Place : Chennai
Date : May 28, 2024

Place : Chennai
Date : May 28, 2024

Place : Chennai
Date : May 28, 2024

CHENNAI-17

T. Nagar
Chennai
600 017

Veranda Learning Solutions Limited
Consolidated Statement of Profit and Loss for the year ended March 31, 2024
CIN: L74999TN2018PLC125880
[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

Particulars	**Notes**	**For the year ended March 31, 2024**	**For the year ended March 31, 2023**
A Revenue			
Revenue from operations	33	36,173.06	16,135.67
Other income	34	828.68	3,856.39
Total Income		**37,001.74**	**19,992.06**
B Expenses			
Cost of Materials consumed	35	7.94	12.06
Purchase of Stock - in - trade	36	701.74	393.31
Changes in Inventories of Stock - in - trade	37	(21.99)	(66.57)
Employee benefits expense	38	8,183.14	5,855.06
Advertisement and Business Promotion Expenses	41	4,867.32	4,224.21
Other expenses	42	17,034.94	12,941.22
Total expenses		**30,773.09**	**23,359.29**
C Earnings / (Loss) before Finance Costs, Tax, Depreciation and Amortisation (EBITDA)		**6,228.65**	**(3,367.23)**
Finance Costs	39	7,817.27	1,029.87
Depreciation and Amortization expense	40	6,537.22	4,546.15
D Profit / (Loss) before tax		**(8,125.84)**	**(8,943.25)**
E Tax Expense			
Current Tax	43	228.25	(177.33)
Deferred Tax	43	(742.92)	(844.55)
Total Tax Expense		**(514.67)**	**(1,021.88)**
F Profit / (Loss) after Tax		**(7,611.17)**	**(7,921.37)**
G Other comprehensive Income / (Loss) for the year			
(i) Items that will not be subsequently reclassified to profit or loss			
Re-measurement gains/(losses) on defined benefit obligations		42.60	30.21
Fair valuation gain / (loss) on investment in equity instruments through other comprehensive income		370.93	-
Income-tax relating to items that will not be subsequently reclassified to profit or loss			
Re-measurement gains/(losses) on defined benefit obligations		(3.31)	(3.75)
(ii) Items that will be subsequently reclassified to profit or loss			
Exchange differences on translation of foreign operations		(12.23)	(14.55)
Income-tax relating to items that will be subsequently reclassified to profit or loss			
Exchange differences on translation of foreign operations		-	-
Other comprehensive Income / (loss) for the year, net of tax		**397.99**	**11.91**
H Total comprehensive income / (loss) for the year		**(7,213.18)**	**(7,909.46)**
Profit / (Loss) for the year / period attributable to:			
Owners of the company		(7,971.01)	(7,921.37)
Non Controlling interests		359.84	-
Other comprehensive Income / (loss) for the year, as restated attributable to:			
Owners of the company		393.74	11.91
Non Controlling interests		4.25	-
Total comprehensive income / (loss) for the year, as restated attributable to:			
Owners of the company		(7,577.27)	(7,909.46)
Non Controlling interests		364.09	-
I Loss per share (Rs.)	44		
Basic Earnings per share (Nominal value per equity share of Rs.10)		(12.05)	(13.65)
Diluted Earnings per share (Nominal value per equity share of Rs.10)		(12.05)	(13.65)

See accompanying notes forming part of the consolidated financial statements

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

For and on behalf of the Board of Directors

Krishna Prakash E
Partner
Membership No: 216015

Kalpathi S Suresh
Executive Director cum Chairman
DIN No: 00526480

M Anantharamakrishnan
Company Secretary

Saradha Govindarajan
Chief Financial Officer

Place : Chennai
Date : May 28, 2024

Place : Chennai
Date : May 28, 2024

Place : Chennai
Date : May 28, 2024

Place : Chennai
Date : May 28, 2024

DELOITTE HASKINS & SELLS CHENNAI-17 CHARTERED ACCOUNTANTS

Veranda Learning Solutions Limited T. Nagar Chennai 600 017

Veranda Learning Solutions Limited
Consolidated Statement of Cash Flows for the year ended March 31, 2024
CIN: L74999TN2018PLC125880
[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

Particulars	**For the year ended March 31, 2024**	**For the year ended March 31, 2023**
Cash Flows From Operating Activities		
Loss before tax	**(8,125.84)**	**(8,943.25)**
Adjustments to reconcile profit before tax to net cashflows		
Finance costs	7,817.27	1,029.87
Employee share based payment expense	532.56	(236.60)
Depreciation and amortization expense	6,537.22	4,546.15
Interest Income	(451.73)	(171.55)
Unrealised foreign exchange (gain) / loss	54.88	(13.04)
Provision no longer required written back	(4.19)	-
Expected Credit Loss	6.32	145.25
Remeasurement of Financial Liability	22.47	-
Gain on sale of property, plant and equipment	3.04	-
Profit on cancellation of debentures	-	(3,212.71)
Gain on preclosure of lease agreement	(255.55)	(48.12)
Interest on unwinding of security deposit	(53.02)	(16.05)
Operating Profit / (Loss) before Working Capital Changes	6,083.43	(6,920.05)
Change in operating assets and liabilities net of acquisition through business combination		
(Increase) / decrease in Inventories	(3.47)	(68.48)
Increase in trade receivables	(2,749.46)	(337.73)
Increase in other financial assets	(2,018.31)	(712.21)
(Increase) / decrease in other assets	(1,324.06)	3,221.32
Increase in provisions and other liabilities	160.28	138.56
Increase / (decrease) in trade payables	945.76	(1,685.81)
Increase in other financial liabilities	1,905.06	6,607.01
Increase / (decrease) in other current liabilities	(309.18)	1,743.25
Cash generated from operations	2,690.05	1,985.86
Less : Income taxes paid (net of refunds)	(21.75)	(491.13)
Net cash generated from operating activities (A)	**2,668.30**	**1,494.73**
Cash Flows From Investing Activities		
Capital Expenditure on Property, Plant & Equipment & Intangible Assets	(1,330.73)	(9,067.95)
Proceeds from sale of property, plant & equipment	30.29	78.60
Acquisition of Subsidiaries / Business Transfer Acquisitions	(21,743.54)	(36,093.69)
Redemption / (Investment) in Fixed Deposit	(525.14)	2,551.70
Interest income received	334.43	171.55
Net cash used in investing activities (B)	**(23,234.69)**	**(42,359.79)**
Cash Flows From Financing Activities		
Proceeds from issue of equity share capital (including premium)	32.03	34,655.23
Transaction costs incurred for issue of equity share capital	-	(1,736.12)
Proceeds from long term borrowings *	15,407.24	18,486.88
Repayment of long term borrowings	(8,273.28)	(5,213.62)
Proceeds from short term borrowings	13,744.50	377.42
Repayment of short term borrowings	(122.59)	(7,682.66)
Repayment of lease liabilities	(2,829.52)	(1,751.90)
Finance costs paid	(4,022.25)	(801.81)
Net cash generated from financing activities (C)	**13,936.13**	**36,333.42**
Net decrease in cash and cash equivalents (A+B+C)	**(6,630.26)**	**(4,531.64)**
Cash and cash equivalents at the beginning of the year	8,481.70	4,870.11
Cash inflow on account of acquisition of subsidiaries	120.05	8,143.23
Cash and cash equivalents at end of the year (Refer Note 17)	**1,971.49**	**8,481.70**

DELOITTE HASKINS & SELLS CHENNAI-17 CHARTERED ACCOUNTANTS

Veranda Learning Solutions Limited T. Nagar Chennai 600 017

Veranda Learning Solutions Limited
Consolidated Statement of Cash Flows for the year ended March 31, 2024
CIN: L74999TN2018PLC125880
[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

Notes:

1. Cash Flow Statement has been prepared under the Indirect method as set out in the Indian Accounting Standard 7 on Cash Flow Statements, Cash and cash equivalents in the Cash Flow Statement comprise cash at bank and in hand, demand deposits and cash equivalents which are short-term and held for the purpose of meeting short-term cash commitments.

Balances with banks - current accounts	1,833.28	461.03
Balances with banks - Deposit accounts	-	7,830.26
Cash on hand	138.21	10.57
Cheques on hand	-	179.84
	1,971.49	**8,481.70**

Reconciliation of liabilities from financing activities for the year ended March 31, 2024:

Particulars	As at March 31, 2023	Proceeds	Repayments	Non Cash Changes		As at March 31, 2024
				Fair value / other changes	Reclassification / Forfeiture	
Long-Term borrowings	22,124.45	15,918.79	(8,273.28)	-	(15,121.73)	14,648.23
Short-Term borrowings (including Current maturity to Long-Term borrowings)	957.13	14,559.16	(122.59)	-	15,121.73	30,515.43
Lease liabilities	7,534.39	-	(2,829.52)	8,467.22	-	13,172.09
Total	**30,615.97**	**30,477.95**	**(11,225.40)**	**8,467.22**	**-**	**58,335.75**

* Proceeds includes Rs. 814.66 Lakhs of Short term Borrowings and Rs. 511.55 Lakhs of Long Term borrowings taken over from subsidiaries acquired during the year.

Reconciliation of liabilities from financing activities for the year ended March 31, 2023:

Particulars	As at March 31, 2022	Proceeds	Repayments	Non Cash Changes		As at March 31, 2023
				Fair value / other changes	Reclassification / Forfeiture	
Long-Term borrowings	12,063.90	18,486.88	(5,213.62)	-	(3,212.71)	22,124.45
Short-Term borrowings (including Current maturity to Long-Term borrowings)	8,262.37	377.42	(7,682.66)	-	-	957.13
Lease liabilities	-	-	(1,800.32)	9,334.71	-	7,534.39
Total	**20,326.27**	**18,864.30**	**(14,696.60)**	**9,334.71**	**(3,212.71)**	**30,615.97**

See accompanying notes forming part of the consolidated financial statements

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

For and on behalf of the Board of Directors

Krishna Prakash E
Partner
Membership No: 216015
Place : Chennai
Date : May 28, 2024

Kalpathi S Suresh
Executive Director cum Chairman
DIN No: 00526480
Place : Chennai
Date : May 28, 2024

M Anantharamakrishnan
Company Secretary
Place : Chennai
Date : May 28, 2024

Saradha Govindarajan
Chief Financial Officer
Place : Chennai
Date : May 28, 2024

DELOITTE HASKINS & SELLS CHENNAI-17 CHARTERED ACCOUNTANTS

Veranda Learning Solutions Limited T. Nagar Chennai 600 017

Veranda Learning Solutions Limited
Statement of Changes in Equity for the year ended March 31, 2024
CIN: L74999TN2018PLC125880
[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

(A) Equity Share Capital

Year	Balance at the beginning of the reporting year	Changes in equity share capital during the year	Balance at the end of the reporting year
2022-23	4,117.70	2,039.51	6,157.21
2023-24	6,157.21	762.54	6,919.75

(B) Other Equity

Particulars	Employee stock option outstanding	Securities Premium	Share application money pending allotment	Share Warrants	Foreign Currency Translation Reserve	Other Comprehensive Income - Fair Valuation of Investment in Equity Instruments	Retained Earnings	Total	
								Equity attributable to owners of the Company	Non Controlling Interest
Balance as at March 31, 2022	**785.29**	**4,832.36**	**4,675.13**	**-**	**-**	**-**	**(6,712.50)**	**3,580.29**	**-**
Loss for the year	-	-	-	-	-	-	(7,921.37)	(7,921.37)	-
Other comprehensive income / (loss), net of tax	-	-	-	-	(14.55)	-	26.45	11.90	-
Share based payment reserve	380.40	-	-	-	-	-	-	380.40	-
Reversal of share based payment reserve	(785.29)	-	-	-	-	-	-	(785.29)	-
Movement during the year	-	35,755.89	(4,675.13)	1,535.00	-	-	-	32,615.76	-
Unamortised share issue expenses	-	(3,444.74)	-	-	-	-	-	(3,444.74)	-
Balance as at March 31, 2023	**380.40**	**37,143.51**	**-**	**1,535.00**	**(14.55)**	**-**	**(14,607.42)**	**24,436.94**	**-**
Profit / Loss for the year	-	-	-	-	-	-	(7,971.01)	(7,971.01)	359.84
Other comprehensive income / (loss), net of tax	-	-	-	-	(12.23)	-	35.03	22.80	4.25
Reclassification of Non Controlling Interest to Retained Earnings	-	-	-	-	-	-	-	-	(364.09)
Fair value gain for the year	-	-	-	-	-	370.93	-	370.93	-
NCI arising from acquisition of subsidiary	-	-	-	-	-	-	-	-	13,366.73
Change in fair value of NCI	-	-	-	-	-	-	(48.13)	(48.13)	412.22
Derecognition of NCI to financial liability	-	-	-	-	-	-	-	-	(13,778.95)
Share based payment reserve	532.56	-	-	-	-	-	-	532.56	-
Transferred on account of exercise of stock options	(89.01)	116.36	-	-	-	-	-	27.35	-
Movement during the year	-	13,414.37	-	-	-	-	-	13,414.37	-
Balance as at March 31, 2024	**823.95**	**50,674.24**	**-**	**1,535.00**	**(26.78)**	**370.93**	**(22,591.53)**	**30,785.81**	**-**

See accompanying notes forming part of the consolidated financial statements

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

For and on behalf of the Board of Directors

Krishna Prakash E
Partner
Membership No: 216015
Place : Chennai
Date : May 28, 2024

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Kalpathi S Suresh
Executive Director cum Chairman
DIN No: 00526480
Place : Chennai
Date : May 28, 2024

M Anantharamakrishnan
Company Secretary
Place : Chennai
Date : May 28, 2024

G. Saradha

Saradha Govindarajan
Chief Financial Officer
Place : Chennai
Date : May 28, 2024

Veranda Learning Solutions Limited T. Nagar Chennai 600 017

1 Corporate Information

Veranda Learning Solutions Limited (the "Company" or "VLS") was incorporated on 20th November, 2018 under the provisions of the Companies Act, 2013, with its registered office at G.R. Complex, First Floor, No. 807-808, Anna Salai, Nandanam, Chennai - 600035, Tamil Nadu. The principal activities of the Holding Company and its subsidiaries (herein referred to as "The Group") are as follows:

The Group is developing & managing an integrated Online to Offline (O2O) EdTech platform which offers wide range of learning programs for learners preparing for competitive and professional exams with highly curated learning contents, books & Q&A in their repository - Tamil Nadu Public Service Commission (TNPSC), SSC, RRB and Banking exams, Chartered Accountancy and IAS courses. Group is also engaged in the business of providing online training and coaching services.

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

1.1 The group subsidiaries are set out below

Name of the Subsidiary	Country of Incorporation	Proportion of ownership interest		Proportion of ownership interest	
		As at March 31, 2024	Date of acquiring of interest	As at March 31, 2023	Date of acquiring of interest
M/s. Veranda Race Learning Solutions Private Limited	India	100%	Not applicable	100%	Not applicable
M/s. Veranda XL Solutions Private Limited	India	100%*	Not applicable	100%	Not applicable
M/s. Veranda IAS Learning Solutions Private Limited	India	100%	Not applicable	100%	Not applicable
M/s. Brain4ce Education Solutions Private Limited	India	100%	Not applicable	100%	Not applicable
Veranda Learning Solutions North America, Inc.	USA	100%	June 15, 2022	100%	June 15, 2022
J.K. Shah Education Private Limited	India	NA	NA	100% *	October 31,2022
Veranda Administration Learning Solutions Private Limited	India	100%	September 15, 2022	100%	September 15,2022
Veranda Management Learning Solutions Private Limited	India	100%	September 1, 2022	100%	September 1,2022
BAssure Solutions Private Limited	India	86%	July 21, 2023	Not applicable	Not applicable
Neyyar Academy Private Limited	India	76%	July 21, 2023	Not applicable	Not applicable
Neyyar Education Private Limited	India	76%	July 21, 2023	Not applicable	Not applicable
Phire Learning Solutions Private Limited	India	99.98%	July 21, 2023	Not applicable	Not applicable
Six Phrase Edutech Private Limited	India	98%	July 21, 2023	Not applicable	Not applicable
Veranda K-12 Learning Solutions Private Limited (formerly known as Educare Infrastructure Services Private Limited)	India	76%	August 30, 2023	Not applicable	Not applicable
Talentely Innovative Solutions Private Limited	India	98%	July 21, 2023	Not applicable	Not applicable
Sreedhar CCE Learning Solutions Private Limited	India	100%	July 07, 2023	Not applicable	Not applicable
Tapasya Educational Institutions Private Limited	India	50%	January 11, 2024	Not applicable	Not applicable

* Includes 24% of shares held by non controlling interest, where the parent has present ownership interest.

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2A Recent accounting pronouncements

The Ministry of Corporate Affairs (MCA) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below :

Ind AS 1, Presentation of Financial Statements – This amendment requires the entities to disclose their material accounting policies date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the financial statements.

Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors – This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its financial statements.

Ind AS 12, Income Taxes – This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023.

The Company has evaluated the amendment and there is no impact on its financial statements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

2B Basis of preparation of Consolidated financial statements

i) Basis of consolidation

Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

Historical cost convention

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

Measurement of fair values

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

The Group has an established control framework with respect to the measurement of fair values.

The valuation team regularly reviews significant unobservable inputs and valuation adjustments.

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

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

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

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

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

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

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3 Critical accounting judgements and key sources of estimation uncertainty :

In the application of the Group's accounting policies, which are described in Note 3.1, the Directors of the Holding Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis.

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

- Revenue Recognition
- Useful lives of Property, plant and equipment
- Fair value of financial assets and financial liabilities
- Provision for employee benefits
- Provision for taxation
- Employee shared based payments - Recognition, measurement, presentation and disclosure
- Assessment of going concern
- Useful lives of Intangible assets

Functional and presentation currency

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

3.1 Material Accounting Policies

a) Current versus non-current classification

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

An asset is treated as current when it is:

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

ii) Held primarily for the purpose of trading:

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

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

All other assets are classified as non-current.

A liability is current when:

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

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

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

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

All other liabilities are classified as non-current.

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

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

b) Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The Group derives its revenue by providing comprehensive learning programmes (online and offline). Revenue is recognised on accrual basis, net of refunds and taxes.

A. Revenue from sale of Comprehensive Learning Programs are recognised based on satisfaction of performance obligations as below:

i) Revenue from courses are recognised based on actual classes conducted by the educators. The Group does not assume any post-performance obligation after completion of the classes. Revenue received from classes to be conducted subsequent to the year-end is considered as deferred Revenue which is included in other current liabilities. Unbilled revenue represents revenue for services provided and not yet billed to the customer.

ii) Revenue from admission support services encompasses the performance obligation of onboarding students to the university, ensuring they are properly integrated and prepared for their academic journey. The recognition occurs when the onboarding process is completed, signifying the fulfillment of the service commitment.

iii) Revenue from sale of online content is recognised as and when the services are rendered.

B. Revenue from sale 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.

C. Revenue from sale of license to educational institutions is recognised at the time of transfer of licence (source code) to the customers, in accordance with the agreements with those customers.

D. Revenue from rental income is recognised when the customer consumes the services at an amount that reflects the consideration entitled as per the contract understanding in exchange for the goods or services fulfillment of the service commitment.

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.

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d) Property, plant and equipment (PPE)

Presentation

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

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

Derecognition

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

Depreciation on property, plant and equipment

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

Assets Category	Estimated useful life (in years)
Office Equipment	5 to 10
Furniture and Fixtures	10
Computers	3 to 4
Motor Vehicles	6 to 8
Plant and Machinery	5
Building	60
Electricals & fittings	5 to 10

The Useful life is as per the companies Act

The useful life of the leasehold improvement is according to the lease agreement terms.

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
Trade Name	5 to 20
Technology	5 to 8
Non compete fee	Based on Contract Period
Computer Software	3
Customer Relationship / Database	8
Website	3
University Network	5

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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) Investment property

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any. The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the investment property are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognized in profit or loss as incurred.

g) 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.

h) 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.

i) 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.

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j) 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.

k) Retirement and other employee benefits

Provident Fund

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

Gratuity

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

Compensated Absences

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

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l) Share based Payments

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

m) Impairment of non financial assets

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

n) Provisions, contingent liabilities and contingent asset

Provisions

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

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

Contingent liability

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

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

Contingent assets

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

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o) Cash and cash equivalents

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

p) Cash Flow Statement

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

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

q) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

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

r) Leases

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

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

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

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

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

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

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

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

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

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

s) Segment reporting

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

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t) Financial instruments

Financial Assets

(i) Initial recognition and measurement:

All financial assets are initially recognised at fair value. Transaction costs that are directly attributable to the acquisition of financial assets , which are not at fair value through profit or loss, are added to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

(ii) Subsequent measurement:

-Financial assets carried at amortised cost (AC)

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

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

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

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

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

(iii) Impairment of financial assets

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

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

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

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

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.

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.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

u) Business Combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interest s issued by the Group in exchange of control of the acquiree.

•At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

• deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Taxes and Ind AS 19 Employee Benefits respectively;

• liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payment at the acquisition date; and

• assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any noncontrolling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.)

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

Put option relating to non-controlling interests

Liability for put option issued to non-controlling interests which do not grant present access to ownership interest to the Group is recognised at present value of the redemption amount and is reclassified from equity. At the end of each reporting period, the non-controlling interests subject to put option is derecognised and the difference between the amount derecognised and present value of the redemption amount, which is recorded as a financial liability, is adjusted in equity.

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Particulars	Intangible Assets									
	Non-Compete Fee	Intellectual Property Rights	Content Cost	Software	Trade Name	Technology	Customer Relationship	Others	University Network	Goodwill	Total
Balance as at March 31, 2022	**3,636.93**	**81.00**	**602.08**	**24.16**	**2,001.94**	**2,917.29**	**-**	**-**	**-**	**-**	**9,263.40**
Additions	0.40	0.73	61.51	46.19	-	-	-	-	-	838.89	**947.72**
Addition on account of acquisition of subsidiaries (Refer Note 53)	3,149.00	-	-	2.73	5,843.00	6,601.00	-	9.78	-	-	**15,605.51**
Disposals / Transfers	-	-	-	0.49	-	-	-	-	-	-	**0.49**
Balance as at March 31, 2023	**6,786.33**	**81.73**	**663.59**	**72.59**	**7,844.94**	**9,518.29**	**-**	**9.78**	**-**	**838.89**	**25,816.14**
Additions	1,762.60	-	-	356.34	5.40	-	-	23.62	-	10,226.60	**12,374.56**
Addition on account of acquisition of subsidiaries (Refer Note 53)	208.00	-	424.00	301.52	2,275.98	378.51	3,365.30	388.74	1,182.00	4,271.21	**12,795.26**
Tranfer in / Transfer Out* (Refer Note 53.9)	(3,149.00)	-	-	-	(2,675.00)	(6,601.00)	10,034.00	-	-	-	**(2,391.00)**
Disposals / Transfers	-	-	-	-	-	-	-	-	-	-	**-**
Balance as at March 31, 2024	**5,607.93**	**81.73**	**1,087.59**	**730.45**	**7,451.32**	**3,295.80**	**13,399.30**	**422.14**	**1,182.00**	**15,336.70**	**48,594.96**
Accumulated depreciation											
Balance as at March 31, 2022	**485.73**	**10.58**	**216.91**	**23.52**	**213.91**	**311.71**	**-**	**-**	**-**	**-**	**1,262.36**
Depreciation for the year	1,342.13	8.13	340.83	6.55	641.98	1,129.62	-	-	-	-	**3,469.24**
Addition on account of acquisition of subsidiaries (Refer Note 53)	-	-	-	2.45	-	-	-	3.95	-	-	**6.40**
Disposals / Transfers	-	-	-	0.26	-	-	-	-	-	-	**0.26**
Balance as at March 31, 2023	**1,827.86**	**18.71**	**557.74**	**32.26**	**855.89**	**1,441.33**	**-**	**3.95**	**-**	**-**	**4,737.74**
Depreciation for the year	657.42	8.36	144.82	87.02	503.60	65.01	1,969.33	32.20	170.58	-	**3,638.34**
Disposals / Transfers	-	-	-	-	-	-	-	-	-	-	**-**
Balance as at March 31, 2024	**2,485.28**	**27.07**	**702.56**	**119.28**	**1,359.49**	**1,506.34**	**1,969.33**	**36.15**	**170.58**	**-**	**8,376.08**
Net Carrying Value											
As at March 31, 2024	**3,122.65**	**54.66**	**385.03**	**611.17**	**6,091.84**	**1,789.46**	**11,429.97**	**385.99**	**1,011.42**	**15,336.70**	**40,218.88**
As at March 31, 2023	**4,958.47**	**63.02**	**105.85**	**40.33**	**6,989.05**	**8,076.96**	**-**	**5.84**	**-**	**838.89**	**21,078.40**

* Transfer in / Transfer out represents reclassfication on account of completion of Purchase price allocation for one subsidiary during the year

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4 Property, Plant and Equipment and Other intangible assets

Particulars	Tangible Assets								
	Furniture and fixtures	Office Equipment	Computers	Electricals & fittings	Leasehold Improvements	Plant & Machinery	Vehicles	Building	Total
Balance as at March 31, 2022	**37.25**	**44.14**	**250.92**	**-**	**-**	**-**	**52.21**	**-**	**384.52**
Additions	119.30	115.76	156.78	25.64	223.42	19.82	0.26	-	**660.98**
Addition on account of acquisition of subsidiaries (Refer Note 53)	890.58	390.84	27.44	-	-	-	127.87	-	**1,436.73**
Disposals / Transfers	25.69	29.59	96.05	-	-	-	-	-	**151.33**
Balance as at March 31, 2023	**1,021.44**	**521.15**	**339.08**	**25.64**	**223.42**	**19.82**	**180.34**	**-**	**2,330.90**
Additions	203.22	152.53	61.54	1.75	214.85	6.10	-	-	**639.99**
Addition on account of acquisition of subsidiaries (Refer Note 53)	592.72	126.32	75.92	1.07	0.41	17.04	420.97	69.35	**1,303.80**
Reclassification on account of acquisition of subsidiaries	-	-	-	-		-	-	-	**-**
Disposals / Transfers	2.04	34.78	67.80	-	8.02	-	-	-	**112.64**
Balance as at March 31, 2024	**1,815.34**	**765.22**	**408.74**	**28.46**	**430.66**	**42.97**	**601.31**	**69.35**	**4,162.05**
Accumulated depreciation									
Balance as at March 31, 2022	**9.35**	**20.34**	**165.16**	**-**	**-**	**-**	**42.11**	**-**	**236.97**
Depreciation for the year	81.99	38.40	93.26	19.97	25.77	1.46	9.92	-	**270.79**
Addition on account of acquisition of subsidiaries (Refer Note 53)	372.64	86.63	14.62	-	-	-	13.76	-	**487.65**
Disposals / Transfers	6.14	10.84	55.99	-	-	-	-	-	**72.97**
Balance as at March 31, 2023	**457.84**	**134.54**	**217.05**	**19.97**	**25.77**	**1.46**	**65.79**	**-**	**922.45**
Depreciation for the year	203.42	101.71	102.57	1.94	185.04	7.53	36.94	0.79	**639.94**
Disposals / Transfers	0.01	23.68	47.60	-	8.02	-	-	-	**79.31**
Balance as at March 31, 2024	**661.25**	**212.57**	**272.02**	**21.91**	**202.79**	**8.99**	**102.73**	**0.79**	**1,483.08**
Net Carrying Value									
As at March 31, 2024	**1,154.09**	**552.65**	**136.72**	**6.55**	**227.87**	**33.98**	**498.58**	**68.56**	**2,678.98**
As at March 31, 2023	**563.60**	**386.61**	**122.03**	**5.67**	**197.65**	**18.36**	**114.55**	**-**	**1,408.45**

[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

5 Investment Property

Particulars	**Land**	**Building**	**Total**
Gross carrying Amount at cost*			
Balance as at March 31, 2022	-	-	-
Additions	-	-	-
Disposals	-	-	-
Balance as at March 31, 2023	-	-	-
Additions	-	-	-
Addition on account of acquisition of subsidiaries (Refer Note 53)	4,584.05	1.30	**4,585.35**
Disposals	-	-	-
Balance as at March 31, 2024	**4,584.05**	**1.30**	**4,585.35**
Accumulated Depreciation			
Balance as at March 31, 2022	-	-	-
Charge for the year	-	-	-
Disposals	-	-	-
Balance as at March 31, 2023	-	-	-
Charge for the year	-	0.02	**0.02**
Disposals	-	-	-
Balance as at March 31, 2024	-	**0.02**	**0.02**

Net Block			
As at March 31.2024	**4,584.05**	**1.28**	**4,585.33**
As at March 31, 2023	-	-	-

* Pursuant to share purchase agreement dated May 22, 2023, the group acquired Land and buildings in the subsidiary Veranda K-12 Learning Solutions Private Limited (formerly known as Educare Infrastructure Services Private Limited) as part of acquisition. Fair valuation ascertained through independent registered valuer as on the date of acquisition i.e. August 30, 2023 has been considered above. The fair value as at March 31, 2024 is not expected to be materially different from the book value considered above.

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6 Right of use assets and Lease liabilities

This note provides information for leases where the Group is a lessee. The Group has leased a rental premises for office purpose.

