

**INDEPENDENT AUDITOR'S REPORT**

**To The Members of Veranda Administrative Learning Solutions Private Limited**

**Report on the Audit of the Financial Statements**

**Opinion**

We have audited the accompanying financial statements of Veranda Administrative Learning Solutions Private Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2024, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year 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 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 state of affairs of the Company as at March 31, 2024, and its loss, total comprehensive loss, its cash flows and the changes in equity for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the 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 Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the 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 financial statements.

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

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's report, but does not include the financial statements and our auditor's report thereon. The Board report is expected to be made available to us after the date of this auditor's report.
- Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.
- In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- When we read the Board's report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'.



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## **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

## **Auditor's Responsibility for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the 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 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 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 Company has adequate internal financial controls with reference to 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 Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.



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- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the 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 financial statements.

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

## Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 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 financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.



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- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. (a) The Management has represented that, to the best of its knowledge and belief as indicated in Note 39 (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 Company 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 Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (b) The Management has represented, that, to the best of its knowledge and belief as indicated in Note 39 (vii), no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company 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, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. The Company has not declared or paid any dividend during the year and has not proposed final dividend for the year.
- vi. Based on our examination, which included test checks, the Company has used an accounting software for maintaining its books of account for the financial year ended March 31, 2024 which has 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. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.
- 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 financial year ended March 31, 2024.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

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



**Krishna Prakash E**  
Partner  
(Membership No. 216015)  
**UDIN : 24216015BKCPZF5158**

Place: Chennai  
Date: May 27, 2024



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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 with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

We have audited the internal financial controls with reference to financial statements of Veranda Administrative Learning Solutions Private Limited (the "Company") as at March 31, 2024 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls with reference to financial statements based on the internal control with reference to financial statements 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 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 Company's internal financial controls with reference to financial statements 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 with reference to 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 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 financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to 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 is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

#### Meaning of Internal Financial Controls with reference to financial statements

A company's internal financial control with reference to 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 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



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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 financial statements**

Because of the inherent limitations of internal financial controls with reference to 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 financial statements to future periods are subject to the risk that the internal financial control with reference to 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 the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2024, based on the criteria for internal financial control with reference to financial statements 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)



**Krishna Prakash E**  
Partner  
(Membership No. 216015)  
**UDIN : 24216015BKCPZF5158**

Place: Chennai  
Date: May 27, 2024



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## ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

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

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

- (i) (a)(A) As the Company does not hold any property, plant and equipment, intangible assets, reporting under clause 3(i) of the Order is not applicable.
- (ii) (a) The Company does not have any inventory and hence reporting under the clause (ii)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us, at any point of time of the year, the Company has not been sanctioned any working capital facility from banks or financial institutions and hence reporting under clause (ii)(b) of the Order is not applicable.
- (iii) The Company has provided guarantee, granted loans to companies during the year, in respect of which:
- (a) The Company has provided loans, stood guarantee during the year and details of which are given below:

(Rs. in Lakhs)

Particulars	Loans	Guarantee
A. Aggregate amount granted/ provided during the year		
- Holding Company	705.00	-
- Fellow Subsidiary	-	966.67
- Subsidiary	352.74	-
B. Balance outstanding as at Balance Sheet in respect of above cases		
- Holding Company	-	-
- Fellow Subsidiary	-	966.67
- Subsidiary	315.66	-

- (b) The terms and conditions of the grant of all the above-mentioned loans and guarantees provided, during the period are, in our opinion, *prima facie*, not prejudicial to the Company's interest.
- (c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts of principal amounts and interest have been regular as per stipulations except for the following:

Name of the entity	Nature	Amount (In Lakhs)		Due date	Extent of delay
		Principal	Interest		
Veranda IAS Learning Solutions Private Limited	Term Loan	1.22	2.20	September 05, 2023	60 days



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- (d) According to information and explanations given to us and based on the audit procedures performed, in respect of loans granted by the Company, there is no overdue amount remaining outstanding at the balance sheet date.
- (e) None of the loans granted by the Company have fallen due during the period.
- (f) The Company has granted Loans which are repayable on demand details of which are given below.

(Rs. in Lakhs)

Particulars	All Parties	Related Parties
Aggregate of loans/advances in nature of loans		
Repayable on demand	315.66	315.66
Percentage of loans/advances in nature of loans to the total loans	100%	100%

- (iv) The Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013, in respect of loans granted, investments made and guarantees and securities provided, as applicable.
- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause (v) of the Order is not applicable.
- (vi) Having regard to the nature of the Company's business / activities, reporting under clause (vi) of the Order is not applicable.
- (vii) According to the information and explanation given to us, in respect of Statutory dues:
- (a) Undisputed statutory dues, including Goods and Service tax, Income-tax, cess and other material statutory dues applicable to the Company have generally been regularly deposited by it with the appropriate authorities though there has been a delay in respect of remittance of professional tax dues.
- There were no undisputed amounts payable in respect of Goods and Service tax, Income-tax, and other material statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.
- (b) There are no statutory dues referred in sub-clause (a) above which have not been deposited as on March 31, 2024 on account of disputes.
- (viii) There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- (ix) (a) In our opinion, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) To the best of our knowledge and belief, in our opinion, term loans availed by the Company were, applied by the Company during the period for the purpose for which the loans were obtained.





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- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis aggregating Rs. 624.36 Lakhs have been used for long-term purposes.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) The Company has raised loans during the year on the pledge of securities held in its subsidiaries, as per details below and has not defaulted in the repayment of such loans raised. The Company does not have investment in associates and joint ventures.