(i) Amounts recognised in the balance sheet

The balance sheet shows the following amounts relating to leases:

Particulars	As at March 31, 2024	As at March 31, 2023
Right-of-use assets		
Buildings*	11,957.78	7,188.02
Total	**11,957.78**	**7,188.02**
Lease liabilities **		
Current	1,934.04	1,292.97
Non-Current	11,238.05	6,241.42
Total	**13,172.09**	**7,534.39**

* **Movement of Right-of-use assets and Lease liabilities**

Particulars	Buildings	Total
Gross carrying amount		
As at March 31, 2022	**121.13**	**121.13**
Reclassification from property, plant & equipment	2,624.59	2,624.59
Additions during the year	7,323.88	7,323.88
Addition on account of acquisition of subsidiaries (Refer Note 53)	-	-
Disposals	(677.27)	(677.27)
As at March 31, 2023	**9,392.33**	**9,392.33**
Reclassification from property, plant & equipment	-	-
Additions during the year	8,553.41	8,553.41
Addition on account of acquisition of subsidiaries (Refer Note 53)	3,723.49	3,723.49
Disposals	(4,347.33)	(4,347.33)
As at March 31, 2024	**17,321.90**	**17,321.90**

Accumulated depreciation and impairment		
As at March 31, 2022	**121.13**	**121.13**
Reclassification from property, plant & equipment	1,679.00	1,679.00
Depreciation / amortisation charge during the year	806.12	806.12
Addition on account of acquisition of subsidiaries (Refer Note 53)	-	-
Disposals	(401.94)	(401.94)
As at March 31, 2023	**2,204.31**	**2,204.31**
Reclassification from property, plant & equipment	-	-
Addition on account of acquisition of subsidiaries (Refer Note 53)	1,023.12	1,023.12
Depreciation / amortisation charge during the year	2,258.92	2,258.92
Disposals	(122.23)	(122.23)
As at March 31, 2024	**5,364.12**	**5,364.12**

Net carrying amount as at March 31, 2024	**11,957.78**	**11,957.78**
Net carrying amount as at March 31, 2023	**7,188.02**	**7,188.02**

[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

**

Particulars	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year	7,534.39	-
Addition on account of acquisition of subsidiaries (Refer Note 53)	3,448.57	2,097.32
Add: Lease liabilities recognised during the year	8,553.42	7,330.30
Add: Interest cost accrued during the year	941.13	230.24
Less: Deletions during the year	(4,475.90)	(323.45)
Less: Payment of lease liabilities including interest	(2,829.52)	(1,800.02)
Balance at the end of the year	**13,172.09**	**7,534.39**

6.1 The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the statement of Profit and Loss.

6.2 The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

Particulars	As at March 31, 2024	As at March 31, 2023
Less than one year	2,853.02	1,292.97
One to five years	7,530.30	6,241.42
More than five years	11,145.99	-
Total	**21,529.31**	**7,534.39**

(ii) Amounts recognised in the statement of profit and loss

The statement of profit and loss shows the following amounts relating to leases:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation charge for right-of-use assets (Refer Note 40)	2,258.92	806.12
Total	**2,258.92**	**806.12**

Interest expense (included in finance costs) (Refer Note 39)	941.13	230.24
Expense relating to low value items (included in other expenses) (Refer Note 42)	378.66	225.09

(iii) Amounts recognized in cash flow statement

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Total cash (outflows) for leases	(2,829.52)	(1800.02)

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(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 terms.

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 low value leases. For low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of 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.

7 Capital work in progress (CWIP)

Particulars	As at March 31, 2024	As at March 31, 2023
Capital work in progress	71.03	7.57
	71.03	**7.57**

Ageing for Capital working in progress as at March 31, 2024 is as follows:

	As at March 31, 2024				
	Amount in CWIP for a period of				
Capital work in progress	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Projects in progress	71.03	-	-	-	**71.03**
Project temporarily suspended	-	-	-	-	-

Ageing for Capital working in progress as at March 31, 2023 is as follows:

	As at March 31, 2023				
	Amount in CWIP for a period of				
Capital work in progress	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Projects in progress	7.57	-	-	-	**7.57**
Project temporarily suspended	-	-	-	-	-

Note : There are no projects in progress whose completion in overdue or has exceeded its cost compared to its original plan.

8 Intangible assets under development

Particulars	As at March 31, 2024	As at March 31, 2023
Software Development Cost	917.96	266.82
	917.96	**266.82**

Ageing for intangible assets under development as at March 31, 2024 is as follows:

	As at March 31, 2024				
	Amount in Intangible assets under development for a period of				
Particulars	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Software Development Cost					
Projects in progress	787.65	130.31	-	-	**917.96**
Project suspended	-	-	-	-	-

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Ageing for intangible assets under development as at March 31, 2023 is as follows:

	As at March 31, 2023				
	Amount in Intangible assets under development for a period of				
Particulars	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Software Development Cost					
Projects in progress	266.82	-	-	-	**266.82**
Project suspended	-	-	-	-	-

Note : There are no projects in progress whose completion in overdue or has exceeded its cost compared to its original plan.

9 Goodwill

Particulars	**As at March 31, 2024**	**As at March 31, 2023**
Goodwill (Refer Note 53)	83,327.39	43,744.06
	83,327.39	**43,744.06**

9.1 Movement of Goodwill during the year

Particulars	**As at March 31, 2024**	**As at March 31, 2023**
Opening Balance	43,744.06	17,307.61
Additions pursuant to Business Combination (Refer Note 53)	39,583.33	26,436.45
Closing Balance	**83,327.39**	**43,744.06**

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10 Deferred Tax Liability

Particulars	As at March 31, 2024	As at March 31, 2023
Deferred Tax Liability		
On property plant and equipment	5,155.46	1,896.62
On right of use asset	(0.07)	-
On expenses allowable on payment basis	(5.62)	-
On account of fair value of assets acquired through business combination	(3,004.39)	3,140.94
	2,145.38	**5,037.56**

Deferred Tax Assets

Particulars	As at March 31, 2024	As at March 31, 2023
Deferred Tax Asset		
On property plant and equipment	(801.38)	288.12
On right-of-use assets	304.32	91.37
On expenses allowable on payment basis	122.19	62.75
On carryforward business losses	1,409.92	-
On security deposits	35.87	-
On Provision for Doubtful Debts	-	24.49
On others	51.03	29.58
Deferred Tax Assets	**1,121.95**	**496.31**

11 Non-current Investments

Particulars	As at March 31, 2024	As at March 31, 2023
Investment in equity shares at Fair Value Through Other Comprehensive Income		
Smartbridge Educational Services Private Limited (Refer Note 11.1) 526 (March 31, 2023:Nil) equity shares of Rs.10 each, fully paid	472.14	-
Investment in preference shares at Cost		
Saraswat Co-operative Bank Limited 10,000 (March 31, 2023: 10,000) Perpetual non-cumulative preference shares (Series 1) of Rs. 10 each fully paid up	1.00	1.00
	473.14	**1.00**

11.1 During the year, in accordance with the share purchase agreement dated July 07, 2023, the Company has acquired, as part of the first tranche acquisition as well as primary investment, 526 shares of Smart Bridge Educational Services Private Limited for a consideration of Rs. 100.00 lakhs. Consequent to this acquisition, shareholding of the Group in Smart Bridge Educational Services Private Limited stands at 5% as at 31 March 2024. Rs. 1.21 lakhs of transaction cost incurred which are directly attributable to this acquisition has been capitalised with cost of investment

As at March 31, 2024, the investment in Smart Bridge Educational Services Private Limited is fair valued at Rs. 472.14 Lakhs.

12 Other financial assets

Particulars	As at March 31, 2024	As at March 31, 2023
Security deposits	468.06	356.91
In fixed deposits - with original maturity more than 12 months*	666.78	313.50
Interest accrued on fixed deposit but not due	-	3.33
Total	**1,134.84**	**673.74**

* The fixed deposit are held under lien against loan taken from Piramal Enterprises Limited amounting to Rs. 524.00 Lakhs (as at March 31, 2023 - Rs. Nil)

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13 Income tax assets (net)

Particulars	As at March 31, 2024	As at March 31, 2023
Advance tax and Tax deducted at source (TDS) receivable	673.39	723.69
Total	**673.39**	**723.69**

14 Other Non Current Assets

Particulars	As at March 31, 2024	As at March 31, 2023
Capital advances	66.74	20.33
Total	**66.74**	**20.33**

15 Inventories

Particulars	As at March 31, 2024	As at March 31, 2023
Valued at lower of cost and net realisable value unless otherwise stated		
Stock in Trade (Books)	243.90	128.71
Packing Material	3.61	3.43
	247.51	**132.14**

16 Trade receivables

Particulars	As at March 31, 2024	As at March 31, 2023
Unsecured considered good		
(a) Considered good - Secured	-	-
(b) Considered good - Unsecured	4,187.59	642.41
(c) Have significant increase in Credit Risk	-	-
(d) Credit impaired	11.80	-
Less : Allowance for credit impaired	(303.22)	(91.85)
	3,896.17	**550.56**

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Veranda Learning Solutions Limited T. Nagar Chennai 600 017

Trade Receivables ageing schedule

	As at March 31, 2024					
	Outstanding for following periods from due date of payment					
Particulars	**Less than 6 months**	**6 months - 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) Undisputed trade receivables – considered good	3,292.02	596.38	299.19	-	-	4,187.59
(ii) Undisputed trade receivables – Credit impaired	-	-	11.80	-	-	11.80
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables - Credit impaired	-	-	-	-	-	-
	3,292.02	**596.38**	**310.99**	-	-	**4,199.39**
Less : Allowance for credit loss						**303.22**
Total trade receivables						**3,896.17**

	As at March 31, 2023					
	Outstanding for following periods from due date of payment					
Particulars	**Less than 6 months**	**6 months - 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) Undisputed trade receivables – considered good	642.41	-	-	-	-	642.41
(ii) Undisputed trade receivables – Credit impaired	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables - Credit impaired	-	-	-	-	-	-
	642.41	-	-	-	-	**642.41**
Less : Allowance for credit loss						**91.85**
Total trade receivables						**550.56**

17 Cash and cash equivalents

Particulars	**As at March 31, 2024**	**As at March 31, 2023**
Balances with Banks - In current accounts	1,833.28	461.03
Balances with Banks - In Deposit accounts	-	7,830.26
Cash - on - Hand	138.21	10.57
Cheques on hand	-	179.84
	1,971.49	8,481.70
Other bank balances		
In Fixed deposit - with remaining maturity less than 12 months - Under Lien (Refer Note 17.1)	2.42	2.14
In Fixed Deposit - with remaining maturity less than 12 months	904.84	210.26
	907.26	212.40
	2,878.75	**8,694.10**

17.1 The fixed deposit are held under lien against issue of Corporate Credit cards amounted to Rs. 2.42 Lakhs (as at March 31, 2023 - Rs. 2.14 Lakhs)

Deloitte Haskins & Sells
CHENNAI-17
Chartered Accountants

Veranda Learning Solutions Limited
T. Nagar
Chennai
600 017

[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

18 Loans

Particulars	**As at March 31, 2024**	**As at March 31, 2023**
Unsecured, considered good		
Digivision Electronics Limited (Refer Note 18.1)	865.60	-
	865.60	**-**

18.1 Loan to Digivision Electronics Limited by one of the subsidiaries is advanced at an interest rate of 8% p.a and is repayable on demand.

19 Other Financial assets

Particulars	**As at March 31, 2024**	**As at March 31, 2023**
(Unsecured considered good)		
Interest accrued but not due on bank deposits	15.72	15.05
Security Deposits	417.46	206.20
Unbilled Revenue	2,544.15	271.55
Interest receivable on loans	135.45	47.36
	3,112.78	**540.16**

20 Other current assets

Particulars	**As at March 31, 2024**	**As at March 31, 2023**
Advance to vendors	761.44	478.59
Advance to employees	387.36	346.91
Prepaid expenses	1,013.42	837.44
Balance with government authorities	1,411.96	1,524.82
Unamortized loan processing charges	1,509.15	450.90
Other Receivables	24.00	5.11
	5,107.33	**3,643.77**

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Veranda Learning Solutions Limited ★ T. Nagar Chennai 600 017

[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

21 Equity Share Capital

Particulars	As at March 31, 2024	As at March 31, 2023
Authorised Share Capital 10,00,00,000 (March 31, 2023 - 10,00,00,000) Equity Shares of Rs.10/- each (March 31, 2023 - Rs. 10/- each)	10,000.00	10,000.00
	10,000.00	**10,000.00**
Issued Share Capital 6,91,97,546 (March 31, 2023 - 6,15,72,051) Equity Shares of Rs.10/- each (March 31, 2023 - Rs. 10/- each)	6,919.75	6,157.21
	6,919.75	**6,157.21**
Subscribed and fully paid up share capital 6,91,97,546 (March 31, 2023 - 6,15,72,051) Equity Shares of Rs.10/- each (March 31, 2023 - Rs. 10/- each)	6,919.75	6,157.21
	6,919.75	**6,157.21**

21.1

Reconciliation of number of equity shares subscribed	**As at March 31, 2024**		**As at March 31, 2023**	
	No. of Shares	**Amount**	**No. of Shares**	**Amount**
Balance at the beginning of the year	61,572,051	6,157.21	41,176,979	4,117.70
Issued during the year	7,625,495	762.54	20,395,072	2,039.51
Balance at the end of the year	69,197,546	6,919.75	61,572,051	6,157.21

21.2 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) During the current year and previous year the Company has neither issued any shares as bonus shares nor bought back any shares.

21.3 The Company has allotted further equity shares at face value of Rs. 10/- each during the year as follows:

Board meeting date	Shareholder	No. of shares allotted
No. of shares at beginning of previous year		**41,176,979**
April 06, 2022	Others	14,598,540
October 31, 2022	Others	5,796,532
No. of shares at the beginning of the current year		**61,572,051**
August 26, 2023 (Refer Note 21.4)	Others	7,578,743
September 23, 2023 (Refer Note 21.5)	Others	46,752
No. of shares at the end of the current year		**69,197,546**

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21.4 Pursuant to a resolution of the Board of Directors of the Company dated July 14, 2023 and shareholders of the Company dated August 07, 2023, the Company has issued and allotted 75,78,743 shares of Rs.10 each at Rs.187/- per share valued in accordance with Chapter V of SEBI ICDR Regulations and Articles of Associations of the company for a consideration other than cash (i.e., swap of 14,17,22,639 shares of Veranda Administrative Learning Solutions Private Limited) on a private placement basis to non-promoters.

21.5 **Shares reserved for issuance under ESOP scheme**

The Shareholders of the company by way of special resolution dated May 27, 2022 approved the plan authorising the board/ Committee thereof, to grant not exceeding 27,88,775 (Twenty seven lakhs eighty eight thousand seven hundred and seventy five) options comprising of 16,73,265 (Sixteen lakhs seventy three thousand two hundred and sixty five) options to the strategic team and 11,15,510 (Eleven lakhs fifteen thousand five hundred and ten) options to the other eligible Employees in one or more tranches from time to time under the scheme titled " Veranda Learning solutions Limited Employee Stock option Plan 2022" ("ESOS 2022"). (Refer note 52)

Pursuant to a resolution of the Board of Directors of the Company dated September 23, 2023, the Company has allotted 46,752 equity shares of face value of Rs. 10/- each of the Company under Veranda Learning Solutions Limited - Employee Stock Option Plan 2022, to the eligible grantees, pursuant to exercise of stock options granted thereunder.

21.6 **Shareholders holding more than 5% of the total share capital**

Name of the share holder	As at March 31, 2024		As at March 31, 2023	
	No. of shares	% of Holding	No. of shares	% of Holding
Kalpathi S Aghoram	12,162,886	17.58%	12,101,636	19.65%
Kalpathi S Ganesh	12,161,382	17.57%	12,100,132	19.65%
Kalpathi S Suresh	12,145,382	17.55%	12,072,632	19.61%

21.7 **Shareholdings of Promoters** *

Name of the share holder	As at March 31, 2024			As at March 31, 2023		
	No. of shares	% of Holding	% Change during the year	No. of shares	% of Holding	% Change during the year
Kalpathi S Aghoram	12,162,886	17.58%	(10.57%)	12,101,636	19.65%	(32.75%)
Kalpathi S Ganesh	12,161,382	17.57%	(10.57%)	12,100,132	19.65%	(32.75%)
Kalpathi S Suresh	12,145,382	17.55%	(10.48%)	12,072,632	19.61%	(32.90%)

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

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Veranda Learning Solutions Limited T. Nagar Chennai 600 017

22 Other Equity

Particulars	As at March 31, 2024	As at March 31, 2023
Retained earnings	(22,591.53)	(14,607.42)
Securities Premium Reserve	50,674.24	37,143.51
Money received against share warrants (Refer Note 22.1)	1,535.00	1,535.00
Employee stock option Reserve	823.95	380.40
Fair Valuation of Equity Instruments	370.93	-
Foreign Currency Translation Reserve	(26.78)	(14.55)
	30,785.81	**24,436.94**
a) Retained earnings		
Balance at the beginning of the year	(14,607.42)	(6,712.50)
Net Loss as per the Statement of Profit and Loss	(7,971.01)	(7,921.37)
Transfers	-	-
Adjustment for investment in subsidiaries	-	-
Fair valuation impact on future acquisition liability	(48.13)	-
Other Comprehensive Income / (Loss)	35.03	26.45
Balance at the end of the year	**(22,591.53)**	**(14,607.42)**
b) Money received against share warrants		
Balance at the beginning of the year	1,535.00	-
Additions during the year (Refer Note 22.1)	-	1,535.00
Balance at the end of the year	**1,535.00**	**1,535.00**
c) Securities Premium Reserve		
Balance at the beginning of the year	37,143.51	4,832.36
Additions during the year	13,414.37	35,755.89
Premium on exercise of stock options	116.36	-
Share issue expenses	-	(3,444.74)
Balance at the end of the year	**50,674.24**	**37,143.51**
d) Employee stock option Reserve		
Balance at the beginning of the year	380.40	785.29
Additions during the year	532.56	380.40
Transferred to securities premium account on exercise of stock options / reversals during the year	(89.01)	(785.29)
Balance at the end of the year	**823.95**	**380.40**
e) Fair Valuation of Equity Instruments		
Balance at the beginning of the year	-	-
Fair value gain for the year	370.93	-
Balance at the end of the year	**370.93**	-
f) Foreign Currency Translation Reserve		
Balance at the beginning of the year	(14.55)	-
Transfer during the year	(12.23)	(14.55)
Balance at the end of the year	**(26.78)**	**(14.55)**

22.1 The Company has issued 20,00,000 Share Warrants to Promoters for upfront consideration of Rs.1,535.00 Lakhs being 25% of the total consideration of Rs.6,140.00 Lakhs. Each warrant is convertible into one equity share of the Company within 18 months from the date of allotment.

Subsequent to the year ended March 31, 2024, the Allotment Committee of the Company has considered and approved the allotment of 20,00,000 equity shares of Rs.10 each at a premium of Rs. 297 per share to the promoters of the Company against receipt of the remaining consideration of Rs. 4,605.00 Lakhs upon conversion of the share warrants.

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

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[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

23 Non Controlling Interest (NCI)

Particulars	As at March 31, 2024	As at March 31, 2023
NCI arising from acquisition of subsidiary	13,366.73	-
Add : Non-controlling share in the results for the year	364.09	-
Add : Change in fair value of NCI	412.22	-
Less : Derecognition of NCI to financial liability	(13,778.95)	-
Less : Derecognition of NCI to retained earnings	(364.09)	-
Balance at the end of the year	-	-

24 Provisions

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for Gratuity (Refer Note 51.2)	278.75	178.61
Provision for Compensated absences (Refer Note 51.3)	84.32	28.55
	363.07	**207.16**

25 Non Current Financial liabilities - Borrowings

Particulars	As at March 31, 2024	As at March 31, 2023
Non Convertible Debentures (NCD)	18,665.88	4,165.88
Term Loan from Financial Institutions	21,957.25	17,386.06
Piramal Enterprises Limited	-	8,149.14
Vehicle loans (Refer Note 25.1)	45.72	-
Loan against Property	42.37	-
Term Loan from Banks (Refer Note 25.2)	-	51.70
Term Loan from Related Parties	1,212.97	1,100.00
Tata Capital Financial Services	83.33	-
Finance Lease	16.57	-
Preference Shares	12.00	-
Less: Current Maturities of long term debt (Refer Note 27.1)	(27,304.53)	(579.19)
Hinduja Leyland Finance Ltd	-	(537.37)
Tata Capital Financial Services	33.33	
Tata Capital Financial Services - Finance Lease	5.78	
ICICI Bank Auto Loan	12.66	-
Other Business loans (Refer Note 22.3)		(41.82)
	14,648.23	**22,124.45**

Details of Borrowings

Particulars	Interest Rate / Coupon	Repayment Terms	As at March 31, 2024	As at March 31, 2023
Term Loan from Hinduja Leyland Finance Limited - I - Unsecured	11.50%	124 monthly instalments from April 2023	8,706.89	9,236.92
Term Loan from Hinduja Leyland Finance Limited - II - Unsecured	11.50%	125 monthly instalments from October 2023	1,167.03	-
Non Convertible Debentures - I (Unsecured)	4.00%	Repayable on 16 September 2024	4,165.88	4,165.88
Non Convertible Debentures - II (Secured) (Refer Note 25.3)	9.75%	Repayable in 15 quarterly installments from August 2025	14,500.00	-
Term Loan from Piramal Enterprises Limited - I Secured (Refer Note 25.8)	10.75%	24 Monthly installments from April 2024	-	7,649.14
Term Loan from Piramal Enterprises Limited - II Secured (Refer Note 27.1)	10.75%	48 Monthly installments from April 2024	500.00	500.00
Term Loan from Piramal Enterprises Limited - III Secured (Refer Note 27.1)	13.50%	22 quarterly instalments from June 2024	11,500.00	-
SSI Ventures Private limited (Unsecured)	14.00%	Repayable in Single Installment on January 2025	1,212.97	1,100.00
Tata Capital Financial Services	11.50%	12 quarterly installments from December 2023	83.33	-
Vehicle loans	7.50%	84 monthly installments from July 2022	45.72	-
HDFC - Loan against Property (Refer Note 25.7)	7.95%	Repayable in 180 monthly installments	42.37	-
Finance Lease from Tata Capital Financial Services		37 monthly installments from November 2023	16.57	-
Preference Shares (Refer Note 25.4)			10.00	-
Preference Shares (Refer Note 25.5)			1.00	-
Preference Shares (Refer Note 25.6)			1.00	-
Term Loan from Banks	8.25%	60 monthly installments from July 2018	-	51.70
Less: Current Maturities of debt				
Current Maturities of long term debt (Refer Note 27.1)			(27,304.53)	(579.19)
			14,648.23	**22,124.45**

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25.1 Vehicle Loans are secured against hypothecation of vehicle and further secured by the personal guarantee of the promoter directors of the company. Defaults in instalments - Nil.

25.2 Term Loan from Banks are secured against current and fixed assets and further secured by the personal guarantee of the promoter directors of the company. Defaults in instalments - Nil.

25.3 Pursuant to the Debenture Trust Deed dated March 25, 2024, between the Company and Catalyst Trusteeship Limited, Veranda XL Learning Solutions Private Limited (Subsidiary) has entered into an agreement to issue 31,000 senior, secured, redeemable, unlisted and non-convertible debentures of a nominal value of Rs. 1,00,000 each in one or more series and/or tranches aggregating to not more than Rs. 31,000 Lakhs, in one or more series and/or tranches, to be issued by Veranda XL Learning Solutions Private Limited on a private placement basis, aggregating, on the whole, to not more than Rs. 31,000 Lakhs for the purpose of providing inter-corporate loans to group companies, repayment of existing debt, working capital and any other such purposes.

Pursuant to the Debenture Trust Deed dated March 25, 2024, between the Company and Catalyst Trusteeship Limited, Veranda XL Learning Solutions Private Limited (subsidiary) has allotted 14,500 senior, secured, redeemable, unlisted and non-convertible debentures of a nominal value of Rs. 1,00,000 each at a discounted price of Rs. 94,137.93 each aggregating to Rs. 13,650 Lakhs with a tenure of 5 years from the Deemed Date of allotment on a private placement basis at its meeting held on 27 March 2024.

The debentures shall carry a coupon rate of:

a) 9.75% p.a. on and from the Deemed Date of Allotment of the First Tranche NCDs until the expiry of 24 months from the Deemed Date of Allotment of the First Tranche NCDs compounded monthly and payable quarterly

b) 11% p.a. after the expiry of 24 Months from the Deemed Date of Allotment of the First Tranche NCDs until the Final Settlement Date compounded monthly and payable quarterly

25.4 1,00,000 Non-Cumulative Optionally Convertible Redeemable Preference Shares (OCRPS) having a face value of Rs. 10 each were issued by Veranda Administrative Learning Solutions Private Limited (Subsidiary) on May 22, 2023 to Mr. N. D. Prabhu. The preference shares are entitled to a dividend equivalent to 0.001% p.a. on the face value.

25.5 10,000 Non-Cumulative Optionally Convertible Redeemable Preference Shares (OCRPS) having a face value of Rs. 10 each were issued by Veranda Administrative Learning Solutions Private Limited (Subsidiary) on June 27, 2023 to H. D. Sherrif and Jyotsna V. The preference shares are entitled to a dividend equivalent to 0.001% p.a. on the face value.

25.6 5,053 Class A Non-Cumulative Optionally Convertible Redeemable Preference Shares (OCRPS) having a face value of Rs. 10 each were issued by Veranda Administrative Learning Solutions Private Limited (Subsidiary) at par on July 07, 2023. The preference shares are entitled to a dividend equivalent to 0.001% p.a. on the face value. On and from the date of expiry of 12 months from the closing date, Class A OCRPS holders shall be entitled to convert into such number of equity shares at conversion price.

In accordance with the share purchase agreement dated July 07, 2023, the Veranda Administrative Learning Solutions Private Limited has agreed to acquire, 5,053 Class A Non-Cumulative Optionally Convertible Redeemable Preference Shares (OCRPS) for a consideration of Rs. 677.00 lakhs.

4,947 Class B Non-Cumulative Optionally Convertible Redeemable Preference Shares (OCRPS) having a face value of Rs. 10 each were issued at par on July 07, 2023. The preference shares are entitled to a dividend equivalent to 0.001% p.a. on the face value. On and from the date of expiry of 36 months from the closing date, Class B OCRPS holders shall be entitled to convert into such number of equity shares at conversion price.

Accordingly, the Veranda Administrative Learning Solutions Private Limited (subsidiary) has agreed to acquire, 4,947 Class B Non-Cumulative Optionally Convertible Redeemable Preference Shares (OCRPS) for a consideration of Rs. 614.00 lakhs.

25.7 Loan against property from HDFC Bank is secured against Apartment 7J in Nikunjam Meredian located in Thycaud Village, Thiruvananthapuram.

25.8 The Company has preclosed the Term Loan obtained from Piramal Enterprises Limited amounting to Rs. 7,649.14 Lakhs in November 2023.

26 Other Financial Liabilities - Non Current

Particulars	As at March 31, 2024	As at March 31, 2023
Purchase consideration payable - Non Current	36,469.04	12,180.40
Other Financial Liabilities - ESOP Liability	1,985.06	1,799.78
Deferred Revenue	1,502.48	224.90
Interest payable on deferred consideration	12.43	308.04
Security Deposits	900.00	-
	40,869.01	**14,513.12**

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27 **Short Term Borrowings**

Particulars	As at March 31, 2024	As at March 31, 2023
Term Loan from Related Parties	-	100.00
Term Loan from Banks	9.33	-
From Others		
Credit Card	55.09	-
Bank Overdraft (Secured)	2,435.30	277.94
(Secured by the personal guarantee of the promoter directors of the Company. The Loan is repayable on demand with interest rate of 7.0% p.a.)		
Loan from Others	711.18	-
Current Maturities of Long-term debt (Refer Note 27.1)	27,304.53	579.19
	30,515.43	**957.13**

27.1 The Company intends to pre-close the loans borrowed from Hinduja Leyland Finance Limited and Piramal Enterprises Limited and accordingly the loan outstanding has been reclassified as current liability as at the March 31, 2024. Out of the current maturities of long term debt Hinduja Leyland Finance Limited amounts to Rs. 9,873.92 lakhs and Piramal Enterprises Limited amounts to 12,000 lakhs. Subsequent to the year end, the loan has been closed on April 18, 2024.

27.2 Overdraft from Bank is secured against charge on all current and non current assets of the Company and further secured by the personal guarantee of the promoter directors of the company.

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[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

28 Trade Payables

Particulars	**As at March 31, 2024**	**As at March 31, 2023**
(a) Total outstanding dues of Micro Enterprises and Small Enterprises (Refer Note 28.1)	337.46	24.08
(b) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises	4,730.22	2,820.26
	5,067.69	**2,844.34**

28.1 Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management represents the principal amount payable to these enterprise. (Refer Note 45)

Trade payables ageing schedule

Particulars	**Unbilled**	**Not Due**	**Consolidated As at March 31, 2024**				
			Outstanding for following periods from due date of payment				
			Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) MSME	52.75	136.58	118.00	30.13	-	-	337.46
(ii) Others	770.13	1,743.76	2,202.94	7.18	6.21	-	4,730.22
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-

Particulars	**Unbilled**	**Not Due**	**Consolidated As at March 31, 2023**				
			Outstanding for following periods from due date of payment				
			Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) MSME	-	-	24.08	-	-	-	24.08
(ii) Others	-	411.95	2,820.26	-	-	-	3,232.21
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-

29 Other Financial Liabilities

Particulars	**As at March 31, 2024**	**As at March 31, 2023**
Purchase consideration payable - Current	9,013.22	329.00
Interest payable	1,840.06	103.99
Interest payable - related party (Refer Note 50)	12.97	31.24
Others	2.05	11.81
	10,883.70	**476.04**

30 Provisions

Particulars	**As at March 31, 2024**	**As at March 31, 2023**
Provision for gratuity (Refer Note 51.2)	77.20	63.57
Provision for compensated absences (Refer Note 51.3)	28.20	8.66
	105.40	**72.23**

31 Other current liabilities

Particulars	**As at March 31, 2024**	**As at March 31, 2023**
Statutory dues payable	736.50	371.92
Deferred revenue	5,011.51	4,371.66
Franchisee deposits	0.05	-
Advance received from customers	2,004.74	64.97
	7,752.80	**4,808.55**

32 Income Tax liabilities

Particulars	**As at March 31, 2024**	**As at March 31, 2023**
Provision for income tax	107.20	-
	107.20	**-**

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[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

33 Revenue from Operations

Particulars	**For the year ended March 31, 2024**	**For the year ended March 31, 2023**
Sale of Services - Comprehensive Learning Programs	33,204.30	15,460.10
Sale of Books	2,072.94	657.10
Rental Income	350.00	-
Sale of license	424.00	-
Other Operating Revenue		
Royalty Income	81.98	-
Others	39.85	18.47
	36,173.06	**16,135.67**

33.1 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:

Particulars	**For the year ended March 31, 2024**	**For the year ended March 31, 2023**
Revenue recognised over time	31,511.69	14,989.67
Revenue recognised at a Point in time	4,661.37	1,146.00
	36,173.06	**16,135.67**

33.2 Reconciliation of revenue with contract price

Particulars	**For the year ended March 31, 2024**	**For the year ended March 31, 2023**
Contract Price		
Revenue from Operations - Gross	42,687.05	16,606.53
Adjustments:		
Deferred Revenue	(6,513.99)	(470.86)
Total	**36,173.06**	**16,135.67**

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Contract balances :
Revenue from operations recognised is collected as per the terms of the contract. Trade receivables have been disclosed under Note 16 and Deferred revenue disclosed under Note 31.

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

Information about major customers:
During the year, there is no revenue from a single customer which is more than 10% of the Group's total revenue.

34 Other Income

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest Income		
Interest on Fixed deposit	360.63	171.55
Interest on loans	50.71	27.46
Interest on advances	40.39	-
Foreign exchange gain, net	14.17	13.04
Profit on sale of property, plant and equipment	4.89	-
Commission Income	8.98	-
Profit on cancellation of debentures	-	3,212.71
Provision / Liabilities no longer required written back	4.19	116.74
Gain on preclosure of Lease Agreement	255.55	48.12
Miscellaneous Income	89.16	266.77
	828.68	**3,856.39**

35 Cost of Materials Consumed

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening Stock of Packing Material	3.43	1.51
Purchase of Packing Material	8.12	13.98
Less : Closing Stock of Packing Material	(3.61)	(3.43)
	7.94	**12.06**

36 Purchase of Stock - in - trade

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Purchase of Books	701.74	393.31
	701.74	**393.31**

37 Changes in Inventory of stock-in-trade

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening Stock of Books	240.61	62.14
Inventory written off	(18.70)	-
Less : Closing Stock of Books	(243.90)	(128.71)
	(21.99)	**(66.57)**

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38 Employee benefit expense

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, wages and bonus	7,201.84	5,746.80
Gratuity Expenses (Refer Note 51.2)	70.37	84.97
Contribution to provident and other funds (Refer Note 51.1)	208.11	154.79
Staff Welfare Expenses	170.26	105.10
Compensation cost for Restricted Stock Units (RSU)	-	(785.29)
Share based payment expense (net)	532.56	548.69
	8,183.14	**5,855.06**

39 Finance costs

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest on Borrowings	4,019.49	581.38
Interest on Lease liabilities	941.13	230.24
Interest on NCD	208.79	100.87
Interest on Income tax	6.90	-
Interest on unwinding of Financial liability	185.28	-
Other Interest Expense	31.62	8.04
Interest on Deferred Payment Consideration	1,431.70	49.27
Loan Processing Charges	992.36	60.07
	7,817.27	**1,029.87**

40 Depreciation and amortization expense

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation on property, plant and equipment (Refer Note 4)	639.94	270.79
Depreciation on Investment Property (Refer Note 5)	0.02	-
Depreciation on Right of use assets (Refer Note 6)	2,258.92	806.12
Amortisation on Intangible asset (Refer Note 4)	3,638.34	3,469.24
	6,537.22	**4,546.15**

41 Advertisement & Business Promotion Expenses

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Advertisement & Sales Promotion	4,542.74	3,750.68
Business Promotion Expenses	324.58	473.53
	4,867.32	**4,224.21**

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42 Other expenses

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Power & Fuel	463.03	134.92
Rent	378.66	225.09
Repairs & Maintenance	300.91	130.24
Brokerage	54.94	21.41
Affiliate cost	334.94	270.36
Foreign exchange loss, net	69.05	90.66
Manpower Charges	1,122.89	471.45
Delivery Partner Fee	3,772.67	2,901.79
Lecturer Fee	4,749.90	2,471.06
Rates and taxes	296.78	218.54
Auditors Remuneration		
- as statutory auditor	152.00	96.65
- Other services	21.02	4.00
Legal & professional charges	1,645.14	3,483.73
Printing & Stationery	544.95	234.81
Payment Gateway Charges	295.11	317.14
Freight charges	33.65	17.75
Royalty Expenses	46.15	-
Insurance & Business Support Services expenses	557.56	607.98
Communication Expenses	249.68	155.51
Postage & Courier	82.29	-
Subscription Charges	629.83	408.05
Office expenses	310.13	81.19
Travelling & Conveyance	545.85	243.03
Bank charges	47.75	40.38
Directors renumeration	51.80	83.80
Expected Credit Loss	6.32	145.25
Commission	25.51	-
Loss on sale of property, plant and equipment	7.93	18.67
Corporate social responsibility	33.80	26.16
Remeasurement of Financial Liability	22.47	-
Miscellaneous expenses	182.23	41.61
	17,034.94	**12,941.22**

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43 Tax expense:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Current tax		
Current income tax charge	228.25	(177.33)
	228.25	**(177.33)**
Deferred tax		
Acquired through business combination	(546.59)	(785.72)
Recognised in profit or loss	(196.33)	(58.82)
Net recognised in Profit & Loss	**(742.92)**	**(844.55)**
Recognised in OCI	3.31	3.75
	(739.61)	**(840.80)**

a) Movement of deferred tax expense during the year ended March 31, 2024

Deferred tax (liabilities)/assets in relation to:	Opening balance	Acquired through Business Combination	Recognised in profit or loss	Recognised in OCI	Closing Balance
Property, plant, and equipment and Intangible Assets	288.12	(144.34)	(1,063.06)	-	(919.28)
Right-of-use assets	91.37	187.16	25.86	-	304.39
On expenses allowable on payment basis	87.24	20.75	23.12	(3.31)	127.81
On fair valuation of financial instruments	29.58	-	57.32	-	86.90
On carryforward business losses	-	256.83	1,153.09	-	1,409.92
Total	**496.31**	**320.40**	**196.33**	**(3.31)**	**1,009.74**

b) Movement of deferred tax expense during the year ended March 31, 2023

Deferred tax (liabilities)/assets in relation to:	Opening balance	Acquired through Business Combination	Recognised in profit or loss	Recognised in OCI	Closing Balance
Property, plant, and equipment and Intangible Assets	12.36	211.25	64.51	-	288.12
Right-of-use assets	-	68.50	22.87	-	91.37
On expenses allowable on payment basis	78.62	31.30	(18.93)	(3.75)	87.24
On Prepaid Income	6.09	-	(6.09)	-	-
On fair valuation of financial instruments	17.01	16.11	(3.54)	-	29.58
Total	**114.08**	**327.16**	**58.82**	**(3.75)**	**496.31**

On Account of business combination as at March 31, 2024:

Deferred tax liabilities/(assets) in relation to:	Opening balance	Acquired through business combination	Recognised in profit or loss	Closing Balance
Property, plant, and equipment and Intangible Assets	5,037.56	(2,457.81)	(546.59)	2,033.17
Others	-		-	-
Total	**5,037.56**	**(2,457.81)**	**(546.59)**	**2,033.17**

On Account of business combination as at March 31, 2023:

Deferred tax liabilities/(assets) in relation to:	Opening balance	Acquired through business combination	Recognised in profit or loss	Closing Balance
Property, plant, and equipment and Intangible Assets	1,896.62	3,926.67	(785.72)	5,037.56
Others	-	-	-	-
Total	**1,896.62**	**3,926.67**	**(785.72)**	**5,037.56**

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Reconciliation of accounting Profits	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Loss before tax	(8,125.84)	(3,367.23)
Income tax rate	25.17%	26.00%
At Statutory income tax rate	(2,045.27)	(875.48)
Non - deductible expenses for tax purposes		
Property, plant, and equipment and Intangible Assets	(1,063.06)	64.51
Right-of-use assets	25.86	-
On expenses allowable on payment basis	23.12	(18.93)
On Prepaid Income	-	(6.09)
On fair valuation of financial instruments	57.32	-
Deferred tax on intangible assets acquired through business combination	(546.59)	(785.72)
Deferred tax not considered on Business loss and unabsorbed depreciation	3,033.94	777.16
At the effective income tax rate		
Income tax expenses reported in the statement of profit and loss	**(514.67)**	**(844.55)**

44 Loss per share

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Loss for the year attributable to owners of the Company	(7,971.01)	(7,921.37)
Weighted average number of ordinary shares outstanding Basic (Refer Notes below)	66,131,271	58,037,080
Weighted average number of ordinary shares outstanding for diluted EPS (Refer Notes below)	66,131,271	58,037,080
Basic earnings per share (Rs)	(12.05)	(13.65)
Diluted earnings per share (Rs)	(12.05)	(13.65)

44.1 The employee stock options issued by the Company is based on specified conditions involving future events/valuation of the Company. The number of ordinary shares contingently issuable may depend on the future market price of the ordinary shares and are therefore treated as contingently issuable shares because their issue is contingent upon satisfying specified conditions in addition to the passage of time. Contingently issuable ordinary shares are not included in the diluted earnings per share calculation unless both conditions are met. As at year end, since both the conditions have not been met, they have not been included in the calculation of diluted earnings per share. Further the company has incurred loss during the year and any potential isssue of shares will result in an anti dilutive effect on loss per share.

45 Disclosures required by the Micro and Small Enterprises Development (MSMED) Act, 2006 are as under

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(i) Principal amount due to suppliers registered under MSMED Act and remaining unpaid	337.46	24.08
(ii) Interest due to suppliers registered under the MSMED act and remaining unpaid	31.61	8.05
(iii) Principal amounts paid to suppliers registered under the MSMED act, beyond the appointed day during the year	950.96	228.37
(iv) Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under MSMED Act, beyond the appointed day during the year	-	-
(v) Interest paid, under Section 16 of MSMED Act, to suppliers registered under MSMED Act, beyond the appointed day during the year	-	-
(vi) Interest due and payable towards suppliers registered under MSMED Act, for payments already made	25.67	7.64
(vii) Further interest remaining due and payable for earlier years	8.05	1.06

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. This has been relied upon by the auditors.

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46 Corporate Social Responsibility

In accordance with the provisions of Section 135 of the Companies Act, 2013, Veranda XL Learning Solutions Private Limited has formed a Corporate Social Responsibility (CSR) Committee. The Committee has approved the amount to be spent on the focus areas which are covered in the activities described in Schedule VII of the Companies Act 2013.

Particulars	For the Year ended March 31, 2024	For the Year ended March 31, 2023
(a) Gross Amount required to be spent by the company during the year	33.37	46.35
(b) Amount of expenditure incurred	33.80	49.18
(c) Shortfall at the end of the year	-	-
(d) Total of previous year shortfall	-	-
(e) Reasons for shortfall	-	-
(f) Details of related party transactions	-	-
(g) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately.	-	-
(h) Nature of CSR activities: Hunger Management	-	-

47 Contingent liabilities & Commitments

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Contingent Liabilities	-	-
Commitments	-	-

48 Operating Segment

Operating segments reflect the Company's management structure and the way the financial information is regularly reviewed by the Company's Chief Operating Decision Maker (CODM). The CODM considers the business from both business and product perspective based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / (loss) amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance. The Company's operations predominantly relates to sale of comprehensive learning programs and, accordingly, this is the only operating segment. The Group's revenue from operations and non-current operating assets are from single segment i.e. is India.

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49 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 maximizing 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:	**As at March 31, 2024**	**As at March 31, 2023**
Debt	45,163.65	23,081.58
Less: Cash and bank balances	2,878.75	8,481.70
Net debt	42,284.90	14,599.88
Total equity	37,705.56	30,594.15
Net debt to equity ratio (%)	**112.14%**	**47.72%**

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.

	As at March 31, 2024			
Particulars	**Due in 1st year**	**Due in 2nd to 5th year**	**Due after 5th year**	**Carrying amount**
Borrowings (Fixed rate)	30,515.43	14,648.23	-	45,163.66
Trade payables (Non-interest bearing)	5,067.68	-	-	5,067.68
Other Financial Liabilities (Non - Interest bearing)	10,883.70	40,869.01	-	51,752.71
Lease Liabilities (Non - interest bearing)	2,853.02	7,530.30	11,145.99	21,529.31
	49,319.83	**63,047.54**	**11,145.99**	**123,513.36**

	As at March 31, 2023			
Particulars	**Due in 1st year**	**Due in 2nd to 5th year**	**Due after 5th year**	**Carrying amount**
Borrowings (Fixed rate)	957.13	22,124.45	-	23,081.58
Trade payables (Non-interest bearing)	2,844.34	-	-	2,844.34
Other Financial Liabilities (Non - Interest bearing)	476.04	14,513.12	-	14,989.16
Lease Liabilities (Non - interest bearing)	1,292.97	6,241.42	-	7,534.39
	5,570.48	**42,878.99**	-	**48,449.47**

Particulars	**As at March 31, 2024**	**As at March 31, 2023**
Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required):	Nil	Nil

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49.1 Fair value measurements
Financial instruments

Financial assets	Note	Hierarchy	As at March 31, 2024	As at March 31, 2023
Amortised cost				
Trade Receivables	16	-	3,896.17	550.56
Cash and cash equivalents	17	-	1,971.49	8,481.70
Bank balances other than cash and cash equivalents	17	-	907.26	212.40
Other Financial assets	19 , 12	-	4,247.62	540.16
Fair value through OCI (FVOCI)				
Investments	11	Level 2	472.14	-
Total financial assets			**11,494.69**	**9,784.82**

Financial liabilities	Note	Hierarchy	As at March 31, 2024	As at March 31, 2023
Amortised cost				
Borrowings	25 , 27	-	45,163.66	23,081.58
Trade payables	28	-	5,067.68	2,844.34
Lease Liabilities	6	-	13,172.09	1,292.97
Other Financial Liabilities	29 , 26	-	40,622.07	4,092.67
Fair value through profit and loss (FVTPL)				
Other Financial Liabilities	29 , 26	Level 2	11,130.64	10,896.49
Total financial liabilities			**115,156.14**	**42,208.05**

Fair value measurement
This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level is as under:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.
Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

Valuation technique used to determine fair value
Specific valuation techniques used to value financial instruments include:
-the use of quoted market prices or dealer quotes for similar instruments
-the fair value of the remaining financial instruments is determined using discounted cash flow analysis.
The carrying amounts of trade receivables, trade payables, cash and cash equivalents and other current financial liabilities are considered to be the same as their fair values, due to their short-term nature.
For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.
The borrowing rate of the Group has been taken as the discount rate used for determination of fair value.

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50 Related party disclosure

a) List of parties having significant influence

Key management personnel (KMP) and their relatives	
Sri. Kalpathi S Aghoram	Director
Sri. Kalpathi S Ganesh	Director
Sri. Kalpathi S Suresh	Director
Smt. Kalpathi A Archana	Non- Executive Director
Smt. Saradha Govindarajan	Chief Financial Officer
Sri. M Ananth""aramakrishnan	Company Secretary
Independent Directors	
Sri. S Lakshminarayanan	Independent Director
Smt. Revathi S Raghunathan	Independent Director
Sri. K Ullas Kamath	Independent Director
Sri. PB Srinivasan	Independent Director
Sri. Varun Bajpai*	Independent Director

* Sri. Varun Bajpai was appointed as Independent Director w.e.f June 01, 2022. He has resigned as an independent director with effect from December 26, 2023.

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

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b) Transactions during the year

S.No.	Nature of transactions	Amount	
		2023-24	2022-23
1	**Rent paid towards Registered office**		
	Kalpathi S Aghoram	0.08	0.08
	Kalpathi S Ganesh	0.08	0.08
	Kalpathi S Suresh	0.08	0.08
2	**Rent paid towards Corporate office**		
	Leonne Hill Property Developments Private Limited	75.65	64.50
3	**Loan taken from**		
	SSI Ventures Private Limited	135.56	1,200.00
	Kalpathi S Aghoram	-	40.00
	Kalpathi S Ganesh	-	40.00
	Kalpathi S Suresh	-	40.00
4	**Repayment of Loans taken from**		
	SSI Ventures Private Limited	122.59	-
	Kalpathi S Aghoram	-	40.00
	Kalpathi S Ganesh	-	40.00
	Kalpathi S Suresh	-	40.00
5	**Interest on borrowings**		
	SSI Ventures Private Limited	159.56	34.60
6	**Advertisement & Sales Promotion**		
	AGS Cinemas Private Limited	1.81	-
7	**Remuneration to Key Managerial Personnel**		
	M Anantharamakrishnan	70.62	62.68
	Saradha Govindarajan	119.56	77.16
	Kalpathi Suresh	11.37	15.69
8	**Director Sitting Fees**		
	Kalpathi S Aghoram	5.30	6.70
	Kalpathi S Ganesh	4.50	6.00
	Kalpathi A Archana	4.00	6.00
	S Lakshminarayanan	11.70	14.60
	Revathi S Raghunathan	10.70	10.70
	K Ullas Kamath	3.80	6.20
	PB Srinivasan	11.30	13.60
	Varun Bajpai	0.50	0.20

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c) Balance as at the end of the year

S. No.	Particulars	Amount	
		As at March 31, 2024	As at March 31, 2023
1	**Loans taken From**		
	SSI Ventures Private Limited	1,212.97	1,200.00
2	**Interest Accrued**		
	SSI Ventures Private Limited	12.98	31.24
3	**Key Management Personnel**		
	Kalpathi S Aghoram	0.90	-
	Kalpathi S Ganesh	0.90	-
	Kalpathi A Archana	0.90	-
	Kalpathi S Suresh	0.21	-

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51 Retirement benefit plans

51.1 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, 2024 an amount of Rs.208.11 Lakhs (March 31, 2023 - Rs. 154.79 Lakhs) towards expenses under defined contribution plans and included in 'Contribution to provident and other funds'.

51.2 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.

	March 31, 2024		March 31, 2023	
Particulars	**Current**	**Non-current**	**Current**	**Non-current**
Provision for Gratuity	77.20	278.75	63.57	178.61

The principal assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	March 31, 2024	March 31, 2023
Attrition rate	8.00%	8.00%
Discount Rate	6.97%	7.16%
Rate of increase in compensation level	10.00%	10.00%

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 defined benefit plans are as follows:

Particulars	March 31, 2024	March 31, 2023
Current service cost	122.51	77.39
Past service cost	(70.80)	-
Net interest expense	19.90	12.72
Return on plan assets (excluding amounts included in net interest expense)	-	-
Acquired through business combination	(1.24)	(5.14)
Components of defined benefit costs recognised in profit or loss	**70.37**	**84.97**
Remeasurement on the net defined benefit liability comprising:		
Actuarial (gains)/losses recognised during the period	(41.21)	(22.07)
Acquired through business combination	(1.39)	(8.14)
Components of defined benefit costs recognised in other comprehensive income	**(42.60)**	**(30.21)**
	27.77	**54.76**

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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[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

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

Particulars	March 31, 2024	March 31, 2023
Present value of defined benefit obligation	355.94	242.18
Fair value of plan assets	-	-
Net liability arising from defined benefit obligation	**355.94**	**242.18**
Funded	-	-
Unfunded	355.94	242.18
	355.94	**242.18**

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

Particulars	March 31, 2024	March 31, 2023
Opening defined benefit obligation	242.18	115.65
Current service cost	122.51	77.39
Past service cost - (vested benefit)	(70.80)	-
Interest cost	19.90	12.72
Actuarial (gains)/losses	(41.21)	(22.07)
Acquired through business combination	92.94	85.98
Benefits paid	(9.57)	(27.49)
Closing defined benefit obligation	**355.94**	**242.18**

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

Particulars	March 31, 2024	March 31, 2023
Opening fair value of plan assets	-	-
Expected return on assets	-	-
Contributions	-	-
Benefits paid	-	-
Expected return on plan assets (excluding amounts included in net interest expense)	-	-
Closing fair value of plan assets	-	-

Assumptions regarding future mortality are set based on actuarial advice in accordance with published statistics and experience. The estimates of future salary increases, considered in actuarial valuation, take into account, inflation, seniority, promotions and other relevant factors such as demand and supply in the employment market.

Sensitivity analysis

In view of the fact that the Group for preparing the sensitivity analysis considers the present value of the defined benefit obligation which has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

Defined benefit obligation sensitivities were as follows:	March 31, 2024	March 31, 2023
1) DBO - Base assumptions	355.94	242.18
2) Discount rate: +1%	336.44	244.60
3) Discount rate: -1%	378.44	239.76
4) Salary escalation rate: +1%	374.99	244.60
5) Salary escalation rate: -1%	338.67	239.76
6) Attrition rate: 25% increase	341.30	302.73
7) Attrition rate: 25% decrease	373.31	181.64

51.3 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.

	March 31, 2024		March 31, 2023	
Particulars	**Current**	**Non-current**	**Current**	**Non-current**
Compensated absences	28.20	84.32	8.66	28.55

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51.4 Share-based payments

Restricted Stock Unit

During the year ended March 31 2021, the company had issued RSU to one of its employees, with a service condition that the employee shall remain in employment with VRLSPL till December 31, 2027. The employee had 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 the company.

Amendments during 2022-23

During the previous year, the said employee has resigned from the services of VRLSPL and the service condition related to RSUs is not satisfied thereby resulting in forfeiture in accordance with Indian Accounting Standard 102 - Share-Based Payment. Consequent to the above, compensation costs aggregating to Rs.1,121.06 Lakhs (for the period April 01, 2022 to September 30, 2022 amounting to Rs.335.77 Lakhs and compensation cost accrued up to March 31, 2022 amounting to Rs.785.29 Lakhs) has been adjusted to the Employee Benefit Expenses during the year.

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52 Stock Options

The Shareholders of the company by way of special resolution dated May 27, 2022 approved the plan authorising the board/ Committee thereof, to grant not exceeding 27,88,775 (Twenty seven lakhs eighty eight thousand seven hundred and seventy five) options comprising of 16,73,265 (sixteen lakhs seventy three thousand two hundred and sixty five) options to the strategic team and 11,15,510 (eleven lakhs fifteen thousand five hundred and ten) options to the other eligible Employees in one or more tranches from time to time under the scheme titled " Veranda Learning solutions Limited Employee Stock option Plan 2022" ("ESOS 2022").

The Scheme is administered by the Nomination and Remuneration Committee of the Board. The details of Scheme are given below:

Exercise period:

As per the Scheme, the options can be exercised with in a period of 3-6 years from the date of vesting.The expense recognised (net of reversal) for share options during the year is Rs.532.56 lakhs (March 31, 2023: 548.69 Lakhs).

There are no cancellations or modifications to the awards in March 31, 2024.

Grant	Date Of Grant	Number of shares Granted	Vesting Period	Manner of Vesting
Grant1	July 04, 2022	-	-	-
Grant2	July 04, 2022	44,600	July 04, 2023- July 04, 2025	Eligible on a graded manner over three years period with 33.33% of the grants vesting at the end of every 12 months starting from July 04, 2022.
Grant3	July 04, 2022	27,600	July 04, 2023- July 04, 2024	Eligible on a graded manner over two years period with 50% of the grants vesting at the end of every 12 months starting from July 04, 2022.
Grant4	July 04, 2022	24,977	July 04, 2023- July 04, 2026	Eligible on a graded manner over Four years period with 25% of the grants vesting at the end of every 12 months starting from July 04, 2022.
Grant5	July 04, 2022	788,496	July 04, 2023- July 04, 2026	Eligible on a graded manner over Four years period with 25% of the grants vesting at the end of every 12 months starting from July 04, 2022.
Grant6	October 01, 2022	1,900	July 04, 2023- July 04, 2026	Eligible on a graded manner over Four years period with 1.26% of the grants vesting at the end of every 12 months starting from July 04, 2022 except for Vesting in December 31, 2025 with 94.96%.
Grant7	October 03, 2023	631,400	October 03, 2024 - October 03, 2027	Eligible on a graded manner over Four years period with 25% of the grants vesting at the end of every 12 months starting from October 03, 2024.
Grant8	October 03, 2023	20,000	October 03, 2024 - October 03, 2027	Eligible on a graded manner over Four years period with 25% of the grants vesting at the end of every 12 months starting from October 03, 2024.

Activity in the options outstanding under 'ESOS 2022':

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Outstanding at the beginning of the year	503,345.00	-
Options Granted during the year	651,400	887,573
Options lapsed during the year	(25,154)	(384,228)
Options exercised during the year	(46,752)	-
Outstanding at the end of the year	1,082,839	503,345
Exercisable at the end of the year	83,262	-

The following tables list the inputs to the models used for ESOS 2022 for the years ended March 31, 2024 and March 31, 2023, respectively:

Particulars	Year ended March 31, 2024	Year ended March 31, 2023
Exercise price per share for the options granted during the year	68.50 to 138.49	68.50 to 175.43
Weighted average fair value per share	197.80	254.57
Weighted average fair value of options granted	142.87	72.91
Expected volatility	46.67%	39.9% to 43.87%
Life of the options granted (Vesting and exercise period in years)	1.50 to 4.50	4.01 to 7.01
Average risk free interest rate	6.98% to 7.13%	6.99% to 7.28%
Expected dividend yield	-	-

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53 Business Combinations

Subsidiaries

53.1 Six Phrase Edutech Private Limited

Particulars	Amount
Property, Plant and Equipment	6,372.22
Intangibles	
- Brand	-
- University Network	-
Cash & Bank Balance	21.07
Trade Receivables	29.93
Other Non Current Assets	1.68
Other Current Financial Assets	234.95
Other Current Assets	73.40
Total Assets	**6,733.25**
Current Financial Liabilities - Borrowings	(149.14)
Non-Current Financial Liabilities - Borrowings	(10.00)
Trade Payables	(440.41)
Other Non-Current Liabilities	(12.67)
Other Non-Current Financial Liabilities	(6.16)
Other Current Financial Liabilities	(6.34)
Other Current Liabilities	(25.02)
- Deferred Tax Liabilities on above intangible assets	-
Total Liabilities	**(649.74)**
Net identifiable Asset Acquired	6,083.51

Particulars	Amount
Purchase Consideration	6,133.45
Fair Value of Non Controlling Interest (NCI)	3,072.02
Total Consideration	**9,205.47**
	6,083.51
Goodwill*	**3,121.96**

*Goodwill is not deductible for tax purpose.

During the year, in accordance with the share purchase agreement dated May 22, 2023, Veranda Administrative Learning Solutions Private Limited has acquired, as part of the first tranche acquisition, 49,00,000 shares of Six Phrase Edutech Private Limited for a consideration of Rs. 6000.03 lakhs. Consequent to this acquisition, shareholding of Veranda Administrative Learning Solutions Private Limited in Six Phrase Edutech Private Limited stands at 98.00% as at 31 March 2024. Rs. 133.42 lakhs of transaction cost incurred which are directly attributable to this acquisition has been capitalised with cost of investment.

Liability for put option issued to non-controlling interests which do not grant present access to ownership interest to the Group is recognized at present value of redemption amount. At the end of each reporting period, the non-controlling interests subject to put option is de-recognized and the difference between the amount de-recognized and present value of the redemption amount, which is recorded as a financial liability, is accounted for as an equity transaction.

NCI subject to put option has been recorded at fair value of Rs. 3,315.55 Lakhs as financial liability. The difference of Rs. 243.53 Lakhs is accounted for as an equity transaction.

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53.2 BAssure Solutions Private Limited

Particulars	Amount
Property, Plant and Equipment	104.18
Intangibles	
- Trade Mark	105.80
Cash & Bank Balance	0.11
Trade Receivables	48.56
Income tax Assets	11.43
Deferred tax assets (net)	13.94
Other Non Current Financials Assets	-
Other Current Assets	2.82
Other Current Financials Assets	31.07
Total Assets	**317.91**
Current Financial Liabilities - Borrowings	(445.15)
Non-Current Financial Liabilities - Borrowings	(43.42)
Trade Payables	(254.55)
Other Non-Current Financial Liabilities	-
Other Non-Current Liabilities	(18.47)
Other Current Liabilities	(6.24)
Other Current Financial Liabilities	(26.49)
- Deferred Tax Liabilities on above intangible assets	(26.63)
Total Liabilities	**(820.94)**
Net identifiable Asset Acquired	(503.03)

Particulars	Amount
Purchase Consideration	576.92
Fair Value of Non Controlling Interest (NCI)	117.69
Total Consideration	**694.61**
Less: Net identifiable assets acquired	(503.03)
Goodwill*	**1,197.63**

*Goodwill is not deductible for tax purpose.

During the year, in accordance with the share purchase agreement dated July 07, 2023, Veranda Administrative Learning Solutions Private Limited has acquired, as part of the first tranche acquisition, 30,426 shares of BAssure Solutions Private Limited for a consideration of Rs. 570.00 lakhs. Consequent to this acquisition, shareholding of Veranda Administrative Learning Solutions Private Limited in BAssure Solutions Private Limited stands at 86% as at 31 March 2024. Rs. 6.92 lakhs of transaction cost incurred which are directly attributable to this acquisition has been capitalised with cost of investment.

Liability for put option issued to non-controlling interests which do not grant present access to ownership interest to the Group is recognized at present value of redemption amount. At the end of each reporting period, the non-controlling interests subject to put option is de-recognized and the difference between the amount de-recognized and present value of the redemption amount, which is recorded as a financial liability, is accounted for as an equity transaction.

NCI subject to put option has been recorded at fair value of Rs. 132.33 Lakhs as financial liability. The difference of Rs. 14.64 Lakhs is accounted for as an equity transaction.

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53.3 Veranda K-12 Learning Solutions Private Limited
(formerly known as Educare Infrastructure Services Private Limited)

Particulars	Amount
Property, Plant and Equipment	4,585.35
Intangibles	
- Master Service Agreements	2,213.00
- Non Compete	208.00
Cash & Bank Balance	0.21
Other Non Current Assets	-
Loans and Advances	865.60
Other Non Current Financials Assets	30.14
Other Current Assets	-
Other Current Financials Assets	-
Total Assets	**7,902.30**
Current Financial Liabilities - Borrowings	(5.90)
Trade Payables	(9.91)
Deferred tax liabilities	(0.30)
Other Current Liabilities	(2,594.19)
- Deferred Tax Liabilities on above intangible assets	(609.29)
Total Liabilities	**(3,219.59)**
Net identifiable Asset Acquired	4,682.71

Particulars	Amount
Purchase Consideration	19,116.22
Less: Net identifiable assets acquired	4,682.71
Goodwill*	**14,433.51**

*Goodwill is not deductible for tax purpose.

During the year, in accordance with the share purchase agreement dated May 22, 2023, Veranda Administrative Learning Solutions Private Limited has acquired, as part of the first tranche acquisition as well as primary investment, 38,988 shares of Veranda K-12 Learning Solutions Private Limited (formerly known as Educare Infrastructure Services Private Limited) for a consideration of Rs. 15,000.21 lakhs. Consequent to this acquisition, shareholding of Veranda Administrative Learning Solutions Private Limited in Veranda K-12 Learning Solutions Private Limited stands at 76% as at 31 March 2024. Rs. 334.62 lakhs of transaction cost incurred which are directly attributable to this acquisition has been capitalised with cost of investment.

Further, as per the aforesaid Share purchase agreement, Veranda Administrative Learning Solutions Private Limited has an unconditional obligation to purchase balance 24% of the equity share capital (12,312 equity shares of Veranda K-12 Learning Solutions Private Limited) within December 30, 2024. Accordingly, this obligation meets the definition of financial liability as per Ind AS 32 and has been recognized as “deferred consideration obligation” by discounting the estimated future cash flows at their present values with a corresponding debit to "Deemed Investments".

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53.4 Neyyar Academy Private Limited

Particulars	**Amount**
Property, Plant and Equipment	6.09
Trade Receivables	108.72
Intangibles	
- Trademark	77.20
Cash & Bank Balance	11.14
Deferred tax assets (net)	5.75
Other Current Assets	6.65
Other Current Financials Assets	11.22
Total Assets	**226.77**
Current Financial Liabilities - Borrowings	(42.38)
Non-Current Financial Liabilities - Borrowings	(4.99)
Trade Payables	(110.31)
Other Current Liabilities	(332.56)
- Deferred Tax Liabilities on above intangible assets	(19.43)
Total Liabilities	**(509.67)**
Net identifiable Asset Acquired	(282.90)

Particulars	**Amount**
Purchase Consideration	596.37
Add: Fair Value of Non Controlling Interest (NCI)	323.54
Less: Net identifiable assets acquired	(282.90)
Goodwill*	**1,202.82**

*Goodwill is not deductible for tax purpose.

During the year, in accordance with the share purchase agreement dated May 22, 2023, Veranda Administrative Learning Solutions Private Limited has acquired, as part of the first tranche acquisition as well as primary investment, 10,083 shares of Neyyar Academy Private Limited for a consideration of Rs. 853.97 lakhs. Consequent to this acquisition, shareholding of Veranda Administrative Learning Solutions Private Limited in Neyyar Academy Private Limited stands at 76% as at 31 March 2024. Rs. 10.02 lakhs of transaction cost incurred which are directly attributable to this acquisition has been capitalised with cost of investment.

Liability for put option issued to non-controlling interests which do not grant present access to ownership interest to the Group is recognized at present value of redemption amount. At the end of each reporting period, the non-controlling interests subject to put option is de-recognized and the difference between the amount de-recognized and present value of the redemption amount, which is recorded as a financial liability, is accounted for as an equity transaction.

NCI subject to put option has been recorded at fair value of Rs. 378.80 Lakhs as financial liability. The difference of Rs. 55.26 Lakhs is accounted for as an equity transaction.

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53.5 Phire Learning Solutions Private Limited

Particulars	Amount
Property, Plant and Equipment	455.49
Trade Receivables	0.90
Intangibles	
- Trademark	-
Cash & Bank Balance	0.11
Other Non Current Assets	-
Other Non Current Financials Assets	-
Other Current Assets	0.30
Other Current Financials Assets	-
Total Assets	**456.80**
Non-Current Financial Liabilities - Borrowings	(1.00)
Trade Payables	(0.50)
Other Non-Current Liabilities	-
Other Current Liabilities	(4.76)
- Deferred Tax Liabilities on above intangible assets	-
Total Liabilities	**(6.26)**
Net identifiable Asset Acquired	450.54

Particulars	Amount
Purchase Consideration	461.53
Add: Fair Value of Non Controlling Interest (NCI)	174.58
Less: Net identifiable assets acquired	450.54
Goodwill*	**185.57**

*Goodwill is not deductible for tax purpose.

During the year, in accordance with the share purchase agreement dated June 27, 2023, Veranda Administrative Learning Solutions Private Limited has acquired, as part of the first tranche acquisition, 45,60,000 shares of Phire Learning Solutions Private Limited for a consideration of Rs. 456.00 lakhs. Consequent to this acquisition, shareholding of Veranda Administrative Learning Solutions Private Limited in Phire Learning Solutions Private Limited stands at 99.98% as at 31 March 2024. Rs. 5.53 lakhs of transaction cost incurred which are directly attributable to this acquisition has been capitalised with cost of investment.

Liability for put option issued to non-controlling interests which do not grant present access to ownership interest to the Group is recognized at present value of redemption amount. At the end of each reporting period, the non-controlling interests subject to put option is de-recognized and the difference between the amount de-recognized and present value of the redemption amount, which is recorded as a financial liability, is accounted for as an equity transaction.

NCI subject to put option has been recorded at fair value of Rs. 199.12 Lakhs as financial liability. The difference of Rs. 24.54 Lakhs is accounted for as an equity transaction.

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53.6 Neyyar Education Private Limited

Particulars	Amount
Property, Plant and Equipment	70.89
Inventories	111.90
Trade Receivables	214.10
Intangibles	
- Trademark	117.00
- Content	213.00
Cash & Bank Balance	22.75
Deferred tax assets (net)	1.62
Income tax assets	0.34
Other non-current Financial Assets	0.66
Other Current Assets	32.01
Other Current Financials Assets	26.85
Total Assets	**811.12**
Current Financial Liabilities - Borrowings	(334.87)
Non-Current Financial Liabilities - Borrowings	(50.41)
Trade Payables	(315.55)
Other Non-Current Liabilities	(8.74)
Other Current Liabilities	(1.27)
- Deferred Tax Liabilities on above intangible assets	(83.05)
Total Liabilities	**(793.89)**
Net identifiable Asset Acquired	17.23

Particulars	Amount
Purchase Consideration	1,450.63
Add: Fair Value of Non Controlling Interest (NCI)	456.90
Less: Net identifiable assets acquired	17.23
Goodwill*	**1,890.30**

*Goodwill is not deductible for tax purpose.

During the year, in accordance with the share purchase agreement dated May 22, 2023, Veranda Administrative Learning Solutions Private Limited has acquired, as part of the first tranche acquisition as well as primary investment, 8,174 shares of Neyyar Education Private Limited for a consideration of Rs. 1,558.64 lakhs. Consequent to this acquisition, shareholding of Veranda Administrative Learning Solutions Private Limited in Neyyar Education Private Limited stands at 76% as at 31 March 2024. Rs. 16.30 lakhs of transaction cost incurred which are directly attributable to this acquisition has been capitalised with cost of investment.

Liability for put option issued to non-controlling interests which do not grant present access to ownership interest to the Group is recognized at present value of redemption amount. At the end of each reporting period, the non-controlling interests subject to put option is de-recognized and the difference between the amount de-recognized and present value of the redemption amount, which is recorded as a financial liability, is accounted for as an equity transaction.

NCI subject to put option has been recorded at fair value of Rs. 531.15 Lakhs as financial liability. The difference of Rs. 74.25 Lakhs is accounted for as an equity transaction.

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53.7 JK Shah Education Private Limited

Group acquired 100% shareholding of JK Shah Education Private Limited on November 1, 2022. Goodwill on consolidation was computed as under:

Particulars	Amount
Property, Plant and Equipment	955.17
Intangibles	
- Brand Name	3,168.00
- Tutor Relationship	10,034.00
Cash & Bank Balance	8,143.23
Other Non Current Assets	4,236.71
Other Current Assets	574.96
Total Assets	**27,112.07**
Borrowings	-
Trade Payables	(1,010.00)
Other Non-Current Liabilities	(3,854.03)
Other Current Liabilities	(1,422.40)
Total Liabilities	**(6,286.43)**
Net identifiable Asset Acquired	20,825.64

Particulars	Amount
Purchase Consideration	45,525.65
Total Consideration	**45,525.65**
Less: Net identifiable assets acquired	20,825.64
Goodwill*	**24,700.01**

*Goodwill is not deductible for tax purpose.

During the previous year, in accordance with Share purchase agreement dated October 31, 2022, Veranda XL Learning Solutions acquired 63.14% shareholding control of J K Shah Education Private Limited (JK Shah) consisting of 20,57,011 Shares of Rs. 10 Each for a total consideration of Rs. 26,642.56 Lakhs. Subsequent to this acquisition, Veranda XL Learning Solutions further acquired 12,56,728 shares for a consideration of Rs. 7,139.13 lakhs. Consequent to this acquisition, shareholding of the Company in JK Shah stands at 76% as at March 31, 2023. Rs. 1,135.97 lakhs of transaction cost incurred which are directly attributable to this acquisition has been capitalised with cost of investment.

The Board of Directors of Veranda XL Learning Solutions in its meeting dated January 17, 2023 has approved merger of Veranda XL Learning Solutions Private Limited (Veranda XL) and J.K Shah Education Private Limited (Step - Down Subsidiary). The application for merger has been approved by the National Company Law Tribunal on November 30, 2023 with appointed date as October 31, 2022.

The merger has been accounted for using the acquisition accounting method under Ind AS 103 – Business Combinations and the difference between the fair value of net identifiable assets acquired and consideration paid on the merger has been accounted for as Goodwill.

During the year ended March 31, 2024, pursuant to the scheme of merger, the Company has issued 18,98,970 equity shares of Rs.10 each to the shareholders of J.K Shah Education Private Limited in lieu of their shareholding in J.K Shah Education Private Limited.

Furthermore, according to the Share Purchase Agreements dated October 31, 2022, and March 31, 2023, Veranda Learning Solutions Limited is unconditionally obligated to acquire the remaining 24% of the equity share capital (comprising 1,898,970 equity shares) of the Company within three years from the date of the respective Share Purchase Agreements, i.e., by October 31, 2025. Accordingly, the Company has not recorded Non-Controlling Interest in its financial statements and has accordingly recognized a financial liability amounting to Rs. 10607.99 Lakhs as at March 31, 2024.

As at March 31, 2024, for the above entities 53.1 to 53.7, the initial accounting for business combinations is complete and the Group has recorded the actual amounts of identified assets and liabilities. The Group has carried out the detailed purchase price allocation (PPA) using an independent expert and has completed the evaluation during the measurement period (one year from the date of acquisition).

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53.8 Tapasya Educational Institutions Private Limited

Particulars	Provisional
Property, Plant and Equipment	1,144.29
Intangible Assets	1,779.69
Intangibles	
- Brand	845.00
- Content	211.00
- Customer Relationship	615.00
Cash & Bank Balance	64.66
Trade Receivables	255.13
Other Non Current Assets	3,278.04
Other Current Assets	865.15
Total Assets	**9,057.97**
Trade Payables	(64.41)
Other Non-Current Liabilities	(2,837.92)
Other Current Liabilities	(1,160.32)
Total Liabilities	**(4,062.65)**
Net identifiable Asset Acquired	4,995.32

Particulars	Amount
Purchase Consideration	13,370.00
Fair Value of Non Controlling Interest (NCI)	9,222.00
Total Consideration	**22,592.00**
Add: Deferred tax liability recognised on Intangible Assets acquired	420.54
Less: Net identifiable assets acquired	4,995.32
Goodwill*	**18,017.22**

Pursuant to share purchase agreement dated January 11, 2023, the Company has acquired 50.00% shareholding control of Tapasya Educational Institutions Private Limited consisting of 25,98,750 shares of Rs. 10 each for a total consideration of Rs. 13,100 Lakhs. Rs. 270 Lakhs of transaction cost incurred which are directly attributable to this acquisition has been capitalised with cost of investment.

Liability for put option issued to non-controlling interests which do not grant present access to ownership interest to the Group is recognized at present value of redemption amount. At the end of each reporting period, the non-controlling interests subject to put option is de-recognized and the difference between the amount de-recognized and present value of the redemption amount, which is recorded as a financial liability, is accounted for as an equity transaction.

NCI subject to put option has been recorded at its fair value of Rs. 9,222.00 Lakhs as financial liability.

The Group has accordingly performed the purchase price allocation on a provisional basis as of March 31, 2024 in accordance with Ind AS 103 and will complete the exercise within a period of 1 year from the date of acquisition.

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53.9 Green Marker Edutech Private Limited

Sreedhar CCE Learning Solutions Private Limited ("Transferee Company") has entered into a Business Transfer Agreement ("BTA") on July 14, 2023 with Green Marker Edutech Private Limited ("Transferor Company"), for the acquisition of the Business of the Transferor Company as a going concern, the Consideration for the business undertaking acquired from Transferor 1 ("Business Undertaking 1") is to be paid on a deferred basis, in tranches consisting of annual instalments of an amount to be determined based on the performance of Business Undertaking 1 for the said year. The last tranche under BTA 1 is payable in the financial year 2028-2029. The final payout to be paid to Transferor 1 for the relevant year is to be made after adjusting / deducting monthly pay-outs of IN 25,00,000 each paid to Transferor 1 during the said year.

Goodwill has been computed for the above transaction as follows:

Particulars	Amount
Property, Plant and Equipment	23.51
Intangibles	
- Non Compete	1,762.60
- Software	2.33
Total Assets	**1,788.44**
Total Liabilities	-
Net identifiable Asset Acquired	**1,788.44**

Particulars	Amount
Purchase Consideration	12,015.03
Less: Net identifiable assets acquired	1,788.44
Goodwill*	**10,226.60**

*Future acquisition liability is recognised at fair value of Rs.12,015.04 lakhs as at the date of acquisition and an amount of Rs.566.36 lakhs has been accounted during the period ended 31st March, 2024 as unwinding of the financial liability and the deferred consideration liability as at March 31, 2024 is Rs.12,571.14 lakhs (Rs.1,174.58 lakhs as current liability and Rs.11,396.82 lakhs as non current liability). The Company has accordingly performed the provisional purchase price allocation (PPA) in accordance with IND AS 103 and will complete the exercise within the period of one year from the date of acquisition.

The Group has accordingly performed the purchase price allocation on a provisional basis as of March 31, 2024 in accordance with Ind AS 103 and will complete the exercise within a period of 1 year from the date of acquisition.

53.10 Goodwill on consolidation

Goodwill represents goodwill on consolidation and is the excess of purchase consideration paid over net asset value of acquired subsidiary on the date of such acquisition. Such goodwill is tested for impairment annually or more frequently, if there are indicators for impairment. The management does not foresee any risk of impairment on the carrying value of goodwill as at reporting date.

Goodwill on consolidation as at March 31, 2024 stood at Rs. 83,327.39 Lakhs (March 31, 2023: Rs.43,744.06 Lakhs).

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to the Group's cash generating unit that is expected to benefit from the synergies of the acquisition. The Chief operating decision maker reviews the goodwill for any impairment at each reporting date. The fair value of a CGU is determined based on pre-tax cash flow projections for a CGU over a period of five years. As of March 31, 2022 the estimated recoverable amount of the CGU exceeds its carrying amount. The recoverable amount was computed based on the fair value less cost to sell being higher than value-in-use. The values assigned to the key assumptions represents management assessment of future trend in the relevant industries and have been based on both historical data from both internal and external sources:-

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Discount rate	20.09%	20.09%
Terminal value of growth rate	4.00%	4.00%

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[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

54 Ratio analysis

a) Current Ratio = Current Assets/ Current Liabilities

Particulars	March 31, 2024	March 31, 2023
Current assets	16,108.14	13,560.73
Current liabilities	56,366.25	10,451.26
Ratio	**0.29**	**1.30**

Change in ratios of more than 25% compared to previous year is because the Group during the year has reclassified long term borrowings which are paid subsequent to the year end as current liabilities.

b) Debt - Equity Ratio = Total debt divided by Total equity where total debt refers to sum of current & non current borrowings

Particulars	March 31, 2024	March 31, 2023
Total debt	45,163.65	23,081.58
Total equity	37,705.56	30,594.15
Ratio	**1.20**	**0.75**

Change in ratios of more than 25% compared to previous year is because the Group during the year has issued non convertible debentures during the year and has issued equity shares for consideration other than cash.

c) Debt Service Coverage Ratio (DSCR) = Earnings available for debt services divided by Total interest and principal repayments

Particulars	March 31, 2024	March 31, 2023
Loss before tax for the period	(8,125.84)	(8,943.25)
Add: Non cash expenses and finance costs		
Depreciation and amortization expense	6,537.22	4,546.15
Finance costs	7,817.27	1,029.87
Earnings available for debt services	**6,228.65**	**(3,367.23)**
Interest cost on borrowings	4,019.49	581.38
Principal repayments	11,225.40	-
Total interest and principal repayments	**15,244.89**	**581.38**
Ratio	**0.41**	**(5.79)**

Change in ratios of more than 25% compared to the previous years is because the Group has obtained borrowings during the year hence the finance costs have increased.

d) Return on Equity Ratio / Return on Investment Ratio = Net profit after tax divided by Equity

Particulars	March 31, 2024	March 31, 2023
Loss before tax for the period	(8,125.84)	(8,943.25)
Total Equity	37,705.56	30,594.15
Ratio	**(0.22)**	**(0.29)**

Change in ratios of more than 25% compared to the previous years is because the Group has issued shares for consideration other than cash.

e) Inventory Turnover Ratio = Purchases Changes in inventory divided by closing inventory

Particulars	March 31, 2024	March 31, 2023
Purchases	709.86	407.29
Changes in inventory	(21.99)	(66.57)
Closing Inventory	(247.51)	(132.14)
Ratio	**(2.78)**	**(2.58)**

f) Trade Receivables turnover ratio = Credit Sales divided by Closing trade receivables

Particulars	March 31, 2024	March 31, 2023
Credit sales	36,173.06	16,135.67
Closing trade receivables	3,896.17	550.56
Ratio	**9.28**	**29.31**

Change in ratios of more than 25% compared to the previous years is because the Group has increased the sales and the credit period allowed to its customers.

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g) Trade payables turnover ratio = Credit purchases divided by closing trade payables

Particulars	March 31, 2024	March 31, 2023
Credit purchases	701.74	393.31
Closing trade payables	5,067.68	2,844.34
Ratio	**0.14**	**0.14**

h) Net capital Turnover Ratio =Revenue from Operations divided by Net Working capital

Particulars	March 31, 2024	March 31, 2023
Revenue from operations	36,173.06	16,135.67
Net Working Capital	(40,258.10)	3,109.47
Ratio	**(0.90)**	**5.19**

Change in ratios of more than 25% compared to previous year is because Group during the year has reclassified long term borrowings as current liabilities.

i) Net profit ratio = Net profit after tax divided by Revenue from operations

Particulars	March 31, 2024	March 31, 2023
Loss for the year	(7,611.17)	(7,921.37)
Revenue from operations	36,173.06	16,135.67
Ratio	**(0.21)**	**(0.49)**

Change in ratios of more than 25% compared to previous year is because of increased revenue from operations during the year.

j) Return on Capital employed- pre cash (ROCE)=Earnings before interest and taxes(EBIT)

Particulars	March 31, 2024	March 31, 2023
Loss before tax (A)	(8,125.84)	(8,943.25)
Finance Costs (B)	7,817.27	1,029.87
Other income (C)	828.68	3,856.39
EBIT (D) = (A)+(B)-(C)	**(1,137.25)**	**(11,769.77)**
Capital Employed- Pre Cash (J)=(E)-(F)-(G)-(H)-(I)	**104,090.55**	**70,023.76**
Total Assets (E)	163,335.55	89,169.12
Current Liabilities (F)	56,366.25	10,451.26
Current Investments (G)	-	-
Cash and Cash equivalents (H)	1,971.49	8,481.70
Bank balances other than cash and cash equivalents (I)	907.26	212.40
Ratio (D/J)	**(0.01)**	**(0.17)**

Change in ratios of more than 25% compared to previous year is because Group during the year has reclassified long term borrowings as current liabilities and issued equity shares for consideration other than cash.

55 Events after the Reporting Date

55.1 Subsequent to the year ended March 31, 2024, the Allotment Committee of the Holding Company, in the meeting held on April 18, 2024, has allotted 2,500 senior, secured, redeemable, unlisted and non-convertible debentures of a nominal value of Rs. 1,00,000 each aggregating to Rs. 2,500 Lakhs on a private placement basis, the Board of Directors of Veranda Race Learning Solutions Private Limited, in its meeting held on April 18, 2024, has allotted 9,000 senior, secured, redeemable, unlisted and non-convertible debentures of a nominal value of Rs. 1,00,000 each aggregating to Rs. 9,000 Lakhs on a private placement basis and the Board of Directors of Veranda XL Learning Solutions Private Limited in its meeting held on April 18, 2024, has allotted 16,500 senior, secured, redeemable, unlisted and non-convertible debentures of a nominal value of Rs. 1,00,000 each aggregating to Rs. 16,500 Lakhs on a private placement basis.

The debentures shall carry a coupon rate of

a) 9.75% p.a. on and from the Deemed Date of Allotment of the First Tranche NCDs until the expiry of 24 months from the Deemed Date of Allotment of the First Tranche NCDs compounded monthly and payable quarterly.

b) 11% p.a. after the expiry of 24 Months from the Deemed Date of Allotment of the First Tranche NCDs until the Final Settlement Date compounded monthly and payable quarterly.

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55.2 Subsequent to the year ended March 31, 2024, Veranda XL Learning Solutions Private Limited ("Subsidiary") ("Transferee Company") has entered into a Business Transfer Agreement on April 18, 2024, with Logic Management Training Institutes Private Limited ("Transferor Company") for acquisition of the business of Transferor Company on a going concern for a consideration in the form of cash or shares, at the discretion of the Transferee Company.

56 Other Statutory Information

i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

ii) The Group reviewed the status of all its customers and vendors Company, as at March 31, 2024 and March 31, 2023, in MCA portal, and observed that the Company do not have any transaction with struckoff companies under section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956.

iii) The Group do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

iv) The Group has not been declared wilful defaulter by any bank or financial institution or other lender during the year.

v) The Group have not traded or invested in Crypto currency or virtual currency during the financial year.

vi) The Group have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (intermediaries) with any oral or written understanding that the intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (ultimate beneficiaries) or (b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

vii) The Group have not received any fund from any person(s) or entity(ies) including foreign entities (funding party) with any oral or written understanding (whether recorded in writing or Otherwise) that the company shall:
(a) directly or indirectly lend or invest in any other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or
(b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

viii) The Group have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

ix) During the financial year, the Group has not revalued any of it's property, plant and Equipment, Right of use asset and Intangible Assets.

x) The Group has performed fair valuation of any investment properties as at March 31, 2024.

xi) The Group has compiled with the number of layers prescribed under clause (87) of section 2 of the act read with the Companies (Restriction on number of layers) Rules, 2017.

xii) Quarterly results or statements of current assets are yet to be filed by the Group with banks financial institutions.

xiii) The Group has not entered into any scheme of arrangement which has an accounting impact on current financial year.

xiv) With effect from April 01, 2023, the Ministry of Corporate Affairs (MCA) has made it mandatory for companies to maintain an audit trail throughout the year for transactions impacting books of accounts. Accordingly, the Group has complied with the same. except with respect to five subsidiaries, for a software operated by a third party software service provider, for maintaining student and course records. However, the Group has adequate controls in relation to edit log features.

Further, MCA requires companies to maintain daily backups of their financial data on servers located in India. Accordingly, the Group has complied with the maintenance of the daily backup of their financial data except for third party software used for maintaining student and course records where the backups of the financial data are not maintained on servers located in India.

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[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

57 Approval of consolidated financial statements.

The Consolidated financial statements were approved by the Board of Directors and authorised for issuance on May 28, 2024.

For and on behalf of the Board of Directors

Kalpathi S Suresh	**M Anantharamakrishnan**	**Saradha Govindarajan**
Executive Director cum Chairman	Company Secretary	Chief Financial Officer
Place : Chennai	Place : Chennai	Place : Chennai
Date : May 28, 2024	Date : May 28, 2024	Date : May 28, 2024

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Deloitte Haskins & Sells

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INDEPENDENT AUDITOR'S REPORT
To The Members of Veranda Learning Solutions Limited (formerly known as Veranda Learning Solutions Private Limited)

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Veranda Learning Solutions Limited (the "Parent Company") (formerly known as Veranda Learning Solutions Private Limited) and its subsidiaries, (the Parent Company and its subsidiaries together referred to as the "Group") and the Group's share of loss which comprise the Consolidated Balance Sheet as at March 31, 2023, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS"), and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2023, and their consolidated loss, their consolidated total comprehensive loss, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	**Evaluation of impairment of Goodwill in Brain4ce Education Solutions Private Limited** The Group's evaluation of goodwill for impairment involves the comparison of the recoverable value of cash-generating unit to its carrying value. The Group used the discounted cash flow model to estimate recoverable value, which requires management to make significant estimates and assumptions related to forecasts of future revenues and operating margins, and discount rates. Changes in these assumptions could have a significant impact	**Principal audit procedures performed:** i. We obtained understanding of the process followed by the Group in respect of the assessment of impairment of investments and other dues from identified subsidiaries. ii. Evaluated the Group's accounting policy in respect of impairment assessment of investments and other dues from identified subsidiaries. iii. We tested the Design, Implementation and Operating effectiveness of controls over impairment assessment process, including

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	on either the recoverable value, the amount of any goodwill impairment charge, or both. The goodwill balance pertaining to Brain4ce Education Solutions Private Limited (Note 7 to the consolidated financial statements) was Rs. 17,523.19 Lakhs as of March 31, 2023. We focused on this area as Key Audit Matter due to the size/ materiality of the goodwill balance, and because the Group's assessment of the value in use of the cash generating unit involves judgements about the future results of the business and the discount rates applied to future cash flow forecasts.	those over the key assumptions and review of the valuation methodology. iv. Evaluated the objectivity, competence and independence of the specialist engaged by the Company and reviewed the valuation report issued by such specialist. v. Obtained an understanding and tested the reasonableness of management's cash flow projections and the assumptions used in the discounted cash flow model. vi. Tested the appropriateness of the input data considered for the purposes of valuation by reconciling projected cash flows with underlying business plan and related details. vii. Involved our fair valuation specialists and evaluated the reasonableness of valuation methodology used by the management, evaluating the mathematical accuracy and review of the key assumptions such as the discount rate & growth rate and applying sensitivities to assess the reasonableness of the key assumptions; viii. Performed a sensitivity analysis to evaluate the impact of change in key assumptions individually or collectively to the recoverable value. ix. Evaluated the adequacy of the Group's disclosures in the financial statements in respect of its impairment testing. x. We evaluated the adequacy of the disclosures made in the consolidated Ind AS financial statements.
2	During the year, the Group acquired 76% of stake in J K Shah Education Private Limited (JK Shah), for a total consideration of Rs. 33,772 lakhs. We considered the audit of accounting for this acquisition to be a Key Audit Matter as it was a significant transaction during the year which required significant management judgement regarding: • Assessment of control over the entity acquired. • Assessment of obligation to acquire the balance 24% in the entity based on the terms and conditions in the share purchase agreement and shareholders agreement. • Allocation of the purchase price to the assets and liabilities acquired and adjustments made to align accounting policies of the newly acquired entity with the Group.	Our audit procedures with respect to this matter included, but were not limited to, the following: • We read the share purchase agreement and other relevant documents to obtain an understanding of the relevant terms of the transaction and assessing the accounting treatment in accordance with Ind AS 103. • Evaluated the competence, capabilities and objectivity of management's expert engaged for the purchase price allocation to the identified intangibles, obtained an understanding of the work of the expert, and evaluated the appropriateness of the expert's work as audit evidence. • Involved our valuation experts auditor's expert to: i. Assess the reasonableness of the underlying key assumptions used in determining the fair identified intangibles as at acquisition date ii. review the management's assessment/ method including the key assumptions related to the projections, the discount rate used in the assessment of the carrying values as at the year end.

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	• Provisional valuation of the unconditional obligation to purchase balance 24% of the equity share capital. • Accounting and disclosures given in the financial statements in accordance with the applicable Ind AS.	• We evaluated the control assessment made by the management and assessed the accounting treatment applied to these transactions. • We evaluated the management assessment of provisional valuation of unconditional obligation to purchase balance 24% of the equity share capital. • We have assessed the provisional accounting treatment followed by the Company for said acquisition is in accordance with the requirements of Ind AS 103 as applicable and also assessed the compliance of the disclosures made in Note 48.1 of the consolidated financial statements with the applicable accounting standards.

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

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

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

- In connection with our audit of the consolidated financial statements, our responsibility is to read the other information compare with the financial statements of the subsidiary audited by the other auditor, to the extent it relates to these entities and in doing so, place reliance on the work of the other auditors and consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. Other information so far as it relates to the subsidiary, is traced from their financial statements audited by the other auditor.

- When we read the Board's report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

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Deloitte
Haskins & Sells

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Parent Company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entity within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entity included in the consolidated financial statements, which have been audited by the other auditor, such other auditor remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

We communicate with those charged with governance of the Parent Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of one overseas subsidiary whose financial statements reflect total assets of Rs. 9.22 lakhs as at March 31, 2023, total revenues of Rs. NIL and net cash inflows/ (outflows) amounting to cash inflow of Rs. 9.22 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditor whose report have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary is based solely on the reports of the other auditor.

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on the separate financial statements of the subsidiary referred to in the Other Matters section above we report, to the extent applicable that:

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

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.

   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

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

   e) On the basis of the written representations received from the directors of the Parent as on March 31, 2023 taken on record by the Board of Directors of the Company, none of the directors of the Group companies, incorporated in India is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.

   f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Parent and subsidiary companies incorporated in India to whom internal financial controls over financial reporting is applicable. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to consolidated financial statements of those companies.

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

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

i) There were no pending litigations which would impact the consolidated financial position of the Group.

ii) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.

iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Parent Company, and its subsidiary companies incorporated in India.

iv) (a) The respective Managements of the Parent Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent Company or any of such subsidiaries to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The respective Managements of the Parent Company and its subsidiaries, which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us, to the best of their knowledge and belief no funds have been received by the Parent Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

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

v) The Parent Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have not declared or paid any dividend during the year and have not proposed final dividend for the year.

vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable w.e.f. April 1, 2023 to the Parent and its subsidiaries, which are companies incorporated in India, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.

DELOITTE HASKINS & SELLS ★ CHENNAI-17 ★ CHARTERED ACCOUNTANTS

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2. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/ "the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us, we report that the auditors of such companies have not reported any qualifications or adverse remarks in their CARO report except for the following:

No.	Name of the Company	CIN	Nature of relationship	Clause Number of CARO report with qualification or adverse remark
1	J K Shah Education Private Limited	U80301MH2008PTC179166	Step-down subsidiary	Clause (iv)

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Firm's Registration No. 008072S)

Ananthi

Ananthi Amarnath
Partner
(Membership No. 209252)
UDIN: 23209252BGXMLA8255

Place: Chennai
Date: May 29,2023

DELOITTE HASKINS & SELLS CHENNAI-17 CHARTERED ACCOUNTANTS

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ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT
(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2023, we have audited the internal financial controls over financial reporting of Veranda Learning Solutions Limited (formerly known as Veranda Learning Solutions Private Limited) (hereinafter referred to as "Parent Company") and its subsidiary companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting of the Parent and its subsidiary companies, which are companies incorporated in India.

Meaning of Internal Financial Controls Over Financial Reporting

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

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CHENNAI-17
CHARTERED ACCOUNTANTS

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Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Parent and its subsidiary companies, which are incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the criteria for internal financial control over financial reporting established by the respective Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm's Registration No. 008072S)

Ananthi

Ananthi Amarnath
Partner
(Membership No. 209252)
UDIN: 23209252BGXMLA8255

Place: Chennai
Date: May 29, 2023

DELOITTE HASKINS & SELLS
CHENNAI-17
CHARTERED ACCOUNTANTS

Veranda Learning Solutions Limited
(Formerly known as Veranda Learning Solutions Private Limited)
Consolidated Balance Sheet as at March 31, 2023
CIN: L74999TN2018PLC125880
[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

Particulars	Notes	As at 31 March 2023	As at 31 March 2022
I. ASSETS			
1. Non-current assets			
(a) Property, plant and equipment	4	1,408.45	147.55
(b) Right of use Assets	5	7,188.02	-
(c) Capital work in progress	4	7.57	-
(d) Goodwill on Consolidation	7	44,582.95	17,307.61
(e) Other Intangible Assets	4	20,239.51	8,001.04
(f) Intangible Assets under development	6	266.82	-
(g) Financial Assets			
(i) Investments	9	1.00	-
(ii) Other financial assets	10	673.74	10.00
(h) Deferred Tax assets (net)	8	496.31	114.08
(i) Income Tax assets	11	723.69	376.26
(j) Other Non Current Assets	12	20.33	20.32
Total non-current assets		**75,608.40**	**25,976.86**
2. Current assets			
(a) Inventories	13	132.14	63.65
(b) Financial assets			
(i) Trade receivables	14	550.56	345.04
(ii) Cash and cash equivalents	15	8,481.70	4,870.11
(iii) Bank balances other than (ii) above	15	212.40	2,764.10
(iv) Other financial assets	16	540.16	475.64
(c) Other current assets	17	3,643.77	3,618.50
Total current assets		**13,560.73**	**12,137.04**
TOTAL ASSETS		**89,169.12**	**38,113.90**
II.EQUITY AND LIABILITIES			
1. Equity			
(a) Equity share capital	18	6,157.21	4,117.70
(b) Other equity	19	24,436.94	3,580.28
Total equity		**30,594.15**	**7,697.98**
2. Liabilities			
Non-current liabilities			
(a) Provisions	20	207.16	112.97
(b) Financial liabilities			
(i) Borrowings	21	22,124.45	12,063.90
(ii) Lease Liabilities	5	6,241.42	-
(iii) Other Financial Liabilities	22	14,513.12	2,837.05
(c) Deferred tax liabilities (net)	8	5,037.56	1,896.62
Total non-current liabilities		**48,123.71**	**16,910.54**
3. Current liabilities			
(a) Financial liabilities			
(i) Borrowings	23	957.13	8,262.37
(ii) Lease Liabilities	5	1,292.97	-
(iii) Trade payables	24		
(a) Total outstanding dues of Micro Enterprises and Small Enterprises		24.08	348.30
(b) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		2,820.26	3,171.81
(iv) Other Financial Liabilities	25	476.04	40.22
(b) Other current liabilities	27	4,808.55	1,642.90
(c) Provisions	26	72.23	39.78
Total current liabilities		**10,451.26**	**13,505.38**
Total liabilities		**58,574.97**	**30,415.92**
TOTAL EQUITY AND LIABILITIES		**89,169.12**	**38,113.90**

See accompanying notes forming part of the consolidated financial statements
In terms of our report attached
For Deloitte Haskins & Sells
Chartered Accountants

For and on behalf of the Board of Directors

Ananthi Amarnath
Partner
Membership No: 209252
Place: Chennai
Date: May 29, 2023

Kalpathi S Suresh
Executive Director cum Chairman
DIN No: 00526480
Place: Chennai
Date: May 29, 2023

M Ananthramakrishnan
Company Secretary
Place: Chennai
Date: May 29, 2023

Saradha Govindarajan
Chief Financial Officer
Place: Chennai
Date: May 29, 2023

DELOITTE HASKINS & SELLS CHENNAI CHARTERED ACCOUNTANTS

Veranda Learning Solutions Limited
(Formerly known as Veranda Learning Solutions Private Limited)
Consolidated Statement of Profit and Loss for the year ended March 31, 2023
CIN: L74999TN2018PLC125880
[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

Particulars	Notes	For the year ended March 31, 2023	For the year ended March 31, 2022
A Revenue			
Revenue from operations	28	16,135.67	7,504.88
Other income	29	3,856.39	55.27
Total Income		**19,992.06**	**7,560.15**
B Expenses			
Cost of Materials consumed	30	12.06	7.35
Purchase of Stock - in - trade	31	393.31	260.74
Changes in Inventories of Stock - in - trade	32	(66.57)	9.17
Employee benefits expense	33	5,855.06	3,164.09
Advertisement and Business Promotion Expenses	36	4,224.21	2,224.76
Other expenses	37	12,941.22	5,799.25
Total expenses		**23,359.29**	**11,465.36**
C Earnings before Finance Costs, Tax, Depreciation and Amortisation		**(3,367.23)**	**(3,905.21)**
Finance Costs	34	1,029.87	833.15
Depreciation and Amortization expense	35	4,546.15	1,382.45
D Loss before tax		**(8,943.25)**	**(6,120.81)**
E Tax Expense			
Current Tax	38	(177.33)	-
Deferred Tax	38	(844.55)	(271.32)
Total Tax Expense		**(1,021.88)**	**(271.32)**
F Loss after Tax		**(7,921.37)**	**(5,849.49)**
G Other comprehensive loss for the year			
(i) Items that will not be subsequently reclassified to profit or loss			
Re-measurement gains/(losses) on defined benefit obligations		30.21	(7.80)
Income-tax relating to items that will not be subsequently reclassified to profit or loss			
Re-measurement gains/(losses) on defined benefit obligations		(3.75)	1.83
(ii) Items that will be subsequently reclassified to profit or loss			
Exchange differences on translation of foreign operations		(14.55)	-
Income-tax relating to items that will be subsequently reclassified to profit or loss			
Exchange differences on translation of foreign operations		-	-
Other comprehensive Income / (loss) for the year, net of tax		**11.91**	**(5.97)**
H Total comprehensive loss for the year		**(7,909.46)**	**(5,855.46)**
I Loss per share	39		
Basic Earnings per share (Nominal value per equity share of Rs.10)		(13.65)	(16.96)
Diluted Earnings per share (Nominal value per equity share of Rs.10)		(13.65)	(16.96)

See accompanying notes forming part of the consolidated financial statements

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

For and on behalf of the Board of Directors

Ananthi Amarnath	**Kalpathi S Suresh**	**M Anantharamakrishnan**	**Saradha Govindarajan**
Partner	Executive Director cum Chairman	Company Secretary	Chief Financial Officer
Membership No: 209252	DIN No: 00526480		
Place: Chennai	Place: Chennai	Place: Chennai	Place: Chennai
Date: May 29, 2023	Date: May 29, 2023	Date: May 29, 2023	Date: May 29, 2023

DELOITTE HASKINS & SELLS CHENNAI CHARTERED ACCOUNTANTS

Veranda Learning Solutions Limited
(Formerly known as Veranda Learning Solutions Private
Consolidated Statement of Cash Flows for the year ended March 31, 2023
CIN. L74999TN2018PLC125880
[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Cash Flows From Operating Activities		
Loss before tax	**(8,943.25)**	**(6,120.81)**
Adjustments to reconcile profit / (Loss) before tax to net cashflows		
Finance cost	1,029.87	833.15
Employee share based payment expense	(236.60)	634.19
Depreciation and amortization expense	4,546.15	1,382.45
Interest Income	(171.55)	(40.08)
Unrealised foreign exchange (gain) / loss	(13.04)	-
Expected Credit Loss	145.25	-
Profit on cancellation of debentures	(3,212.71)	-
Gain on preclosure of lease agreement	(48.12)	-
Interest on unwinding of security deposit	(16.05)	(1.78)
	(6,920.05)	(3,312.88)
Change in operating assets and liabilities net of acquisition through business combination		
(Increase) / decrease in Inventories	(68.48)	8.83
Increase in trade receivables	(337.73)	(313.52)
Increase in Other financial assets	(712.21)	(377.13)
(Increase) / decrease in Other assets	3,221.32	(2,474.55)
Increase in provisions and other liabilities	138.56	141.91
Increase / (decrease) in trade payables	(1,685.81)	1,197.41
Increase in other financial liabilities	6,607.01	1,024.29
Increase in other current liabilities	1,743.25	625.86
Cash used in operations	1,985.86	(3,479.77)
Less : Income taxes paid (net of refunds)	(491.13)	(449.31)
Net cash used in operating activities (A)	**1,494.73**	**(3,929.08)**
Cash Flows From Investing Activities		
Capital Expenditure on property, plant & equipment & Intangible Assets	(9,067.95)	(362.27)
Proceeds from sale of property, plant & equipment	78.59	7.26
Investments in Subsidiaries	(36,093.69)	(19,567.60)
Redemption / (Investment) in Fixed Deposit	2,551.70	(2,762.10)
Interest income on Deposits	171.55	41.87
Net cash used in investing activities (B)	**(42,359.80)**	**(22,642.84)**
Cash Flows From Financing Activities		
Proceeds from issue of equity share capital (including premium)	34,555.23	12,925.19
Transaction costs incurred for issue of equity share capital	(1,736.12)	-
Proceeds from long term borrowings	18,486.88	11,496.51
Repayment of long term borrowings	(5,213.62)	(71.32)
Proceeds from short term borrowings	377.42	7,646.56
Repayment of short term borrowings	(7,682.66)	-
Repayment of lease liabilities	(1,800.02)	(115.06)
Finance costs	(801.81)	(616.35)
Gain on preclosure of lease agreement	48.12	-
Net cash from financing activities (C)	**36,333.42**	**31,265.53**
Net increase in cash and cash equivalents (A+B+C)	**(4,531.65)**	**4,693.61**
Cash and cash equivalents at the beginning of the year	4,870.11	42.71
Cash inflow on account of acquisition of subsidiaries	8,143.23	133.79
Cash and cash equivalents at end of the year (Refer Note 15)	**8,481.69**	**4,870.11**

DELOITTE HASKINS & SELLS
CHENNAI
CHARTERED ACCOUNTANTS

Veranda Learning Solutions Limited
(Formerly known as Veranda Learning Solutions Private
Consolidated Statement of Cash Flows for the year ended March 31, 2023
CIN: L74999TN2018PLC125880
[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

Notes:

1. Cash Flow Statement has been prepared under the Indirect method as set out in the Indian Accounting Standard 7 on Cash Flow Statements, Cash and cash equivalents in the Cash Flow Statement comprise cash at bank and in hand, demand deposits and cash equivalents which are short-term and held for the purpose of meeting short-term cash commitments.

Balances with banks - current accounts	461.03	4,869.80
Balances with banks - Deposit accounts	7,830.26	-
Cash on hand	10.57	0.31
Cheques on hand	179.84	-
	8,481.70	**4,870.11**

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

- Figures in bracket indicate cash outflow

Reconciliation of liabilities from financing activities for the year ended March 31, 2023:

Particulars	As at March 31, 2022	Proceeds	Repayments	Forfeiture (Refer Note 29.1)	As at March 31, 2023
Long-Term borrowings	12,063.90	18,486.88	(5,213.62)	(3,212.71)	22,124.45
Short-Term borrowings (including Current maturity to Long-Term borrowings)	8,262.37	377.42	(7,682.66)	-	957.13
Total	**20,326.27**	**18,864.30**	**(12,896.28)**	**(3,212.71)**	**23,081.58**

Reconciliation of liabilities from financing activities for the year ended March 31, 2022:

Particulars	As at March 31, 2021	Proceeds	Repayments	Forfeiture	As at March 31, 2022
Long-Term borrowings	638.71	11,496.51	(71.32)	-	12,063.90
Short-Term borrowings (including Current maturity to Long-Term borrowings)	615.81	7,646.56	-	-	8,262.37
Total	**1,254.52**	**19,143.07**	**(71.32)**	-	**20,326.27**

See accompanying notes forming part of the consolidated financial statements

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

For and on behalf of the Board of Directors

Ananthi Amarnath
Partner
Membership No. 209252

Kalpathi S Suresh
Executive Director cum Chairman
DIN No: 00526480

M Anantharamakrishnan
Company Secretary

Saradha Govindarajan
Chief Financial Officer

Place: Chennai
Date: May 29, 2023

Place: Chennai
Date: May 29, 2023

Place: Chennai
Date: May 29, 2023

Place: Chennai
Date: May 29, 2023

DELOITTE HASKINS & SELLS ★ CHENNAI ★ CHARTERED ACCOUNTANTS

Veranda Learning Solutions Limited
(Formerly known as Veranda Learning Solutions Private Limited)
Statement of Changes in Equity for the year ended March 31, 2023
CIN: L74999TN2018PLC125880
[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

(A) Equity Share Capital

Balance as at 01 April 2021	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting year	Changes in equity share capital during the current year	Balance as at 31 March 2022
700.00	-	700.00	3,417.70	4,117.70

Balance as at 01 April 2022	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting year	Changes in equity share capital during the current year	Balance as at 31 March 2023
4,117.70	-	4,117.70	2,039.51	6,157.21

(B) Other Equity

Particulars	Employee stock option outstanding	Securities Premium	Share application money pending allotment	Share Warrants	Foreign Currency Translation Reserve	Retained Earnings	Total: Equity holders of the Company	Total: Equity holders of the Company
Balance as at March 31, 2021	**151.10**	-	-	-	-	**(857.05)**	**(705.95)**	-
Loss for the year	-	-	-	-	-	(5,849.49)	(5,849.49)	-
Other comprehensive loss, net of tax	-	-	-	-	-	(5.97)	(5.97)	-
Share based payment reserve	634.19	-	-	-	-	-	634.19	-
Movement during the year	-	4,832.36	4,675.13	-	-	-	9,507.49	-
Balance as at March 31, 2022	**785.29**	**4,832.36**	**4,675.13**	-	-	**(6,712.50)**	**3,580.29**	-
Loss for the year	-	-	-	-	-	(7,921.37)	(7,921.37)	-
Other comprehensive loss, net of tax	-	-	-	-	(14.55)	26.45	11.90	-
Share based payment reserve (Refer Note 47)	380.40	-	-	-	-	-	380.40	-
Reversal of Share based payment reserve (Refer Note 46.4)	(785.29)	-	-	-	-	-	(785.29)	-
Movement during the year	-	35,755.89	(4,675.13)	1,535.00	-	-	32,615.76	-
Share issue expenses adjusted	-	(3,444.74)	-		-	-	(3,444.74)	-
Balance as at March 31, 2023	**380.40**	**37,143.51**	-	**1,535.00**	**(14.55)**	**(14,607.42)**	**24,436.94**	-

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
Membership No: 209252

Place: Chennai
Date: May 29, 2023

For and on behalf of the Board of Directors

Kalpathi S Suresh
Executive Director cum Chairman
DIN No: 00526480

Place: Chennai
Date: May 29, 2023

Saradha Govindarajan
Chief Financial Officer

Place: Chennai
Date: May 29, 2023

M Anantharamakrishnan
Company Secretary

Place: Chennai
Date: May 29, 2023

DELOITTE HASKINS & SELLS CHENNAI CHARTERED ACCOUNTANTS

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 Holding Company and its subsidiaries (herein referred to as "The Group") are as follows:

The Group is developing & managing an integrated Online to Offline (O2O) EdTech platform which offers wide range of learning programs for learners preparing for competitive and professional exams with highly curated learning contents, books & Q&A in their repository - Tamil Nadu Public Service Commission (TNPSC), SSC, RRB and Banking exams, Chartered Accountancy and IAS courses. Group is also engaged in the business of providing online training and coaching services.

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

1.1 The group subsidiaries are set out below

		Proportion of ownership interest		Proportion of ownership interest	
Name of the Subsidiary	**Country of Incorporation**	**As at March 31, 2023**	**Date of acquiring of interest**	**As at March 31, 2022**	**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%	Not applicable	100%	Not applicable
M/s. Veranda XL Solutions Private Limited (Formerly Known as M/s. Veranda Excel Solutions Private Limited)	India	100%	Not applicable	100%	Not applicable
M/s. Veranda IAS Learning Solutions Private Limited*	India	100%	Not applicable	100%	Not applicable
M/s. Brain4ce Education Solutions Private Limited	India	100%	Not applicable	100%	17-Sep-21
Veranda Learning Solutions North America, Inc.	USA	100%	June 15, 2022	0%	Not applicable
Veranda Administration Learning Solutions Private Limited	India	100%	September 15,2022	0%	Not applicable
Veranda Management Learning Solutions Private Limited	India	100%	September 1,2022	0%	Not applicable
J. K. Shah Education Private Limited	India	76%	November 1,2022	0%	Not applicable

2A Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

a) Ind AS 1- Presentation of Financial Statements- This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023 The Company has evaluated the amendment and the impact of the amendment is insignificant in the financial statements

b) Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors - This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its financial statements.

c) Ind AS 12 – Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and off setting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its financial statement

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2B Basis of preparation of Consolidated financial statements

i) Principles of Consolidation and Equity Accounting

Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

Historical cost convention

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

Measurement of fair values

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

The Group has an established control framework with respect to the measurement of fair values.

The valuation team regularly reviews significant unobservable inputs and valuation adjustments.

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

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

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

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

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

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

3 Critical accounting judgements and key sources of estimation uncertainty :

In the application of the Group's accounting policies, which are described in Note 3.1, the Directors of the Holding Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis.

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

- Revenue Recognition
- Useful lives of Property, plant and equipment
- Fair value of financial assets and financial liabilities
- Provision for employee benefits
- Provision for taxation
- Employee shared based payments - Recognition, measurement, presentation and disclosure
- Assessment of going concern
- Useful lives of Intangible assets

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

3.1 Significant Accounting Policies

a) Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification.
An asset is treated as current when it is:

i) Expected to be realised or intended to be sold or consumed in normal operating cycle:
ii) Held primarily for the purpose of trading:
iii) Expected to be realised within twelve months after the reporting period, or
iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.
A liability is current when:

i) It is expected to be settled in normal operating cycle:
ii) It is held primarily for the purpose of trading:
iii) It is due to be settled within twelve months after the reporting period, or
iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current
Deferred tax assets and liabilities are classified as non-current assets and liabilities
The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified 12 months as its operating cycle.

b) Revenue Recognition

Operating revenue:
Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The Group derives its revenue from Edutech services (online and offline) by providing comprehensive learning programmes.

A. Online revenue : Revenue from sale of online courses is recognised based on satisfaction of performance obligations as below:
i) Supply of books is recognised when control of the goods is transferred to the customer at an amount that reflects the consideration entitled as per the contract / understanding in exchange for the goods or services

ii) Supply of online content is recognised upfront upon access being provided for the uploaded content to the learners.
iii) Supply of hosting service is recognised over the period of license of access provided to the learners at an amount that reflects the consideration entitled as per the contract / understanding in exchange for such services.

B. Offline revenue : Revenue from offline courses are recognised as revenue on a pro-rata based on actual classes conducted by the educators. The Group does not assume any post performance obligation after the completion of classes. Revenue received for classes to be conducted subsequent to the year end is considered as Deferred revenue which is included in other current liabilities.

C. Revenue from Delivery partner license fee is recognized at a point in time upon transfer of the license to customers.

Income from services rendered is recognized based on agreements / arrangements with the customers as the service is performed in proportion to the stage of completion of the transaction at the reporting date and the amount of revenue can be measured reliably. Unbilled revenue represents revenue for services provided and not yet billed to the customer.

B2C revenue recognition:
For Self Paced courses – Revenue is recognized in the month of the sale
For Live Courses - Revenue is recognized over the period of 45 days from the date of batch allocation
For Master courses - Revenue is recognized over the period of 5 months from the date of batch allocation

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PGP (Post Graduation Program) Revenue recognition:
Revenue is recognized over the period of 11 months from the date of batch allocation.
B2B revenue recognition:
Revenue is recognised as and when Invoice is issued against the services provided.
Unbilled revenue included in other current assets represents cost and earnings in excess of billings as at the end of the reporting year.
Unearned revenue included in current liabilities represents billings in excess of revenue recognized.

Other operating revenue:
Shipping revenue is recognised at the time of delivery to end customers. Shipping revenue received towards deliveries subsequent to the year end is considered as Deferred revenue which is included in other current liabilities.

Revenue is recognised on accrual basis, net of refunds and taxes.

c) Interest Income

Interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

d) Property, plant and equipment (PPE)

Presentation

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

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

Derecognition

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

Depreciation on property, plant and equipment

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

Assets Category	Useful life (in Years) as per management
Office Equipment	5 to 10
Furniture and Fixtures	10
Computers	3 to 4
Motor Vehicles	6 to 8

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.

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Useful life and amortisation of intangible assets

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

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

Assets Category	Estimated useful life (in years)
Content Development Cost	2
Intellectual Property Right	10
Trade Name	5
Technology	5
Non compete fee	Based on Contract Period
Computer Software	3

Intangible under development

Costs incurred during research phase are charged to profit or loss in the year in which they are incurred. Development phase expenses are initially recognized as intangible assets under development until the development phase is complete, upon which the amount is capitalized as intangible asset.

Intangible assets acquired

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

f) **Loans and borrowings**

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

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

Derecognition of financial liabilities

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

g) **Borrowing Costs**

Borrowing cost include interest computed using Effective Interest Rate method, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

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

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i) Taxes

Current income tax

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

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

Deferred tax

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

Deferred tax liabilities are recognised for all taxable temporary differences.

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

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

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

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

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

j) Retirement and other employee benefits

Provident Fund

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

Gratuity

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

Leave encashment

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

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k) Share based Payments

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

l) Impairment of non financial assets

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

m) Provisions, contingent liabilities and contingent asset

Provisions

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

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

Contingent liability

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

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

Contingent assets

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

n) Cash and cash equivalents

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

o) Cash Flow Statement

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

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.

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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) Leases

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

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

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

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

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, 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.

r) Segment reporting

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

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

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

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

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

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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t) Business Combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange of control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

•At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

• deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Taxes and Ind AS 19 Employee Benefits respectively;

• liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payment at the acquisition date; and

• assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.)

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see above), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

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Veranda Learning Solutions Limited
(Formerly known as Veranda Learning Solutions Private Limited)
Notes to Consolidated Financial Statements for the year ended March 31, 2023
CIN: L74999TN2018PLC125880
[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

4 Property, plant and equipment

Particulars	Tangible Assets								Intangible Assets							
	Furniture and fixtures	Office Equipment	Computers	Electricals & fittings	Leasehold Improvements	Plant & Machinery	Vehicles	Total	Non-Compete Fee	Copy Rights	Intellectual Property Rights	Content Cost	Software	Trade Name	Technology	Total
Balance as at March 31, 2021	27.48	32.10	100.22	-	-	-	-	159.80	10.00	-	81.00	75.65	8.42	-	-	175.07
Additions	0.34	3.30	23.87	-	-	-	-	27.51	-	-	-	526.43	-	-	-	526.43
Addition on account of acquisition of subsidiaries (Refer Note 48.3)	9.43	9.47	191.11	-	-	-	32.21	262.21	3,626.93	-	-	-	15.74	2,001.94	2,917.29	8,561.90
Disposals / Transfers	-	0.73	64.27	-	-	-	-	65.00	-	-	-	-	-	-	-	-
Balance as at March 31, 2022	37.25	44.14	250.92	-	-	-	52.21	384.52	3,636.93	-	81.00	602.08	24.16	2,001.94	2,917.29	9,263.40
Additions	119.30	115.76	156.78	25.64	223.42	19.82	0.26	660.98	0.40	-	0.73	61.51	46.19	-	-	108.83
Addition on account of acquisition of subsidiaries (Refer Note 48.1)	890.58	390.84	27.44	-	-	-	127.87	1,436.73	3,149.00	9.78	-	-	2.73	5,843.00	6,601.00	15,605.51
Disposals / Transfers	25.69	29.59	96.05	-	-	-	-	151.33	-	-	-	-	0.49	-	-	0.49
Balance as at March 31, 2023	1,021.44	521.15	339.08	25.64	223.42	19.82	180.34	2,330.90	6,786.33	9.78	81.73	663.59	72.59	7,844.94	9,518.29	24,977.25
Accumulated depreciation																
Balance as at March 31, 2021	1.06	4.94	14.63	-	-	-	-	20.63	0.31	-	2.51	10.65	1.99	-	-	15.46
Depreciation for the year	3.23	8.49	43.12	-	-	-	2.13	56.98	485.42	-	8.07	206.26	6.28	213.91	311.71	1,231.65
Addition on account of acquisition of subsidiaries	5.05	7.53	164.62	-	-	-	39.98	217.18	-	-	-	-	15.25	-	-	15.25
Disposals / Transfers	-	0.62	57.20	-	-	-	-	57.82	-	-	-	-	-	-	-	-
Balance as at March 31, 2022	9.35	20.34	165.16	-	-	-	42.11	236.97	485.73	-	10.58	216.91	23.52	213.91	311.71	1,262.36
Depreciation for the period	81.99	38.40	93.28	19.97	25.77	1.46	9.92	270.79	1,342.13	-	8.13	340.83	6.55	641.98	1,129.62	3,469.24
Addition on account of acquisition of subsidiaries	372.64	86.63	14.62	-	-	-	13.76	487.65	-	3.95	-	-	2.45	-	-	6.40
Disposals / Transfers	6.14	10.84	55.99	-	-	-	-	72.97	-	-	-	-	0.26	-	-	0.26
Balance as at March 31, 2023	457.84	134.54	217.07	19.97	25.77	1.46	65.79	922.45	1,827.86	3.95	18.71	557.74	32.26	855.89	1,441.33	4,737.74
Net Carrying Value																
As at March 31, 2023	563.60	386.61	122.01	5.67	197.65	18.36	114.55	1,408.45	4,958.47	5.83	63.02	105.85	40.33	6,989.05	8,076.96	20,239.51
As at March 31, 2022	27.91	23.80	85.75	-	-	-	10.09	147.55	3,151.20	-	70.42	385.17	0.64	1,788.03	2,605.58	8,001.04

4 Capital Work in Progress

Particulars	Opening	Additions	Addition on account of acquisition of subsidiaries	Deletions	Closing
Tangible	-	7.57	-	-	7.57

Ageing schedule of Capital work in progress (CWIP)

Particulars	Amount in CWIP for a period of				Total*
	Less than 1 year	1-2 Years	2-3 Years	More than 3 years	
As at March 31, 2023					
Projects in Progress	7.57	-	-	-	7.57
Total	7.57	-	-	-	7.57
As at March 31, 2022					
Projects in Progress	-	-	-	-	-
Total	-	-	-	-	-

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Note. There are no capital-work-in progress, whose completion is overdue or has exceeded its cost compared to its original plan

[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

5 Leases

This note provides information for leases where the Group is a lessee. The Group has leased a rental premises for office purpose.

(i) Amounts recognised in the balance sheet

The balance sheet shows the following amounts relating to leases:

Particulars	As at March 31, 2023	As at March 31, 2022
Right-of-use assets		
Buildings**	7,188.02	-
Total	**7,188.02**	-
Lease liabilities * **		
Current	1,292.97	-
Non-Current	6,241.42	-
Total	**7,534.39**	-

(ii) Movement of Right-of-use assets and Lease liabilities

Particulars	Buildings	Total
Gross carrying amount		
As at March 31, 2021	**104.36**	**104.36**
Additions during the year	16.77	16.77
As at March 31, 2022	**121.13**	**121.13**
Reclassification from property, plant & equipment	2,624.59	2,624.59
Additions during the year	7,323.88	7,323.88
Disposals	(677.27)	(677.27)
As at March 31, 2023	**9,392.33**	**9,392.33**

Accumulated depreciation and impairment		
As at March 31, 2021	**27.31**	**27.31**
Depreciation / amortisation charge during the year	93.82	93.82
As at March 31, 2022	**121.13**	**121.13**
Reclassification from property, plant & equipment	1,679.00	1,679.00
Depreciation / amortisation charge during the year	806.12	806.12
Disposals	(401.94)	(401.94)
As at March 31, 2023	**2,204.31**	**2,204.31**

Net carrying amount as at March 31, 2023	**7,188.02**	**7,188.02**
Net carrying amount as at March 31, 2022	-	-

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Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning	-	77.06
Addition on account of acquisition of subsidiaries	2,097.32	-
Add: Lease liabilities recognised during the year	7,330.30	16.63
Add: Interest cost accrued during the year	230.24	2.37
Less: Deletions during the year	(323.45)	-
Less: Payment of lease liabiities including interest	(1,800.02)	(96.06)
Balance at the end	**7,534.39**	-

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 table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

Particulars	As at March 31, 2023	As at March 31, 2022
Less than one year	1,292.97	-
One to five years	6,241.42	-
More than five years	-	-
Total	**7,534.39**	-

(ii) Amounts recognised in the statement of profit and loss
The statement of profit and loss shows the following amounts relating to leases:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Depreciation charge for right-of-use assets (Refer Note 35)	806.12	93.82
Total	**806.12**	**93.82**

Interest expense (included in finance costs) (Refer Note 34)	230.24	2.37
Expense relating to short-term leases (included in other expenses) (Refer Note 37)	225.09	306.96

(iii) Amounts recognized in cash flow statement

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Total cash (outflows) for leases	(1800.02)	(96.06)

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[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

(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 terms.

(v) Extension and termination options

Extension and termination options are included in a number of property leases. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension and termination options held are exercisable only by the Group and not with the respective lessor.

6 Intangible Asset under development

Particulars	As at March 31, 2023	As at March 31, 2022
Content development Cost	266.82	-
	266.82	**-**

	As at March 31, 2023				
	To be completed in				
Particulars	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Content Development Cost					
Projects in progress	266.82	-	-	-	266.82
Project suspended	-	-	-	-	-

	As at March 31, 2022				
	To be completed in				
Particulars	**Less than 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Content Development Cost					
Projects in progress	-	-	-	-	-
Project suspended	-	-	-	-	-

Note: There are no intangibles under development, whose completion is overdue or has exceeded its cost compared to its original plan

7 Goodwill on Consolidation

Particulars	As at March 31, 2023	As at March 31, 2022
Goodwill on consolidation	44,582.95	17,307.61
(Refer Note 48.1)	**44,582.95**	**17,307.61**

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[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

7.1 Movement of Goodwill during the year

Particulars	As at March 31, 2023	As at March 31, 2022
Opening Balance	17,307.61	6.62
Acquired during the year (Refer Note 48.1)	27,275.34	17,300.99
Closing Balance	**44,582.95**	**17,307.61**

8 Deferred Tax Liability

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred Tax Liability		
Opening Balance	1,896.62	-
On account of fair value of assets acquired through Business combination	3,140.94	1,896.62
	5,037.56	**1,896.62**

Deferred Tax Assets

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred Tax Asset		
On property plant and equipment	288.12	16.52
On Right-of-use assets	91.37	-
On expenses allowable on payment basis	1.90	50.47
Provision for gratuity	54.50	23.84
Provision for leave encashment	6.35	5.60
Provsion for Doubtful Debts	24.49	0.64
Others	29.58	17.01
Deferred Tax Assets	**496.31**	**114.08**

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9 Non-current Investments

Particulars	As at March 31, 2023	As at March 31, 2022
Investments valued at FVPL		
Unquoted preference shares		
10,000 (previous year: 10,000) Perpetual non-cumulative preference shares (Series 1) of Saraswat Co-operative Bank Limited of Rs. 10 each fully paid up	1.00	
	1.00	**-**

Aggregate amount of unquoted investments	1.00	-

10 Other financial assets

Particulars	As at March 31, 2023	As at March 31, 2022
Security deposits	356.91	-
In fixed deposits - with original maturity more than 12 months	313.50	10.00
Interest accrued on fixed deposit but not due	3.33	-
Total	**673.74**	**10.00**

11 Income tax assets (net)

Particulars	As at March 31, 2023	As at March 31, 2022
Advance tax and TDS receivable	723.69	376.26
Total	**723.69**	**376.26**

12 Other Non Current Assets

Particulars	As at March 31, 2023	As at March 31, 2022
Capital advances	20.33	20.32
Total	**20.33**	**20.32**

13 Inventories

Particulars	As at March 31, 2023	As at March 31, 2022
Valued at lower of cost and Net Realisable value unless otherwise stated		
Packing Material	3.43	1.51
Stock in Trade (Books)	128.71	62.14
	132.14	**63.65**

14 Trade receivables

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured considered good		
(a) Consigered good - Secured		-
(b) Consigered good - Unsecured	550.56	338.93
(c) Have significant increase in Credit Risk	-	6.11
(d) Credit impaired	91.85	4.03
Less : Allowance for credit impaired	(91.85)	(4.03)
	550.56	**345.04**

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	As at March 31, 2023					
	Outstanding for following periods from due date of payment					
Particulars	**Less than 6 months**	**6 months - 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) Undisputed trade receivables – considered good	642.41	-	-	-	-	642.41
(ii) Undisputed trade receivables – Credit impaired	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables - Credit impaired	-	-	-	-	-	-
	642.41	-	-	-	-	**642.41**
Less : Allowance for credit loss						**(91.85)**
Total trade receivables						**550.56**

	As at March 31, 2022					
	Outstanding for following periods from due date of payment					
Particulars	**Less than 6 months**	**6 months - 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) Undisputed trade receivables – considered good	349.07	-	-	-	-	349.07
(ii) Undisputed trade receivables – Credit impaired	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables - Credit impaired	-	-	-	-	-	-
	349.07	-	-	-	-	**349.07**
Less : Allowance for credit loss						**(4.03)**
Total trade receivables						**345.04**

15 Cash and cash equivalents

Particulars	**As at March 31, 2023**	**As at March 31, 2022**
Balances with Banks - In current accounts	461.03	4,869.80
Balances with Banks - In Deposit accounts	7,830.26	-
Cash - on - Hand	10.57	0.31
Cheques on hand	179.84	-
	8,481.70	4,870.11
Other bank balances		
In Fixed deposit - with remaining maturity less than 12 months - (Refer Note 15.1)	2.14	2,764.10
In Fixed Deposit - with remaining maturity less than 12 months	210.26	-
	212.40	2,764.10
	8,694.10	**7,634.21**

15.1 The fixed deposit are held under lien against issue of Corporate Credit cards amounted to Rs. 2.14 Lakhs (as at March 31, 2022 - Rs. 2.14 Lakhs)

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16 Other Financial assets

Particulars	As at March 31, 2023	As at March 31, 2022
(Unsecured considered good)		
Interest accrued but not due on bank deposits	15.05	4.42
Security Deposits	206.20	286.11
Unbilled Revenue	271.55	185.11
Interest receivable on loans	47.36	-
	540.16	**475.64**

16.1 Unbilled Revenue Ageing

	As at March 31, 2023					
	Outstanding for following periods from due date of payment					
Particulars	**Less than 6 months**	**6 months - 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Unbilled revenue	271.55		-	-	-	**271.55**

	As at March 31, 2023					
	Outstanding for following periods from due date of payment					
Particulars	**Less than 6 months**	**6 months - 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
Unbilled revenue	185.11	-	-	-	-	**185.11**

17 Other current assets

Particulars	As at March 31, 2023	As at March 31, 2022
Advance to vendors	478.59	989.18
Advance to employees	346.91	5.16
Prepaid Expenses	837.44	528.65
Other Receivables	5.11	14.01
Balance With Government Authorities	1,524.82	372.93
Unamortized loan processing charges	450.90	-
Unamortised share issue expenses (Refer Note 17.1)	-	1,708.57
	3,643.77	**3,618.50**

17.1 The Company has filed Red herring Prospectus on March 24, 2022.The Company has incurred certain expenses towards proposed Initial Public Offering of its equity shares. The Company has adjusted share issue expenses against securities premium in current year on completion of IPO process.

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18 Share Capital

Particulars	As at March 31, 2023	As at March 31, 2022
Authorised Share Capital 10,00,00,000 (March 31, 2022 - 6,00,00,000) Equity Shares of Rs.10/- each (March 31, 2022 - Rs. 10/- each)	10,000.00	6,000.00
	10,000.00	**6,000.00**
Issued Share Capital 6,15,72,093 (March 31, 2022 - 4,11,76,979) Equity Shares of Rs.10/- each (March 31, 2022 - Rs. 10/- each)	6,157.21	4,117.70
	6,157.21	**4,117.70**
Subscribed and fully paid up share capital 6,15,72,093 (March 31, 2022 - 4,11,76,979) Equity Shares of Rs.10/- each (March 31, 2022 - Rs. 10/- each)	6,157.21	4,117.70
	6,157.21	**4,117.70**

18.1

Reconciliation of number of equity shares subscribed	As at March 31, 2023		As at March 31, 2022	
	No of Shares	Amount	No of Shares	Amount
Balance at the beginning of the year	4,11,76,979	4,117.70	7,00,00,000	700.00
Issued during the year	2,03,95,072	2,039.51	59,76,979	597.70
Bonus Shares issued during the year	-	-	2,82,00,000	2,820.00
Equity Share on share split from Rs.10 to Rs.1 per share	-	-	-	-
Equity Share on share Consolidation from Rs.1 to Rs.10 per share	-	-	(6,30,00,000)	-
Balance at the end of the year	6,15,72,051	6,157.21	4,11,76,979	4,117.70

18.2 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.

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18.3 Pursuant to the Initial Public Offering, the Company on 06 April 2022, allotted 1,45,98,540 Equity Shares at a face value of Rs. 10/- (Rupees Ten) each for cash, at a premium of Rs. 127/- per share aggregating to Rs. 4675.13 Lakhs.

18.4 The authorised share capital of the company has increased from Rs. 6,000 Lakhs to Rs. 10,000 Lakhs pursuant to the approval of the shareholders at the Extraordinary General Meeting of the Company held on May 27, 2022.

18.5 Pursuant to the approval of the shareholders at the Extraordinary General Meeting of the Company held on October 06, 2022, the Company issued 57,96,532 Equity Shares at a face value of Rs. 10/- (Rupees Ten) each for cash, at a premium of Rs. 297/- per share aggregating to Rs. 17,795.35 Lakhs on private placement basis.

18.6 **Shareholders holding more than 5% of the total share capital**

Name of the share holder	March 31, 2023		March 31, 2022	
	No of shares	% of Holding	No of shares	% of Holding
Kalpathi S Aghoram	1,21,01,636	19.65%	1,20,33,636	29.22%
Kalpathi S Ganesh	1,21,00,132	19.65%	1,20,32,132	29.22%
Kalpathi S Suresh	1,20,72,632	19.61%	1,20,31,632	29.22%

18.7 **Shareholdings of Promoters ***

Name of the share holder	March 31, 2023			March 31, 2022		
	No of shares	% of Holding	% Change during the year (Refer Note 18.3)	No of shares	% of Holding	% Change during the year (Refer Note 18.3)
Kalpathi S Aghoram	1,21,01,636	19.65%	-32.75%	1,20,33,636	29.22%	-12.33%
Kalpathi S Ganesh	1,21,00,132	19.65%	-32.75%	1,20,32,132	29.22%	-12.34%
Kalpathi S Suresh	1,20,72,632	19.61%	-32.90%	1,20,31,632	29.22%	-12.34%

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

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19 Other Equity

Particulars	As at March 31, 2023	As at March 31, 2022
Retained earnings	(14,607.42)	(6,712.50)
Securities Premium Reserve	37,143.51	4,832.36
Employee stock option Reserve	380.40	785.29
Share application money pending allotment (Refer Note 19.2)	-	4,675.13
Share Warrants issued during the year (Refer Note 19.1)	1,535.00	
Foreign Currency Translation Reserve	(14.55)	-
	24,436.94	**3,580.28**
a) Retained earnings		
Balance at the beginning of the year	(6,712.50)	(857.05)
Net Loss as per the Statement of Profit and Loss	(7,921.37)	(5,849.49)
Other Comprehensive Income / (Loss)	26.45	(5.97)
Balance at the end of the year	**(14,607.42)**	**(6,712.50)**
b) Money received against share warrants		
Balance at the beginning of the year	-	-
Additions during the year (Refer Note 19.1 below)	1,535.00	195.00
Issued / cancelled during the year	-	(195.00)
Balance at the end of the year	**1,535.00**	-
c) Securities Premium Reserve		
Balance at the beginning of the year	4,832.36	-
Additions during the year	35,755.89	4,832.36
Unamortised share issue expenses (Refer Note 17.1)	(3,444.74)	-
Balance at the end of the year	**37,143.51**	**4,832.36**
d) Employee stock option Reserve		
Balance at the beginning of the year	785.29	151.10
Additions during the year	380.40	634.19
Reversal during the year (Refer Note 46.4)	(785.29)	-
Balance at the end of the year	**380.40**	**785.29**
e) Foreign Currency Translation Reserve		
Balance at the beginning of the year	-	-
Transfer during the year	(14.55)	-
Balance at the end of the year	**(14.55)**	-

19.1 The Company has issued 20,00,000 Share Warrants to Promoters for upfront consideration of Rs.1,535 Lakhs being 25% of the total consideration of Rs.6,140 Lakhs. Each warrant is convertible into one equity share of the Company within 18 months from the date of allotment.

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

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[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

20 Provisions (Non - Current)

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for Gratuity (Refer Note 46)	178.61	99.13
Provision for Compensated absences (Refer Note 46)	28.55	13.84
	207.16	**112.97**

21 Non Current Financial liabilities - Borrowings

Particulars	As at March 31, 2023	As at March 31, 2022
Non Convertible Debentures	4,165.88	7,378.59
Term Loan from Hinduja Leyland Finance Ltd	9,236.92	4,950.28
Piramal Enterprises Limited	8,149.14	-
Vehicle loans (Refer Note 21.2)	-	9.34
Business loans (Refer Note 21.3)	51.70	198.82
SSI Ventures Private limited	1,100.00	-
Less: Current Maturities of long term debt	(579.19)	(473.13)
	22,124.45	**12,063.90**

21.1 Details of Borrowings

Particulars	Interest Rate	Repayment Terms	As at March 31, 2023	As at March 31, 2022
Term Loan from Hinduja Leyland Finance Ltd - Unsecured	11.00%	Repayable in 120 monthly installments from April 2023	9,236.92	4,992.92
Non Convertible Debentures - Unsecured	4.00%	Repayable on 16 September 2024	4,165.88	7,378.59
Term Loan from Piramal Enterprises Limited - I Secured	10.75%	24 Monthly installments from April 2024	7,649.14	-
Term Loan from Piramal Enterprises Limited - II Secured	10.75%	48 monthly installments from April 2024	500.00	-
SSI Ventures Private limited (Unsecured)	14.00%	Repayable in Single Installment on January 2025	1,100.00	-

21.2 (Secured against hypothecation of vehicle and further secured by the personal guarantee of the promoter directors of the company. Defaults in instalments - Nil. Loans are repayable over a period of 60 monthly instalments).

21.3 (Secured against current and fixed assets and further secured by the personal guarantee of the promoter directors of the company. Defaults in instalments - Nil. Loans are repayable over a period of 48 monthly instalments)

22 Other Financial Liabilities - Non Current

Particulars	As at March 31, 2023	As at March 31, 2022
Purchase consideration payable - Non Current	12,180.40	1,027.01
Other Financial Liabilities - ESOP Liability	1,799.78	1,635.05
Deferred Revenue	224.90	-
Interest payable on deferred consideration	308.04	174.99
	14,513.12	**2,837.05**

23 Short Term Borrowings

Particulars	As at March 31, 2023	As at March 31, 2022
From Others (Secured)		
HDFC Bank - Credit Facility	277.94	5,270.25
(Secured by the personal guarantee of the promoter directors of the Company. The Loan is repayable on demand with interest rate of 7.0% p.a.)		
Hinduja Finance Ltd - Bridge Loan	-	2,519.00
SSI Ventures Private limited	100.00	-
Current Maturities of Long-term debt	579.19	473.13
	957.13	**8,262.37**

DELOITTE HASKINS & SELLS CHARTERED ACCOUNTANTS CHENNAI

[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

24 Trade Payables

Particulars	As at March 31, 2023	As at March 31, 2022
(a) Total outstanding dues of Micro Enterprises and Small Enterprises	24 08	348 30
(b) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises	2,820.26	3,171 81
	2,844.34	**3,520.11**

** Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management represents the principal amount payable to these enterprises. There are no interest due and outstanding as at the reporting date. Please refer note 40

			Consolidated As at 31 March 2023				
			Outstanding for following periods from due date of payment				
Particulars	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	24.08	-	-	-	24 08
(ii) Others	-	411 95	2,820 26	-	-	-	3,232.21
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-

			Consolidated As at 31 March 2022				
			Outstanding for following periods from due date of payment				
Particulars	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	348 30	-	-	-	348 30
(ii) Others	-	1,876.03	3,171.81	-	-	-	5,047 84
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-

25 Other Financial Liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Purchase consideration payable - Current	329.00	-
Interest payable	103.99	40 22
Interest payable - Related Party (Refer Note 45)	31.24	-
Contractual Liability towards Institutions	2.39	-
Other Advances	9 42	-
	476.04	**40.22**

26 Provisions (Current)

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for Gratuity (Refer Note 46)	63 57	16.53
Provision for Compensated Absences (Refer Note 46)	8 66	23 24
	72.23	**39.78**

27 Other current liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Statutory Dues Payable	371 92	177.60
Deferred Revenue	4,371.66	1,419.76
Advance received from customers	64.97	41 84
Other Advances	-	3 70
	4,808.55	**1,642.90**

DELOITTE HASKINS & SELLS
CHENNAI
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[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

		For the year ended March 31, 2023	For the year ended March 31, 2022
28	**Revenue from Operations**		
	Sale of Online courses	8,488.96	4,564.76
	Sale of Offline courses	7,292.60	2,559.38
	Web Hosting Fees	23.99	6.14
	Sale of Books	657.10	274.95
	Franchisee License Fees	25.00	60.00
	Instituitional Sales	30.94	-
	Less: Discounts to customers	(401.39)	-
	Other Operating Revenue		
	Shipping Revenue	18.47	39.65
		16,135.67	**7,504.88**

28.1 Disaggregated Revenue

The Group derives revenue from transfer of goods and services over time and at a point in time as given below:

Timing of recognition:

	For the year ended March 31, 2023	For the year ended March 31, 2022
Over time		
Sale of Online Courses	8,043.53	3,580.07
Sale of Offline Courses	6,891.21	2,559.38
Instituitional Sales	30.94	-
Web Hosting Fees	23.99	6.14
Point in time		
Sale of Online Courses	445.43	984.69
Sale of Books	657.10	274.95
Shipping Revenue	18.47	39.65
Franchisee License Fees	25.00	60.00
	16,135.67	**7,504.88**

28.2 Reconciliation of revenue with contract price

	For the year ended March 31, 2023	For the year ended March 31, 2022
Particulars		
Contract Price		
Sale of Online Courses	8,488.96	4,710.34
Sale of Offline Courses	7,794.40	3,036.17
Sale of Books	657.10	274.95
Web Hosting Fees	23.99	6.14
Shipping Revenue	18.47	39.65
Franchisee License Fees	25.00	60.00
Adjustments:		
Discounts	(401.39)	(145.58)
Prepaid Income	(470.86)	(476.79)
Total	**16,135.67**	**7,504.87**

Contract balances :

Revenue from operations recognised is collected as per the terms of the contract. Trade receivables have been disclosed under Note 14 and Deferred revenue disclosed under Note 27.

Performance Obligations :

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

Information about major customers:

During the year, there is no revenue from a single customer which is more than 10% of the Group's total revenue.

DELOITTE HASKINS & SELLS * CHENNAI * CHARTERED ACCOUNTANTS

		For the year ended March 31, 2023	For the year ended March 31, 2022
29	**Other Income**		
	Interest Income		
	Interest on Fixed deposit	171.55	40.08
	Interest on loans	27.46	7.67
	Foreign exchange gain, net	13.04	3.26
	Credit balances written back	116.74	1.92
	Profit on sale of property, plant and equipment	-	0.07
	Profit on cancellation of debentures	3,212.71	-
	Gain on preclosure of Lease Agreement	48.12	-
	Miscellaneous Income	266.77	2.27
		3,856.39	**55.27**

29.1 Other income includes Rs. 3,212.71 Lakhs, on account of extinguishment of financial liability of 32,12,705 4% Non-Convertible Debentures (NCDs) of face value of Rs 100 each issued to Mr. Kapil Tyagi, in accordance with Indian Accounting Standard 109 - Financial Instruments, arising out of the forfeiture of NCDs, consequent to his resignation from the services of the Company and non-conformance of the stipulated service conditions.

Consequent to the above, interest accrued on NCDs which are no longer payable aggregating to Rs.134.00 Lakhs (for the period April 01, 2022 to September 30, 2022 amounting to Rs. 64.64 Lakhs and interest accrued upto March 31, 2022 amounting to Rs.69.36 Lakhs) has been credited to the finance costs.

		For the year ended March 31, 2023	For the year ended March 31, 2022
30	**Cost of Materials Consumed**		
	Opening Stock of Packing Material	1.51	1.17
	Purchase of Packing Material	13.98	7.69
	Less : Closing Stock of Packing Material	(3.43)	(1.51)
		12.06	**7.35**
31	**Purchase of Stock - in - trade**		
	Purchase of Books	393.31	260.74
		393.31	**260.74**
32	**Changes in Inventory of stock-in-trade**		
	Opening Stock of Books	62.14	71.31
	Less : Closing Stock of Books	(128.71)	(62.14)
		(66.57)	**9.17**
33	**Employee benefit expense**		
	Salaries, wages and bonus	5,746.80	2,291.86
	Gratuity Expenses	84.97	26.67
	Contribution to provident and other funds	154.79	63.05
	Staff Welfare Expenses	105.10	70.57
	Compensation cost for Restricted Stock Units (RSU) (Refer Note 46.4)	(785.29)	634.19
	Share based payment expense	548.69	77.76
		5,855.06	**3,164.09**
34	**Finance costs**		
	Interest on Borrowings	581.38	459.70
	Interest on Lease liabilities	230.24	2.37
	Interest on NCD	100.87	159.30
	Other Interest Expense	57.31	211.78
	Loan Processing Charges	60.07	-
		1,029.87	**833.15**
35	**Depreciation and amortization expense**		
	Depreciation on property, plant and equipment (Refer Note 4)	270.79	56.98
	Depreciation on Right of use assets (Refer Note 5)	806.12	93.82
	Amortisation on Intangible asset (Refer Note 4)	3,469.24	1,231.65
		4,546.15	**1,382.45**

DELOITTE HASKINS & SELLS CHENNAI CHARTERED ACCOUNTANTS

[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

		For the year ended March 31, 2023	For the year ended March 31, 2022
36	**Advertisement & Business Promotion Expenses**		
	Advertisement & Sales Promotion	3,750.68	2,216.00
	Business Promotion Expenses	473.53	8.76
		4,224.21	**2,224.76**

37	**Other expenses**		
	Power & Fuel	134.92	21.76
	Rent	225.09	247.62
	Repairs & Maintenance	209.85	49.78
	Brokerage	21.41	4.50
	Affiliate cost	270.36	113.91
	Foreign exchange loss, net	90.66	19.90
	Manpower Charges	471.45	591.21
	Delivery Partner Fee	2,901.79	2,149.55
	Faculty Content Charges	16.58	77.35
	Rates and taxes	218.54	95.42
	Auditors Remuneration		
	- as statutory auditor	96.65	56.91
	- as tax auditor	-	1.75
	-other services	4.00	4.00
	Legal & professional charges	5,938.21	1,446.77
	Printing & Stationery	234.81	33.80
	Payment Gateway Charges	317.52	161.86
	Freight charges	17.05	31.87
	Insurance & Business Support Services expenses	607.98	322.42
	Communication Expenses	155.51	84.27
	Postage & Courier	0.36	0.16
	Subscription Charges	400.97	146.30
	Office expenses	1.58	4.44
	Travelling & Conveyance	243.03	61.28
	Bank charges	40.00	23.46
	Directors renumeration	83.80	23.80
	Expected Credit Loss	145.25	1.55
	Expenses on online admissions	6.72	-
	Loss on sale of property, plant and equipment	18.67	-
	Corporate social responsibility	26.16	-
	Handling charges	21.11	-
	Inventory Write Off Expenses	1.48	-
	Miscellaneous expenses	19.71	23.60
		12,941.22	**5,799.25**

DELOITTE HASKINS & SELLS ★ CHENNAI ★ CHARTERED ACCOUNTANTS

[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

38 Tax expense:

Current tax		
Current income tax charge	(177.33)	-
	(177.33)	**-**
Deferred tax		
Acquired through business combination	(785.72)	(254.20)
Recognised in profit or loss	(58.82)	(17.13)
Net recognised in Profit & Loss	**(844.55)**	**(271.32)**
Recognised in OCI	3.75	(1.83)
	(840.80)	**(273.15)**

a) Movement of deferred tax expense during the year ended March 31, 2023

Deferred tax (liabilities)/assets in relation to:	Opening balance	Recognised in profit or loss	Recognised in OCI	MAT Credit	Closing Balance
Property, plant, and equipment and Intangible Assets	12.36	(4.51)	-	-	288.12
Right-of-use assets	-	(11.60)	-	-	91.37
On expenses allowable on payment basis	78.62	97.51	3.75	-	87.24
On Prepaid Income	6.09	(22.59)	-	-	-
On Accrual on share based component	-	-	-	-	-
On fair valuation of financial instruments	17.01	-	-	-	29.58
Total	**114.08**	**58.82**	**3.75**	**-**	**496.31**

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

Deferred tax (liabilities)/assets in relation to:	Opening balance	Recognised in profit or loss	Recognised in OCI	MAT Credit	Closing Balance
Property, plant, and equipment and Intangible Assets	(3.90)	(0.32)	-	-	12.36
On expenses allowable on payment basis	1.27	14.77	1.83	-	78.62
On Prepaid Income	0.80	5.29	-	-	6.09
On Accrual on share based component	3.05	(3.05)	-	-	-
On fair valuation of financial instruments	(0.43)	0.43	-	-	17.01
Others	-	-	-	-	-
Total	**0.79**	**17.13**	**1.83**	**-**	**114.08**

On Account of business combination as at March 31, 2023:

Deferred tax (liabilities)/assets in relation to:	Opening balance	Acquired through business combination	Recognised in profit or loss	Closing Balance
Property, plant, and equipment and Intangible Assets	1,896.62	3,924.29	(783.34)	5,037.56
Others	-	-	-	-
Total	**1,896.62**	**3,924.29**	**(783.34)**	**5,037.56**

On Account of business combination as at March 31, 2022:

Deferred tax (liabilities)/assets in relation to:	Opening balance	Acquired through business combination	Recognised in profit or loss	Closing Balance
Property, plant, and equipment and Intangible Assets	-	2,150.81	(254.20)	1,896.62
Others	-	-	-	-
Total	**-**	**2,150.81**	**(254.20)**	**1,896.62**

DELOITTE HASKINS & SELLS
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[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

Reconciliation of accounting Profits	For the Year ended March 31, 2023	For the Year ended March 31, 2022
loss before tax	(3,367.23)	(3,905.21)
Income tax rate	26%	26%
At Statutory income tax rate	(875.48)	(1,015.36)
Non - deductible expenses for tax purposes		
Property, plant, and equipment and Intangible Assets	(4.51)	(0.32)
On expenses allowable on payment basis	97.51	16.60
On Prepaid Income	(22.59)	5.29
On Accrual on share based component	-	(3.05)
On fair valuation of financial instruments	-	0.43
Deferred tax on intangible assets acquired through business combination	(783.34)	(254.20)
Deferred tax not considered on Business loss and unabsorbed depreciation	743.85	979.27
At the effective income tax rate		
Income tax expenses reported in the statement of profit and loss	**(844.55)**	**(271.32)**

Brain4ce Educations Solutions Private Limited - Subsidiary

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

Deferred tax (liabilities)/assets in relation to:	Acquired through business combination	Recognised in profit or loss	Recognised in OCI	Closing Balance
Property, plant, and equipment and	17.03	-	-	17.03
On expenses allowable on payment basis	61.22	-	-	61.22
		-	-	-
Total	**78.26**	-	-	**78.26**

39 (Loss) / Earnings per share

Loss for the year attributable to owners of the Company	(7,921.37)	(5,849.49)
Weighted average number of ordinary shares outstanding Basic (Refer Notes below)	5,80,37,080	3,44,91,588
Weighted average number of ordinary shares outstanding for diluted EPS (Refer Notes below)	5,80,37,080	3,44,91,588
Basic earnings per share (Rs)	(13.65)	(16.96)
Diluted earnings per share (Rs)	(13.65)	(16.96)

39.1 The restricted stock units issued by the Company is based on specified conditions involving future events/valuation of the Company. The number of ordinary shares contingently issuable may depend on the future market price of the ordinary shares and are therefore treated as contingently issuable shares because their issue is contingent upon satisfying specified conditions in addition to the passage of time. Contingently issuable ordinary shares are not included in the diluted earnings per share calculation unless both conditions are met. As at year end, since both the conditions have not been met, they have not been included in the calculation of diluted earnings per share.

39.2 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 on the basis of the new number of equity shares in accordance with Ind AS 33 – Earnings per Share.

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

DELOITTE HASKINS & SELLS ★ CHARTERED ACCOUNTANTS ★ CHENNAI

40 Disclosures required by the Micro and Small Enterprises Development (MSMED) Act, 2006 are as under

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
(i) Principal amount due to suppliers registered under MSMED Act and remaining unpaid	24.08	348.30
(ii) Interest due to suppliers registered under the MSMED act and remaining unpaid	8.05	-
(iii) Principal amounts paid to suppliers registered under the MSMED act, beyond the appointed day during the year	228.37	-
(iv) Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under MSMED Act, beyond the appointed day during the year	-	-
(v) Interest paid, under Section 16 of MSMED Act, to suppliers registered under MSMED Act, beyond the appointed day during the year	-	-
(vi) Interest due and payable towards suppliers registered under MSMED Act, for payments already made	7.64	1.07
(vii) Further interest remaining due and payable for earlier years	1.06	-

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. This has been relied upon by the auditors.

41 Corporate Social Responsibility

In accordance with the provisions of Section 135 of the Companies Act, 2013, the company has formed a Corporate Social Responsibility (CSR) Committee. The Committee has approved the amount to be spent on the focus areas which are covered in the activities described in Schedule VII of the Companies Act 2013.

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
(a) Gross Amount required to be spent by the company during the year	46.35	45.75
(b) Amount of expenditure incurred	49.18	47.68
(c) Shortfall at the end of the year	-	-
(d) Total of previous year shortfall	-	-
(e) Reasons for shortfall	-	-
(f) Details of related party transactions	-	-
(g) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately.	-	-
(h) Nature of CSR activities: Hunger Management	-	-

42 Contingent liabilities & Commitments

Particulars	As at March 31, 2023	As at March 31, 2022
Contingent Liabilities	-	-
Commitments (Refer Note 42.1 below)	0.00	80.76

42.1 The Group has entered into content development agreement on March 5, 2021 with an Academy and paid advance of Rs. 17.23 Lakhs (excluding GST) as on March 31, 2023. Total contract value as per terms of the agreement is Rs. 193.37 Lakhs (excluding GST) and Capital commitment outstanding disclosed under Note 42 is Nil (March 31, 2022 Rs. 80.76 Lakhs.)

43 Operating Segment

Operating segments reflect the Company's management structure and the way the financial information is regularly reviewed by the Company's Chief Operating Decision Maker (CODM). The CODM considers the business from both business and product perspective based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / (loss) amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance. The Company's operations predominantly relates to sale of comprehensive learning programs and, accordingly, this is the only operating segment. The Group's revenue from operations and non-current operating assets are from single segment i.e. is India.

DELOITTE HASKINS & SELLS CHENNAI CHARTERED ACCOUNTANTS

[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

44 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, 2023**	**March 31, 2022**
Debt	23,081.58	20,326.27
Less: Cash and bank balances	8,481.70	4,870.11
Net debt	14,599.88	15,456.16
Total equity	30,594.15	7,697.98
Net debt to equity ratio (%)	**47.72%**	**200.78%**

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.

	March 31, 2023			
Particulars	**Due in 1st year**	**Due in 2nd to 5th year**	**Due after 5th year**	**Carrying amount**
Borrowings (Fixed rate)	957.13	22,124.45	-	23,081.58
Trade payables (Non-interest bearing)	2,844.34	-	-	2,844.34
Other Financial Liabilities (Non - Interest bearing)	476.04	14,513.12	-	14,989.16
	4,277.51	**36,637.57**	-	**40,915.08**

DELOITTE HASKINS & SELLS
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[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

	March 31, 2022			
Particulars	**Due in 1st year**	**Due in 2nd to 5th year**	**Due after 5th year**	**Carrying amount**
Borrowings (Fixed rate)	8,262.37	12,063.90	-	20,326.27
Trade payables (Non-interest bearing)	3,520.11	-	-	3,520.11
Other Financial Liabilities (Non - Interest bearing)	40.22	2,837.05	-	2,877.27
	11,822.70	**14,900.95**	**-**	**26,723.65**

Particulars	**March 31, 2023**	**March 31, 2022**
Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required):	Nil	Nil

44.1 Fair value measurements

Financial instruments measured at Amortised cost

Financial assets	**Note**	**Hierarchy**	**March 31, 2023**	**March 31, 2022**
Trade Receivables	14	Level 2	550.56	345.04
Cash and cash equivalents	15	Level 2	8,481.70	4,870.11
Bank balances other than cash and cash equivalents	15	Level 2	212.40	2,764.10
Other Financial assets	16	Level 2	540.16	475.64
Total financial assets			**9,784.82**	**8,454.89**

Financial liabilities	**Note**	**Hierarchy**	**March 31, 2023**	**March 31, 2022**
Borrowings	21 & 23	Level 2	23,081.58	20,326.27
Trade payables	24	Level 2	2,844.34	3,520.11
Lease Liabilities	5	Level 2	1,292.97	-
Other Financial Liabilities	25	Level 2	476.04	40.22
Total financial liabilities			**27,694.93**	**23,886.60**

Fair value measurement

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level is as under:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

-the use of quoted market prices or dealer quotes for similar instruments

-the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

The carrying amounts of trade receivables, trade payables, cash and cash equivalents and other current financial liabilities are considered to be the same as their fair values, due to their short-term nature.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

The borrowing rate of the Group has been taken as the discount rate used for determination of fair value.

DELOITTE HASKINS & SELLS CHENNAI CHARTERED ACCOUNTANTS

[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

45 Related party disclosure

a) List of parties having significant influence

Entities having control or controlled by the Company

Subsidiary companies

Veranda Race Learning Solutions Private Limited
(formerly known as Bharathiyar Education Private Limited)

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

Veranda IAS Learning Solutions Private Limited	
Brain4ce Education Solutions Private Limited	(Since September 17, 2021)
Veranda Learning Solutions North America, Inc.	(Since May 11, 2022)
Veranda Administration Learning Solutions Private Limited	(Since September 1, 2022)
Veranda Management Learning Solutions Private Limited	(Since September 15, 2022)
J. K. Shah Education Private Limited	(Since October 31, 2022)

Key management personnel (KMP) and their relatives

Sri. Kalpathi S Aghoram	Director
Sri. Kalpathi S Ganesh	Director
Sri. Kalpathi S Suresh	Director
Smt. Kalpathi A Archana	Non- Executive Women Director
Sri. K. Praveen Kumar	President - Corporate Strategy
Sri R. Rangarajan*	Chief Financial Officer
Smt. Saradha Govindarajan**	Chief Financial Officer
Sri. M Anantharamakrishnan	Company Secretary

* Sri Rangarajan R has resigned as director on October 28 2021 and was appointed as Chief Financial Officer w.e.f October 29, 2021. He has resigned as Chief Financial Officer w e f June 1, 2022.

** Smt. Saradha Govindarajan was appointed as Chief Financial Officer w.e.f June 1, 2022.

Independent Directors

Sri. S Lakshminarayanan	Independent Director
Smt. Revathi S Raghunathan	Independent Director
Sri. K Ullas Kamath	Independent Director
Sri. PB Srinivasan	Independent Director
Sri. Varun Bajpai	Independent Director

*** Sri. Varun Bajpai was appointed as Independent Director w.e.f June 1, 2022.

Enterprises in which Key Management Personnel and their relatives have significant influence

Leonne Hill Property Developments Private Limited
Grasslands Agro Private Limited

b) Transactions during the year

S.No.	Nature of transactions	Amount	
		2022-23	2021-22
1	**Rent paid towards Registered office**		
	Kalpathi S Aghoram	0.08	0.08
	Kalpathi S Ganesh	0.08	0.08
	Kalpathi S Suresh	0.08	0.08
2	**Rent paid towards Corporate office**		
	Leonne Hill Property Developments Private Limited	64.50	54.00

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[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

S. No.	Nature of transactions	Amount 2022-23	Amount 2021-22
3	**Shares allotted**		
	Kalpathi S Aghoram	-	970.06
	Kalpathi S Ganesh	-	969.91
	Kalpathi S Suresh	-	969.86
4	**Loan taken from**		
	SSI Ventures Private Limited	1,100.00	-
	Kalpathi S Aghoram	40.00	-
	Kalpathi S Ganesh	40.00	-
	Kalpathi S Suresh	40.00	-
5	**Repayment of Loans taken from**		
	Kalpathi S Aghoram	40.00	184.15
	Kalpathi S Ganesh	40.00	184.15
	Kalpathi S Suresh	40.00	184.15
	Jitendra Kantilal Shah	145.46	
6	**Interest on loan taken**		
	SSI Ventures Private Limited	34.60	-
7	**Remuneration to Key Managerial Personnel**		
	M Anantharamakrishnan	62.68	34.88
	R Rangarajan	11.38	45.53
	Saradha Govindarajan	77.16	-
8	**Transfer of Assets from Veranda Learning Solutions to Veranda Race Learning Solutions Private Limited**		
	Computers	35.99	-
	Office Equipments	18.50	-
	Furniture & Fittings	3.20	-
	Software	0.23	-
9	**Director Sitting Fees**		
	Kalpathi S Aghoram	6.70	3.44
	Kalpathi S Ganesh	6.00	2.50
	Kalpathi A Archana	6.00	2.50
	S Lakshminarayanan	14.60	4.10
	Revathi S Raghunathan	10.70	2.90
	K Ullas Kamath	6.20	2.50
	PB Srinivasan	13.60	2.50
	K Praveen Kumar	9.20	1.60
	R Rangarajan	10.00	1.60
	Lovleen Bhatia	0.60	0.20
	Varun Bajpai	0.20	-

c) Balance as at the end of the year

S. No.	Particulars	Amount As at 31 March 2023	Amount As at 31 March 2022
1	**Loans taken From**		
	SSI Ventures Private Limited	1,100.00	-
2	**Interest Accrued**		
	SSI Ventures Private Limited	31.24	-

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46 Retirement benefit plans

46.1 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, 2023 an amount of Rs. 154.79 Lakhs (March 31, 2022 - Rs. 63.05 Lakhs) towards expenses under defined contribution plans and included in 'Contribution to provident and other funds'.

46.2 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, 2023**	**March 31, 2022**
Attrition rate	8.00%	5.00%
Discount Rate	7.16%	7.18%
Rate of increase in compensation level	10.00%	10.00%

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.

	March 31, 2023 (Amount in lakhs)		**March 31, 2022 (Amount in lakhs)**	
Particulars	**Current**	**Non-current**	**Current**	**Non-current**
Gratuity	63.57	178.61	16.53	99.13

Amounts recognised in total comprehensive income in respect of these defined benefit plans are as follows:

	March 31, 2023	**March 31, 2022**
DBO at beginning of the year		-
Current service cost	77.39	10.29
Net interest expense	12.72	0.07
Return on plan assets (excluding amounts included in net interest expense)	-	-
Acquired through business combination	-	91.71
Components of defined benefit costs recognised in profit or loss	**90.12**	**102.07**
Remeasurement on the net defined benefit liability comprising:	-	
Actuarial (gains)/losses recognised during the period	(22.07)	12.49
Components of defined benefit costs recognised in other comprehensive income	**(22.07)**	**12.49**
	68.04	**114.56**

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, 2023	March 31, 2022
Present value of defined benefit obligation	242.18	23.95
Fair value of plan assets	-	-
Net liability arising from defined benefit obligation	**242.18**	**23.95**
Funded	-	-
Unfunded	242.18	23.95
	242.18	**23.95**

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

Opening defined benefit obligation	115.65	1.10
Current service cost	77.39	10.28
Past service cost - (vested benefit)	-	-
Interest cost	12.72	0.07
Actuarial (gains)/losses	(22.07)	12.49
Acquired through business combination	-	91.71
Benefits paid	(27.49)	-
Closing defined benefit obligation	**156.20**	**115.65**

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 expense)	-	-
Closing fair value of plan assets	-	-

Assumptions regarding future mortality are set based on actuarial advice in accordance with published statistics and experience. The estimates of future salary increases, considered in actuarial valuation, take into account, inflation, seniority, promotions and other relevant factors such as demand and supply in the employment market.

Sensitivity analysis

In view of the fact that the Group for preparing the sensitivity analysis considers the present value of the defined benefit obligation which has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

Defined benefit obligation sensitivities were as follows:	**As at March 31, 2023**	**As at March 31, 2022**
1) DBO - Base assumptions	156.20	115.66
2) Discount rate: +1%	134.39	99.55
3) Discount rate: -1%	178.02	131.77
4) Salary escalation rate: +1%	171.82	127.23
5) Salary escalation rate: -1%	140.58	104.09
6) Attrition rate: 25% increase	195.25	144.58
7) Attrition rate: 25% decrease	117.15	86.75

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46.3 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.

	March 31, 2023 (Amount in lakhs)		March 31, 2022 (Amount in lakhs)	
Particulars	**Current**	**Non-current**	**Current**	**Non-current**
Compensated absences	8.66	28.55	23.24	13.84

46.4 Share-based payments

Restricted Stock Unit

During the year ended March 31 2021, the company had issued RSU to one of its employees, with a service condition that the employee shall remain in employment with VRLSPL till December 31, 2027. The employee had 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 the company.

On December 7, 2021, the company has amended the RSU contract as follows:

a) Upon IPO of the Holding Company, the exchange of shares to be allotted by the Company with the shares of the Holding Company are no longer applicable and to the extent shall stand rescinded and not enforceable.

b) The employee shall no longer have option of cash settlement of Rs. 4200 Lakhs and he shall receive only equity shares worth:

i) Rs. 5,600 Lakhs, or

ii) Shares valuing 1.33 times of turnover (duly adjusted for proportionate debt) of calendar year ending 31st December 2021 of the company valuing the enterprise at 3 times of turnover (duly adjusted for debt)

c) the employee receives such shares as per (b) above regardless of Veranda Liquidity / Veranda Partial Liquidity event.

The IPO of the Holding Company was completed, and its shares were listed with effect from April 11, 2022. Consequently, exchange of shares of the holding company against the shares allotted by VRSPL under the RSU will no longer be enforceable and accordingly, balance in Deemed Equity Contribution as on March 31, 2022 amounting to Rs. 151.10 Lakhs was transferred to Share based payment Reserve.

Amendments during 2022-23

During the year, the said employee has resigned from the services of VRLSPL and the service condition related to RSUs is not satisfied thereby resulting in forfeiture in accordance with Indian Accounting Standard 102 - Share-Based Payment. Consequent to the above, compensation costs aggregating to Rs 1,121.06 Lakhs (for the period April 01, 2022 to September 30, 2022 amounting to Rs.335.77 Lakhs and compensation cost accrued upto March 31, 2022 amounting to Rs.785.29 Lakhs) has been adjusted to the Employee Benefit Expenses during the year

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47 Stock Options

The Shareholders of the company by way of special resolution dated May 27, 2022 approved the plan authorising the board/ Committee thereof, to grant not exceeding 27,88,775 (Twenty seven lakhs eighty eight thousand seven hundred and seventy five) options comprising of 16,73,265 (sixteen lakhs sevemty three thousand two hundred and sixty five) options to the strategic team and 11,15,510 (eleven lakhs fifteen thousand five hundred and ten) options to the other eligible Employees in one or more tranches from time to time under the scheme tiltled " Veranda Learning solutions Limited Employee Stock option Plan 2022" ("ESOS 2022").

The Scheme is administered by the Nomination and Remuneration Committee of the Board. The details of Scheme are given below:

Exercise period:

As per the Scheme, the options can be exercised with in a period of 3-6 years from the date of vesting.

The expense recognised (net of reversal) for share options during the year is 152.63 lakhs (March 31, 2022: Nil).

There are no cancellations or modifications to the awards in March 31, 2023.

Grant	Date Of Grant	Number of shares Granted	Vesting Period	Manner of Vesting
Grant 2	July 04, 2022	44,600	July 04, 2023-July 04, 2025	Eligible on a graded manner over three years period with 33.33% of the grants vesting at the end of every 12 months starting from July 04, 2022.
Grant 3	July 04, 2022	27,600	July 04, 2023-July 04, 2024	Eligible on a graded manner over two years period with 50% of the grants vesting at the end of every 12 months starting from July 04, 2022.
Grant 4	July 04, 2022	24,977	July 04, 2023-July 04, 2026	Eligible on a graded manner over Four years period with 25% of the grants vesting at the end of every 12 months starting from July 04, 2022.
Grant 5	July 04, 2022	7,88,496	July 04, 2023-July 04, 2026	Eligible on a graded manner over Four years period with 25% of the grants vesting at the end of every 12 months starting from July 04, 2022.
Grant 6	October 01, 2022	1,900	July 04, 2023-July 04, 2026	Eligible on a graded manner over Four years period with 1.26% of the grants vesting at the end of every 12 months starting from July 04, 2022 except for Vesting in December 31, 2025 with 94.96%.

Activity in the options outstanding under 'ESOS 2022':

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Outstanding at the beginning of the year	-	-
Options Granted during the year	8,87,573	-
Options lapsed during the year	(3,84,228)	-
Options exercised during the year	-	-
Outstanding at the end of the year	5,03,345	-
Exercisable at the end of the year	-	-

The following tables list the inputs to the models used for ESOS 2022 for the years ended March 31, 2023 and March 31, 2022, respectively:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Exercise price per share for the options granted during the year	68.50 to 175.43	-
Weighted average fair value per share	254.57	-
Weighted average fair value of options granted	72.91	-
Expected volatility	39.9% to 43.87%	-
Life of the options granted (Vesting and exercise period in years)	4.01 to 7.01	-
Average risk free interest rate	6.99% to 7.28%	-
Expected dividend yield	-	-

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48 Business Combinations

Subsidiaries

48.1 JK Shah Education Private Limited

Group acquired 100% shareholding of JK Shah Education Private Limited on November 1, 2022 Goodwill on consolidation was computed as under:

Particulars	Provisional
Property, plant and equipment	955 17
Intangibles	
- Brand - JKS	5,843 00
- Technology - JKS	6,601 00
- Non - Compete - JKS	3,149 00
Cash & Bank Balance	8,143 23
Other Non Current Assets	4,236 71
Other Current Assets	574 96
Total Assets	**29,503.07**
Trade Payables	(1,010 00)
Other Non-Current Liabilities	(3,546 45)
Other Current Liabilities	(1,422 40)
Total Liabilities	**(5,978.85)**
Net identifiable Asset Acquired	23,524 22

Particulars	Provisional
Purchase Consideration	34,917 66
Deferred Consideration	10,896 49
Total Consideration	**45,814.15**
Add: Deferred tax liability recognised on Intangible Assets acquired	3,924 29
Add: **fair value of NCI**	-
less: **post acquisition losses**	-
Less: Net identifiable assets acquired	23,524 22
Goodwill*	**26,214.25**

*Goodwill is not deductible for tax purpose

48.1 (a) During the year, in accordance with Share purchase agreement dated October 31, 2022, Company acquired 63 14% shareholding control of J K Shah Education Private Limited (JK Shah) consisting of 20,57,011 Shares of Rs 10 Each for a total consideration of Rs 26,642 56 Lakhs Subsequent to this acquisition, Company further acquired 12,56,728 shares for a consideration of Rs 7,139 13 lakhs Consequent to this acquisition, shareholding of the Company in JK Shah stands at 76% as at 31 March 2023 Rs 1,135 97 lakhs of transaction cost incurred which are directly attributable to this acquisition has been capitalised with cost of investment

Further, as per the aforesaid Share purchase agreement, Veranda XL Learning Solutions Private Limited has an unconditional obligation to purchase balance 24% of the equity share capital (23,45,609 equity shares of JKSEPL) within 3 years from the date of share purchase agreement i e October 31 2025 Accordingly, this obligation meets the definition of financial liability as per Ind AS 32 and has been recognized as "deferred consideration obligation" by discounting the estimated future cash flows at their present values with a corresponding debit to "Deemed Investements"

As at March 31, 2023, the initial accounting for business combination is not complete and the Group has recorded the provisional amounts of identified assets and liabilities The Group is in the process of carrying out the detailed purchase price allocation ('PPA') using an independent expert and is confident of completing the this evaluation during the measurement period (one year from the date of acquisition (i e) October 31, 2022)

48.2 Veranda Race Learning Solutions Private Limited

Particulars	Amount
Property, plant and equipment	192 61
Intangibles	
Other Current Assets	143 50
Total Assets	**336.11**
Total Liabilities	-
Net identifiable Asset Acquired	336 11

Particulars	Amount
Purchase Consideration	1,175 00
Less: Net identifiable assets acquired	336 11
Goodwill*	**838.89**

*Goodwill is not deductible for tax purpose

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48.3 Brain4ce Education Solutions Private Limited

Particulars	Amount
Property, plant and equipment	37.50
Intangibles	
- Brand - Brain4ce	2,001.94
- Technology - Brain4ce	2,917.29
- Non - Compete - Brain4ce	3,626.93
Cash & Bank Balance	133.79
Other Non Current Assets	257.14
Other Current Assets	635.30
Total Assets	**9,609.90**
Borrowings	(751.40)
Trade Payables	(1,986.10)
Other Non current financial liability	(1,560.71)
Other Non-Current Liabilities	(73.09)
Other Current Liabilities	(821.17)
- Deferred Tax Liabilities on above intangible assets	-
Total Liabilities	**(5,192.47)**
Net identifiable Asset Acquired	4,417.43

Calculation of Goodwill

Particulars	Amount
Purchase Consideration	19,789.81
Add: Deferred tax liability recognised on Intangible Assets acquired	2,150.81
Less: Net identifiable assets acquired	4,417.43
Goodwill*	**17,523.19**

*Goodwill is not deductible for tax purpose.

The Group signed a Term Sheet dated July 15 2021 and Share purchase agreement dated August 30, 2021 to acquire 100% shareholding and control of Brain4ce Education Solutions Private Limited (Brain4ce) for a total consideration of Rs.19,567.61 Lakhs. The effective date of acquisition is 17th September 2021.

During the year, the Company has further invested Rs. 222.20 Lakhs in Brain4ce Education Solutions Private Limited in line with terms and conditions in Share purchase agreement.

48.4 Goodwill on consolidation

Goodwill represents goodwill on consolidation and is the excess of purchase consideration paid over net asset value of acquired subsidiary on the date of such acquisition. Such goodwill is tested for impairment annually or more frequently, if there are indicators for impairment. The management does not foresee any risk of impairment on the carrying value of goodwill as at reporting date.

Goodwill on consolidation as at March 31, 2023 stood at Rs.17,523.19 Lakhs (March 31, 2023: Rs.17,307.61 Lakhs).

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, 2023 the estimated recoverable amount of the CGU exceeds its carrying amount. The recoverable amount was computed based on the fair value less cost to sell being higher than value-in-use. The values assigned to the key assumptions represents management assessment of future trend in the relevant industries and have been based on both historical data from both internal and external sources:-

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Discount rate	20.09%	16.24%
Terminal value of growth rate	4.00%	5.00%

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[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

49 Ratio analysis

a) Current Ratio = Current Assets/ Current Liabilities

Particulars	March 31, 2023	March 31, 2022
Current assets	13,560.73	12,137.04
Current liabilities	10,451.26	13,505.38
Ratio	**1.30**	**0.90**

Change in ratios of more than 25% compared to the previous years is because the Company has repaid all its short-term borrowings and trade payables through proceeds from Initial Public Offer (IPO).

b) Debt - Equity Ratio = Total debt divided by Total equity where total debt refers to sum of current & non current borrowings

Particulars	March 31, 2023	March 31, 2022
Total debt	23,081.58	20,326.27
Total equity	30,594.15	7,697.98
Ratio	**0.75**	**2.64**

Change in ratios of more than 25% compared to the previous years is because the Company has made Initial Public Offer (IPO) in April 2022 and Preferential share allotment in October 2022 at premium, the Company has also repaid all of its short term borrowings and trade payables through the proceeds from IPO.

c) Debt Service Coverage Ratio (DSCR) = Earnings available for debt services divided by Total interest and principal repayments

Particulars	March 31, 2023	March 31, 2022
Loss before tax for the period	(8,943.25)	(6,120.81)
Add: Non cash expenses and finance costs		
Depreciation and amortization expense	4,546.15	1,382.45
Finance costs	1,029.87	833.15
Earnings available for debt services	**(3,367.23)**	**(3,905.22)**
Interest cost on borrowings	581.38	459.70
Principle repayments	-	(71.32)
Total interest and principal repayments	**581.38**	**388.38**
Ratio	**(5.79)**	**(10.06)**

Change in ratios of more than 25% compared to the previous years is because the Company has repaid all its short-term borrowings and trade payables through proceeds from Initial Public Offer (IPO).

d) Return on Equity Ratio / Return on Investment Ratio = Net profit after tax divided by Equity

Particulars	March 31, 2023	March 31, 2022
Loss before tax for the period	(8,943.25)	(6,120.81)
Total Equity	30,594.15	7,697.98
Ratio	**(0.29)**	**(0.80)**

Change in ratios of more than 25% compared to the previous years is because the Company has made Initial Public Offer (IPO) in April 2022 and Preferential share allotment in October 2022 at premium.

e) Inventory Turnover Ratio = Purchases Changes in inventory divided by closing inventory

Particulars	March 31, 2023	March 31, 2022
Purchases	407.29	268.43
Changes in inventory	(66.57)	9.17
Closing Inventory	(132.14)	(63.65)
Ratio	**(2.58)**	**(4.36)**

Change in ratios of more than 25% compared to the previous years is because the Company has acquired additional inventories as a part of Business Transfer Agreement.

f) Trade Receivables turnover ratio = Credit Sales divided by Closing trade receivables

Particulars	March 31, 2023	March 31, 2022
Credit sales	16,135.67	7,504.88
Closing trade receivables	550.56	345.04
Ratio	**29.31**	**21.75**

Change in ratios of more than 25% compared to the previous years is because the Company has entered into agreement with institutions for whom longer credit period have been provided.

[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

g) Trade payables turnover ratio = Credit purchases divided by closing trade payables

Particulars	March 31, 2023	March 31, 2022
Credit purchases	393.31	260.74
Closing trade payables	2,844.34	3,520.11
Ratio	**0.14**	**0.07**

Change in ratios of more than 25% compared to the previous years is because the Company has incurred other operating expenses which are payable as on March 31, 2023.

h) Net capital Turnover Ratio =Revenue from Operations divided by Net Working capital

Particulars	March 31, 2023	March 31, 2022
Revenue from operations	16,135.67	7,504.88
Net Working Capital	3,109.47	(1,368.34)
Ratio	**5.19**	**(5.48)**

Change in ratios of more than 25% compared to previous year is because Company during the year acquired new subsidiary. Also the Company has entered into Business Transfer Agreement, for which a deferred consideration payable has been recognised.

i) Net profit ratio = Net profit after tax divided by Revenue from operations

Particulars	March 31, 2023	March 31, 2022
Loss for the year	(7,921.37)	(5,849.49)
Revenue from operations	16,135.67	7,504.88
Ratio	**(0.49)**	**(0.78)**

Change in ratios of more than 25% compared to the previous years is because the Company has reversed the expenses relating to the issue of Restricted Stock Units as the same have been forfeited. Also, Profit for the year includes an other income recognised due to forfeiture of Non-Convertible Debentures during FY 2022-23.

j) Return on Capital employed- pre cash (ROCE)=Earnings before interest and taxes(EBIT)

Particulars	March 31, 2023	March 31, 2022
Loss before tax (A)	(8,943.25)	(6,120.81)
Finance Costs (B)	1,029.87	833.15
Other income (C)	3,856.39	55.27
EBIT (D) = (A)+(B)-(C)	**(11,769.77)**	**(5,342.93)**
Capital Employed- Pre Cash (J)=(E)-(F)-(G)-(H)-(I)	**70,023.76**	**16,974.32**
Total Assets (E)	89,169.12	38,113.90
Current Liabilities (F)	10,451.26	13,505.37
Current Investments (G)	-	-
Cash and Cash equivalents (H)	8,481.70	4,870.11
Bank balances other than cash and cash equivalents (I)	212.40	2,764.10
Ratio (D/J)	**(0.17)**	**(0.32)**

Change in ratios of more than 25% compared to the previous years is because the Company has repaid all its short-term borrowings and Trade Payables through proceeds from Initial Public Offer (IPO), other income includes profit from forfeiture of Non Convertible Debentures.

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50 Other Statutory Information

i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.

ii) The Company reviewed the status of all its customers and vendors as at March 31, 2023 and March 31, 2022, in MCA portal, and observed that the company do not have any transaction with struckoff companies under section 248 of companies Act, 2013 or Section 560 of Companies Act, 1956.

iii) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

iv) The company has not been declared wilful defaulter by any bank or financial institution or other lender during the year.

v) The Company have not traded or invested in Crypto currency or virtual currency during the financial year.

vi) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (intermediaries) with any oral or written understanding that the intermediary shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (ultimate beneficiaries) or
(b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

vii) The company have not received any fund from any person(s) or entity(ies) including foreign entities (funding party) with any oral or written understanding (whether recorded in writing or Otherwise) that the company shall:
(a) directly or indirectly lend or invest in any other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or
(b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries,

viii) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)

ix) During the financial year, the Company has not revalued any of it's property, plant and Equipment, Right of use asset and Intangible

x) The Company does not have any investment properties as at March 31, 2023 and March 31, 2022 as defined in Ind AS 40.

xi) The Company has compiled with the number of layers prescribed under clause (87) of section 2 of the act read with the companies (Restriction on number of layers) Rules, 2017.

xii) Quarterly results or statements of current assets filed by the company with banks financial institutions are in agreement with the books of accounts.

DELOITTE HASKINS & SELLS
CHENNAI
CHARTERED ACCOUNTANTS

51 Approval of consolidated financial statements.
The Consolidated financial statements were approved by the Board of Directors and authorised for issuance on May 29, 2023.

For and on behalf of the Board of Directors

Kalpathi S Suresh	**Saradha Govindarajan**	**M Anantharamakrishnan**
Executive Director cum Chairman	Chief Financial Officer	Company Secretary
Place: Chennai	Place: Chennai	Place: Chennai
Date: May 29, 2023	Date: May 29, 2023	Date: May 29, 2023

DELOITTE HASKINS & SELLS
CHENNAI
CHARTERED ACCOUNTANTS

PROPOSED ALLOTTEES IN THE ISSUE

In compliance with the requirements of Chapter VI of the SEBI ICDR Regulations, Allotment of the Equity Shares pursuant to this Issue shall be made by our Company, in consultation with the Book Running Lead Manager, to Eligible QIBs only, on a discretionary basis.

The names of the proposed Allottees and the percentage of post-Issue capital that may be held by them is set forth below. The details of the proposed Allottees, assuming that the Equity Shares are Allotted to them pursuant to the Issue, have been included in this Placement Document to be sent to such proposed Allottees.

Sr. No.	Name of the proposed allottees	Percentage of the post-Issue paid-up equity share capital held (%)^
1	TRUST MUTUAL FUND – TRUST MF FLEXI CAP FUND	0.47%
2	TRUST MUTUAL FUND – TRUST MF SMALL CAP FUND	0.47%
3	SAINT CAPITAL FUND	1.42%
4	ALPHA ALTERNATIVES FINANCIAL SERVICES PVT. LTD.	0.57%
5	SOCIETE GENERALE - ODI	0.81%
6	LORDS MULTIGROWTH FUND	0.21%
7	RESONANCE OPPORTUNITIES FUND	0.95%
8	NECTA BLOOM VCC - REGAL FUND	1.90%
9	ASHIKA GLOBAL SECURITIES PRIVATE LIMITED	0.47%
10	MAVIRA GROWTH OPPORTUNITIES FUND	0.57%
11	SANTOSH INDUSTRIES LIMITED	0.21%
12	ASTORNE CAPITAL VCC - ARVEN	0.38%
13	SARASWATI COMMERCIAL (INDIA) LTD	0.47%
14	AUTHUM INVESTMENT AND INFRASTRUCTURE LIMITED	7.59%
15	LEADING LIGHT FUND VCC -THE VINTAGE	0.24%
16	MONET SECURITIES PVT LTD	0.11%
17	ARNESTA GLOBAL OPPORTUNITIES FUND PCC - ARNESTA GLOBAL FUND 1	0.09%

^ Based on beneficiary position as on July 22, 2025.
The post-Issue shareholding pattern (in percentage terms) of the proposed Allottees will be disclosed on the basis of their respective PAN, except in case of Mutual Funds, Insurance Companies, and FPIs (investing through different sub accounts having common PAN across such sub accounts) wherein their respective DP ID and Client ID has been considered.

DECLARATION

The Company certifies that all relevant provisions of Chapter VI read with Schedule VII of the SEBI ICDR Regulations have been complied with and no statement made in this Placement Document is contrary to the provisions of Chapter VI and Schedule VII of the SEBI ICDR Regulations and that all approvals and permissions required to carry on the Company's business have been obtained, are currently valid and have been complied with. The Company further certifies that all the statements in this Placement Document are true and correct.

We, the Board of Directors of the Company certify that:

I. the Company has complied with the provisions of the Companies Act and the rules made thereunder;

II. the compliance with the Companies Act and the rules thereunder, does not imply that payment of dividend or interest or repayment of preference shares or debentures, if applicable, is guaranteed by the Central Government; and

III. the monies received under the Issue shall be used only for the purposes and objects indicated in the Placement Document (which includes disclosures prescribed under Form PAS-4).

SIGNED ON BEHALF OF BOARD OF DIRECTORS

____

Name: Kalpathi S Suresh

Designation: Chairman and Executive Director

DIN: 00526480

Date: July 22, 2025

Place: Chennai, Tamil Nadu

I am authorized by the QIP Committee of the Board of Directors of our Company, through resolution dated July 22, 2025 to sign this form and declare that all the requirements of Companies Act and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and the Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

SIGNED ON BEHALF OF BOARD OF DIRECTORS

____

Name: Kalpathi S Suresh

Designation: Chairman and Executive Director
DIN: 00526480
Date: July 22, 2025

Place: Chennai, Tamil Nadu

VERANDA LEARNING SOLUTIONS LIMITED
Registered Office G.R Complex, First Floor, No.807-808, Anna Salai, Nandanam, Chennai City Corporation, Chennai – 600 035, Tamil Nadu, India **Telephone**: +91 044 469 01007; **Contact Person**: Swaminadhan Balasundharam, Company Secretary and Compliance Officer; **E-mail**: secretarial@verandalearning.com
BOOK RUNNING LEAD MANAGER
Systematix Corporate Services Limited The Capital, A-Wing, 6th Floor, No.603-606, Plot No.C-70, G Block, Bandra Kurla Complex, Bandra (East) Mumbai – 400 051, Maharashtra, India.
LEGAL COUNSEL TO OUR ISSUER
T&S Law 14 and 15, Logix Technova, Block B, Sector 132, Noida – 201 304, Uttar Pradesh, India.
SPECIAL INTERNATIONAL LEGAL COUNSEL TO THE BOOK RUNNING LEAD MANAGER
Duane Morris & Selvam LLP 16 Collyer Quay, # 17-00 Singapore - 049 318
STATUTORY AUDITORS OF OUR COMPANY
Deloitte Haskins & Sells., Chartered Accountants ASV N Ramana Tower, 52, Venkatnarayana Road, T Nagar, Chennai- 110 065,Tamil Nadu, India

SAMPLE APPLICATION FORM

Veranda Learning Solutions Limited
Veranda Learning Solutions Limited was incorporated in the Republic of India under the provisions of Companies Act, 2013 on November 20, 2018)

APPLICATION FORM

Form No.: ___________

Date: _______________

Registered Office: G.R Complex, First Floor, No.807-808, Anna Salai, Nandanam, Chennai City Corporation, Chennai – 600 035, Tamil Nadu, India.
Telephone: +91 044 469 01007;
Website: www.verandalearning.com
Email: secretarial@verandalearning.com
CIN: L74999TN2018PLC125880
LEI:335800H2WKC3FS7S8933

Name of the Bidder:

QUALIFIED INSTITUTIONS PLACEMENT OF 1,58,71,173 EQUITY SHARES OF FACE VALUE ₹ 10 EACH (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 225.20 PER EQUITY SHARE ("ISSUE PRICE") INCLUDING A PREMIUM OF ₹ 215.20 PER EQUITY SHARE AGGREGATING TO APPROXIMATELY ₹ 35,741.88 LAKHS UNDER CHAPTER VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS") AND SECTION 42 OF THE COMPANIES ACT, 2013, AS AMENDED (THE "COMPANIES ACT"), READ WITH RULE 14 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014, AS AMENDED (THE "PAS RULES"), AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT AND THE RULES MADE THEREUNDER, BY VERANDA LEARNING SOLUTIONS LIMITED (THE "COMPANY") (HEREINAFTER REFERRED TO AS THE "ISSUE"). THE APPLICABLE FLOOR PRICE OF THE EQUITY SHARES IS ₹ 236.92 AND OUR COMPANY MAY OFFER A DISCOUNT OF UP TO 5% ON THE FLOOR PRICE, AS APPROVED BY THE SHAREHOLDERS.

Only Qualified Institutional Buyers ("QIBs") as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations and which (i) are not, (a) excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations; (b) restricted from participating in the Issue under the SEBI ICDR Regulations and other applicable laws; (c) hold a valid and existing registration under the applicable laws in India (as applicable) ("Eligible QIBs"); (d) are eligible to invest in the Issue and submit this Application Form. In addition to the above, with respect to the Issue, Eligible QIBs shall consist of (i) QIBs which are residents in India; and (ii) Eligible FPIs (as defined herein below) participating through Schedule II of the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 ("FEMA Rules"), the SEBI FPI Regulations and any other applicable law (other than individuals, corporate bodies and family offices).

The Equity Shares offered in the Issue have not been and will not be registered, listed or otherwise qualified in any jurisdiction, except India. In particular, the Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. The Equity Shares offered in the Issue are being offered and sold only outside the United States in 'offshore transactions' as defined in and in reliance on Regulation S under the U.S. Securities Act ("Regulation S") and the applicable laws of the jurisdiction where those offers and sales are made. For the selling restrictions in certain other jurisdictions, see the section entitled "*Selling Restrictions*" in the accompanying preliminary placement dated July 17, 2025 (the "PPD"). See "*Transfer Restrictions*" in the PPD for information about transfer restrictions that apply to the Equity Shares sold in the Issue.

ELIGIBLE NON-RESIDENT QIBS CAN PARTICIPATE IN THE ISSUE IN COMPLIANCE WITH

FEMA RULES. ELIGIBLE FPIS ARE PERMITTED TO PARTICIPATE THROUGH THE PORTFOLIO INVESTMENT SCHEME UNDER THE RELEVANT SCHEDULE OF FEMA RULES, IN THIS ISSUE, SUBJECT TO COMPLIANCE WITH ALL APPLICABLE LAWS AND SUCH THAT THE SHAREHOLDING OF ELIGIBLE FPIS DO NOT EXCEED SPECIFIED LIMITS AS PRESCRIBED UNDER APPLICABLE LAWS IN THIS REGARD. ALLOTMENTS MADE TO ALTERNATIVE INVETSMENT FUNDS ("AIFs") AND VENTURE CAPITAL FUNDS ("VCFs") IN THE ISSUE SHALL REMAIN SUBJECT TO THE RULES AND REGULATIONS APPLICABLE TO EACH OF THEM RESPECTIVELY. PURSUANT TO THE CONSOLIDATED FOREIGN DIRECT INEVSTMENT ("FDI") POLICY READ ALONG WITH PRESS NOTE NO. 3 (2020 SERIES), DATED APRIL 17, 2020, ISSUED BY THE DEPARTMENT FOR PROMOTION OF INDUSTRY AND INTERNAL TRADE, GOVERNMENT OF INDIA AND RULE 6 OF THE FEMA RULES, IN RESPECT OF INVESTMENTS BY AN ENTITY FROM A COUNTRY WHICH SHARES LAND BORDER WITH INDIA OR WHERE THE BENEFICIAL OWNER OF SUCH INVESTMENT IS SITUATED IN OR IS A CITIZEN OF SUCH COUNTRY, MAY ONLY BE MADE THROUGH THE GOVERNMENT APPROVAL ROUTE, AS PRESCRIBED IN THE FEMA RULES AND SHALL HAVE TO BE IN CONFORMITY WITH THE APPLICABLE PROVISIONS OF THE FEMA RULES.

To,
The Board of Directors
VERANDA LEARNING SOLUTIONS LIMITED
Registered Office: G.R Complex, First Floor, No.807-808, Anna Salai, Nandanam, Chennai City Corporation, Chennai – 600 035, Tamil Nadu, India.

STATUS (Please tick for applicable category)			
FI	Scheduled Commercial Bank and Financial Institutions	**IC**	Insurance Companies
MF	Mutual Funds	**VCF**	Venture Capital Funds**
NIF	National Investment Fund	**FPI**	Foreign Portfolio Investor*
IF	Insurance Funds	**AIF**	Alternative Investment Funds**
SI-NBFC	Systematically Important Non – Banking Financial Companies	**OTH**	Others ________________ (Please specify)

**Foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, other than individuals, corporate bodies and family offices who are not allowed to participate in the Issue.*
*** Sponsor and Manager should be Indian owned and controlled. Total shares currently held by QIB or QIBs belonging to the same group or those who are under common control. For details of what constitutes "same group" or "common control", see "Application Form" under Issue Procedure section of the PPD.*

Dear Sir/Madam,
On the basis of the serially numbered PPD of the Company and subject to the terms and conditions contained therein, and in this Application Form, we hereby submit our Application Form for the Allotment of the Equity Shares in the Issue, at the terms and price indicated below.

We confirm that we are an Eligible QIB in terms of Regulation 2(1)(ss) of the SEBI ICDR Regulations and are not: (a) excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations; and (b) restricted from participating in the Issue under the applicable laws, including SEBI ICDR Regulations. We are not a promoter of the Company (as defined in the SEBI ICDR Regulations), or any person related to the promoter of the Company, directly or indirectly. Further, we confirm that we do not have any right under a shareholders' agreement or voting agreement entered into with promoter or persons related to promoter of the Company, veto rights or right to appoint any nominee director on the board of directors of the Company. We confirm that we are either a QIB which is resident in India, or an Eligible FPI, participating through Schedule II of the FEMA Non-Debt Rules or a multilateral or bilateral development financial institution eligible to invest in India under applicable law. We specifically confirm that our Bid for the Allotment of the Equity Shares is not in violation to the amendment made to Rule 6(a) of the FEMA Rules by the Central Government on April 22, 2020. We confirm that we are neither an AIF or VCF whose sponsor and manager is not Indian owned and controlled in terms of the FEMA Rules, nor an FVCI. We confirm that the Bid size / aggregate number of the Equity Shares applied for by us, and which may be Allocated to us thereon will not exceed the relevant regulatory or approved limits and further confirm that our Bid will not result in triggering an open offer under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "**Takeover Regulations**").

We confirm, that we have a valid and existing registration under applicable laws and regulations of India, and undertake to acquire, hold, manage or dispose of any Equity Shares that are Allotted to us in accordance with Chapter VI of the SEBI ICDR Regulations and undertake to comply with the SEBI ICDR Regulations, and all other applicable laws, including any reporting obligations and the terms and conditions mentioned in the Placement Document and this Application Form. We confirm that, in relation to our application, each foreign portfolio investor ("**FPI**") as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended (other than individuals, corporate bodies and family offices), and including persons who have been registered under these regulations (such FPIs, "**Eligible FPIs**"), have submitted a separate Application Form, and asset management companies of mutual funds have specified the details of each scheme for which the application is being made along with the Application Amount and number of shares to be Allotted under each scheme. We undertake that we will sign all such documents, provide such documents and do all such acts, if any, necessary on our part to enable us to be registered as the holder(s) of the Equity Shares that may be Allotted to us. We confirm that the signatory is authorized to apply on behalf of the Bidder and the Bidder has all the relevant authorisations. We note that the Board of Directors of the Company, or any duly authorized committee thereof, is entitled, in consultation with Systematix Corporate Services Limited (the "**BRLM**"), in its sole discretion, to accept or reject this Application Form without assigning any reason thereof.

We hereby agree to accept the Equity Shares applied for, or such lesser number of Equity Shares as may be Allocated to us, subject to the provisions of the memorandum of association and articles of association of the Company, applicable laws and regulations, the terms of the PPD, Placement Document and the CAN, when issued and the terms, conditions and agreements mentioned therein and request you to credit the same to our beneficiary account with the Depository Participant as per the details given below, subject to receipt of Application Form and the Application Amount towards the Equity Shares that may be allocated to us. The amount payable by us as Application Amount for the Equity Shares applied for has been/will be remitted to the designated bank account set out in this Application Form through electronic mode, along with this Application Form prior to the Bid/Issue Closing Date and such Application Amount has been /will be transferred from a bank account maintained in our name. We acknowledge and agree that we shall not make any payment in cash or cheque. We are aware that (i) Allocation and Allotment in the Issue shall be at the sole discretion of the Company, in consultation with the BRLM; and (ii) in the event that Equity Shares that we have applied for are not Allotted to us in full or at all, and/or the Application Amount is in excess of the amount equivalent to the product of the Equity Shares that will be Allocated to us and the Issue Price, or the Company is unable to issue and Allot the Equity Shares offered in the Issue or if there is a cancellation of the Issue, or the listing of the Equity Shares does not occur in the manner described in the PPD, the Placement Document, the SEBI ICDR Regulations and other applicable laws, the Application Amount or a portion thereof, as applicable, will be refunded to the same bank account from which the Application Amount was paid by us. Further, we agree to comply with the rules and regulations that are applicable to us, including in relation to the lock-in and transferability requirements. In this regard, we authorize the Company to issue instructions to the depositories for such lock-in and transferability requirements, as may be applicable to us.

We acknowledge and agree that (i) our names, address, contact details, PAN, bank account details and the number of Equity Shares Allotted, along with other relevant information as may be required, will be recorded by the Company in the format prescribed in terms of the PAS Rules; (ii) in the event that any Equity Shares are Allocated to us in the Issue, pursuant to the requirements under Form PAS-4 of the PAS Rules our names (as proposed Allottees) and the percentage of our post-Issue shareholding in the Company will be disclosed in the Placement Document, and that disclosure of such details in relation to us in the Placement Document will not guarantee Allotment to us, as Allotment in the Issue shall continue to be at the sole discretion of the Company, in consultation with the BRLM; and (iii) in the event that Equity Shares are Allotted to us in the Issue, the Company will place our name in the register of members of the Company as a holder of such Equity Shares that may be Allotted to us and in the Form PAS-3 filed by the Company with the Registrar of Companies, Tamil Nadu at Chennai (the "**RoC**") as required in terms of the PAS Rules. Further, we are aware and agree that if we, together with any other QIBs belonging to the same group or under common control, are Allotted more than 5% of the Equity Shares in the Issue, the Company shall be required to disclose our name, along with the names of such other Allottees and the number of Equity Shares Allotted to us and to such other Allottees, on the websites of the National Stock Exchange of India Limited and BSE Limited (together, the "**Stock Exchanges**"), and we consent to such disclosures. In addition, we confirm that we are eligible to invest in Equity Shares under the SEBI ICDR Regulations, circulars issued by the RBI and other applicable laws. Further, we confirm that we are eligible to invest and hold the Equity Shares in accordance with press note no. 3 (2020 Series), dated April 17, 2020, issued by the Department for Promotion of Industry and Internal Trade, Government of India, wherein if the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, foreign direct investments can only be made through the Government approval route, as prescribed in the FEMA Rules.

By signing and submitting this Application Form, we hereby confirm and agree that the representations, warranties, acknowledgements and agreements as provided in the sections "*Notice to Investors*", "*Representations by Investors*", "*Issue Procedure*", "*Selling Restrictions*" and "*Transfer Restrictions*" sections of the PPD and the terms, conditions and agreements mentioned herein are true and correct and acknowledge and agree that these representations and warranties are given by us for the benefit of the Company and the BRLM, each of whom is entitled to rely on, and is relying on, these representations and warranties in consummating the Issue.

By signing and submitting this Application Form, we hereby represent, warrant, acknowledge and agree as follows: (1) we have been provided with a serially numbered copy of the PPD along with the Application Form, have read it in its entirety including in particular, the section "*Risk Factors*" therein and we have relied only on the information contained in the PPD and not on any other information obtained by us either from the Company, the BRLM or from any other source, including publicly available information; (2) we will abide by the Preliminary Placement Document and the Placement Document, this Application Form, the confirmation of allocation note ("**CAN**"), when issued, and the terms, conditions and agreements contained therein; (3) that if Equity Shares are Allotted to us pursuant to the Issue, we shall not sell such Equity Shares otherwise than on the floor of a recognised stock exchange in India for a period of one year from the date of Allotment (4) we will not have the right to withdraw our Bid or revise our Bid downwards after the Bid/Issue Closing Date; (5) we will not trade in the Equity Shares credited to our beneficiary account maintained with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchanges; (6) Equity Shares shall be Allocated and Allotted at the discretion of the Company, in consultation with the BRLM, and the submission of this Application Form and payment of the corresponding Application Amount by us does not guarantee any Allocation or Allotment of Equity Shares to us in full or in part; (7) in terms of the requirements of the Companies Act, upon Allocation, the Company will be required to disclose names and percentage of our post-Issue shareholding of the proposed Allottees in the Placement Document; however, disclosure of such details in relation to us in the Placement Document will not guarantee Allotment to us, as Allotment in the Issue shall continue to be at the sole discretion of the Company, in consultation with the BRLM; (8) the number of Equity Shares Allotted to us pursuant to the Issue, together with other Allottees that belong to the same group or are under common control as us, shall not exceed 50% of the Issue and we shall provide all necessary information in this regard to the Company and the BRLM; (9) if we are participating in the Issue as an Eligible FPI, we are not an individual, corporate body, or family office. For the purposes of this representation: The expression 'belong to the same group' shall derive meaning from Regulation 180(2) of the SEBI ICDR Regulations, i.e., entities where (i) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15% of the voting rights in the other; (ii) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (iii) there is a common director, excluding nominee and independent directors, among the Eligible QIBs, its subsidiary or holding company and any other QIB; and 'control' shall have the same meaning as is assigned to it under Regulation 2(1)(e) of the SEBI Takeover Regulations; (10) we agree to accept the Equity Shares applied for, or such lesser number of Equity Shares as may be Allocated to us, subject to the provisions of the memorandum of association and articles of association of the Company, applicable laws and regulations, the terms of the PPD and the Placement Document, this Application Form, the CAN upon its issuance and the terms, conditions and agreements mentioned therein and request you to credit the same to our beneficiary account with the Depository Participant as per the details given below; (11) we have such knowledge and experience in financial and business matters that we are capable of evaluating the merits and risks of the prospective investment in the Equity Shares and we understand the risks involved in making an investment in the Equity Shares; (12) we have the ability to bear the economic risk of our investment in the Equity Shares, have adequate means of providing for our current and contingent needs, have no need for liquidity with respect to our investment in Equity Shares and are able to sustain a complete loss of our investment in the Equity Shares; (13) no action has been taken by us or any of our affiliates or representatives to permit a public offering of the Equity Shares in any jurisdiction; (14) we satisfy any and all relevant suitability standards for investors in Equity Shares; (15) we acknowledge that the Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws and that the Equity Shares are only being offered and sold only outside the United States in in "offshore transactions" as defined in and in reliance on Regulation S; and (16) we are located outside the United States (as defined in Regulation S) and we are not submitting this Application Form as a result of any "directed selling" efforts (as defined in Regulation S).

We acknowledge that once a duly filled Application Form is submitted by an Eligible QIB, whether signed or not, and the Application Amount has been transferred to the Escrow Account (as detailed below), such Application Form constitutes an irrevocable offer and cannot be withdrawn or revised downwards after the Bid/Issue Closing Date. In case Bids are being made on behalf of the Eligible QIB and this Application Form is unsigned, we confirm that we are authorized to submit this Application Form and provide necessary instructions for transfer of the Application Amount to the Escrow Account, on behalf of the Eligible QIB.

BIDDER DETAILS (In Block Letters)			
NAME OF BIDDER*			
NATIONALITY			
REGISTERED ADDRESS			
PERMANENT ACCOUNT NUMBER "PAN"			
CITY AND PIN CODE			
COUNTRY			
PHONE NO.		**FAX NO.**	
MOBILE NO.			
EMAIL ID			
FOR ELIGIBLE FPIs**	SEBI FPI REGISTRATION NO.		
FOR MF	SEBI MF REGISTRATION NO.		
FOR AIFs***	SEBI AIF REGISTRATION NO.		
FOR VCFs***	SEBI VCF REGISTRATION NO.		
FOR SI-NBFC	RBI REGISTRATION DETAILS		
FOR INSURANCE COMPANIES	IRDAI REGISTRATION DETAILS		
FOR PENSION FUNDS	PFRDA REGISTRATION DETAILS		

**Name should exactly match with the name in which the beneficiary account is held. Application Amount payable on Equity Shares applied for by joint holders shall be paid from the bank account of the person whose name appears first in the application. Mutual Fund Bidders are requested to provide details of the bids made by each scheme of the Mutual Fund. Each Eligible FPI is required to fill a separate Application Form. Further, any discrepancy in the name as mentioned in this Application Form with the depository records would render the application invalid and liable to be rejected at the sole discretion of the Company and the BRLM.*
*** In case you are an Eligible FPI holding a valid certificate of registration and eligible to invest in the Issue, please mention your SEBI FPI Registration Number.*
**** Allotments made to AIFs and VCFs in the Issue are subject to the rules and regulations that are applicable to each of them respectively, including in relation to lock-in requirement. AIFs and VCFs should independently consult their own counsel and advisors as to investment in and related matters concerning the Issue.*

We acknowledge and agree that (i) our names, address, contact details, PAN, bank account details and the number of Equity Shares Allotted, along with other relevant information as may be required, will be recorded by the Company in the format prescribed in terms of the PAS Rules; (ii) in the event that any Equity Shares are Allocated to us in the Issue, pursuant to the requirements under Form PAS-4 of the PAS Rules, our names (as proposed Allottees) and the percentage of our post-Issue shareholding in the Company will be disclosed in the Placement Document,

NO. OF EQUITY SHARES BID FOR		**PRICE PER EQUITY SHARE (RUPEES)**		**APPLICATION AMOUNT (RUPEES)**	
(In Figures)	(In Words)	(In Figures)	(In Words)	(In Figures)	(In Words)

PAYMENT DETAILS | REMITTANCE BY WAY OF ELECTRONIC FUND TRANSFER			
By 03.30 PM (IST), July 22, 2025 ("ISSUE CLOSING DATE")			
ESCROW ACCOUNT - BANK ACCOUNT DETAILS FOR PAYMENT OF BID AMOUNT THROUGH ELECTRONIC FUND TRANSFER			
Name of the Account	VERANDA LEARNING SOLUTIONS LIMITED - QIP ISSUER COLLECTION ESCROW ACCOUNT	**Account Type**	ESCROW ACCOUNT

Name of Bank	AXIS BANK LIMITED	**Address of the Branch of the Bank**	NO. 23/24, GROUND FLOOR, “SHREYAS” WESTERN WING, CHAMIERS ROAD, CHENNAI – 600 018
Account No.	925020027799745	**IFSC**	UTIB0000782
LEI No.	335800H2WKC3FS7S8933		

The Application Amount should be transferred pursuant to this Application Form only by way of electronic fund transfers, in favour “Veranda Learning Solutions Limited – QIP Escrow Account”. Payment of the entire Application Amount should be made along with this Application Form on or before the closure of the Issue Period i.e. prior to or on the Bid/Issue Closing Date. **The payment for subscription to the Equity Shares to be allotted in the Issue shall be made only from the bank account of the person subscribing to the Equity Shares and in case of joint holders, from the bank account of the person whose name appears first in this Application Form.**

DEPOSITORY ACCOUNT DETAILS																											
Depository Name (Please ü)		**National Security Depository Limited**		**Central Depository Services (India) Limited**																							
Depository Participant Name																											
DP – ID	I	N																									
Beneficiary Account Number								(16-digit beneficiary account. No. to be mentioned above)																			
The demographic details like address, bank account details, etc. will be obtained from the Depositories as per the beneficiary account given above. **However, for the purposes of refund, if any, only the bank details as mentioned below, from which the Application Amount has been remitted for the Equity Shares applied for in the Issue will be considered.**																											

You are responsible for the accuracy of the bank details mentioned below. You are aware that the successful processing of refunds if, any, shall be dependent on the accuracy of the bank details provided by you. The Company and the BRLMs shall not be liable in any manner for refunds that are not processed due to incorrect bank details.

RUPEE BANK ACCOUNT DETAILS (FOR REMITTANCE)			
Bank Account Number		**IFSC Code**	
Bank Name		**Bank Branch Address**	

DETAILS OF CONTACT PERSON			
Name:			
Address:			
Tel. No.:		**Fax No:**	
Mobile No.:			
Email			

OTHER DETAILS	
PAN**	
Date of Application	
Signature of Authorised Signatory (may be signed either physically of	

ENCLOSURES ATTACHED

- ☐ Copy of PAN Card or PAN allotment letter**
- ☐ FIRC
- ☐ Copy of the SEBI registration certificate as a Mutual Fund
- ☐ Copy of the SEBI registration certificate as an Eligible FPI
- ☐ Copy of the SEBI registration certificate as an AIF
- ☐ Copy of the SEBI registration certificate as a VCF
- ☐ Certified copy of certificate of registration issued by the RBI as an SI-NBFC/ a scheduled commercial bank

digitally)*			☐ Copy of the IRDA registration certificate ☐ Copy of notification as a public financial institution ☐ Certified true copy of the power of attorney ☐ Other, please specify __________________

**A physical copy of the Application Form and relevant documents as required to be provided along with the Application Form shall be submitted as soon as practicable.*

***It is to be specifically noted that the Bidder should not submit the GIR number or any other identification number instead of the PAN, as the applications are liable to be rejected on this ground, unless the Bidder is exempted from requirement of obtaining a PAN under the Income-tax Act, 1961.*

Note:

(1) Capitalized terms used but not defined herein shall have the same meaning as ascribed to them in the PPD, unless specifically defined herein.

(2) This Application Form and the PPD sent to you and the Placement Document which will be sent to you in electronic form, are specific to you and you may not distribute or forward the same and are subject to the disclaimers and restrictions contained or accompanying these documents.

(3) This Application Form may be rejected if any information provided is incomplete or inadequate, at the discretion of the Company in consultation with the BRLM.

(4) The duly filed Application Form along with all enclosures shall be submitted to the BRLM either through electronic form at the email mentioned in the PPD or through physical delivery at the address mentioned in PPD.