Nature of loan taken	Name of lender	Amount of loan (Rs. in Lakhs)	Name of the subsidiary, joint venture or associate	Relation	Details of security pledged
Term Loan	Piramal Enterprises Limited	10,200.00	1) Veranda K-12 Learning Solutions Private Limited (Formerly known as Educare Infrastructure Services Private Limited) 2) Six Phrase Edutech Private Limited	Subsidiaries	1) 76% of the share capital of Veranda K-12 Learning Solutions Private Limited (Formerly known as Educare Infrastructure Services Private Limited) 2) 98% of the share capital of Six Phrase Edutech Private Limited
Term Loan	Piramal Enterprises Limited	1,300.00	3) Neyyar Education Private Limited 4) Neyyar Academy Private Limited 5) Phire Learning Solutions Private Limited 6) BAssure Solutions Private Limited 7) Smart Bridge Educational Services Private Limited		3) 76% of the share capital of Neyyar Education Private Limited 4) 76% of the share capital of Neyyar Academy Private Limited 5) 99.98% of share capital of Phire Learning Solutions Private Limited 6) 86% of the share capital of BAssure Solutions Private Limited 7) 5% of the share capital of Smart Bridge Educational Services Private Limited

- (x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) The Company has made preferential allotment of shares during the year. For such allotment of shares, the Company has complied with the requirements of Section 42 and 62 of the Companies Act, 2013. The Company has not made any preferential allotment or private placement of (fully or partly or optionally) convertible debentures during the year.



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- (xi) (a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year and upto the date of this report.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) In our opinion, the Company is in compliance with Section 188 of the Companies Act for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards. The provisions of section 177 of the Companies Act, 2013 are not applicable to the Company.
- (xiv) The Company is not required to have an internal audit system as per the provisions of the Companies Act, 2013. Hence, reporting under Clause (xiv) of the Order is not applicable.
- (xv) In our opinion during the year the Company has not entered into any non-cash transactions with any of its directors or directors of it's holding company, subsidiary company or persons connected with such directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a,b,c) The Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 but it has not obtained the registration as the Company has made request with Reserve Bank of India (RBI) for waiver from obtaining registration as an NBFC (Refer Note 40(a) to the Financial Statements).
- (d) As represented to us by the Management, the Group does not have any CIC as part of the group and accordingly reporting under clause (xvi)(d) of the Order is not applicable (Refer Note 40(b) to the Financial Statements).
- (xvii) The Company has incurred cash losses amounting to Rs. 3,241.27 lakhs in the financial year covered by our audit and Rs. 17.17 lakhs in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance



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that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx)

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

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



**Krishna Prakash E**  
Partner  
(Membership No. 216015)  
**UDIN : 24216015BKCPZF5158**

Place: Chennai  
Date: May 27, 2024



**Veranda Administrative Learning Solutions Private Limited**

Balance Sheet as at March 31, 2024

CIN No.: U80903TN2022PTC155382

[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

Particulars	Notes	As at March 31, 2024	As at March 31, 2023
<b>I. ASSETS</b>			
<b>1. Non-current assets</b>			
(a) Financial assets			
(i) Investments	4	30,747.91	-
(ii) Loans	5	228.84	900.02
(iii) Other financial assets	6	524.00	-
(b) Income tax assets	7	17.29	4.31
<b>Total non current assets</b>		<b>31,518.04</b>	<b>904.33</b>
<b>2. Current assets</b>			
(a) Financial assets			
(i) Cash and cash equivalents	8	1.33	4.34
(ii) Loans	9	332.14	53.88
(iii) Other financial assets	10	78.31	8.26
(b) Other current assets	11	195.21	26.98
<b>Total current assets</b>		<b>606.99</b>	<b>93.46</b>
<b>TOTAL ASSETS</b>		<b>32,125.03</b>	<b>997.79</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>1. Equity</b>			
(a) Equity share capital	12	14,173.26	1.00
(b) Other equity	13	(2,534.33)	(17.17)
<b>Total equity</b>		<b>11,638.93</b>	<b>(16.17)</b>
<b>2. Liabilities</b>			
<b>Non-Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	14	-	941.82
(ii) Other financial liabilities	15	471.24	-
(b) Provisions	17	7.93	-
<b>Total Non-current liabilities</b>		<b>479.17</b>	<b>941.82</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	16	13,381.13	58.18
(ii) Trade payables	18		
(a) Total outstanding dues of Micro Enterprises and Small Enterprises		66.89	-
(b) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises		17.35	4.00
(iii) Other financial liabilities	19	6,510.89	9.18
(b) Provisions	20	3.56	-
(c) Other current liabilities	21	27.11	0.78
<b>Total current liabilities</b>		<b>20,006.93</b>	<b>72.14</b>
<b>Total Liabilities</b>		<b>20,486.10</b>	<b>1,013.96</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>32,125.03</b>	<b>997.79</b>

See accompanying notes forming part of the 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 27, 2024





K Praveen Kumar

Director

DIN: 00591450

Place : Chennai

Date : May 27, 2024



R Rangarajan

Director

DIN: 00591483

Place : Chennai

Date : May 27, 2024




Vivek Raghuram

Chief Financial Officer

Place : Chennai

Date : May 27, 2024



R V Suresh Babu

Company Secretary

Place : Chennai

Date : May 27, 2024



**Veranda Administrative Learning Solutions Private Limited**  
**Statement of Profit and Loss for the year ended March 31, 2024**  
**CIN No.: U80903TN2022PTC155382**  
[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

Particulars	Notes	For the year ended March 31, 2024	For the period September 15, 2022 to March 31, 2023
<b>A Income</b>			
Revenue from operations	22	54.00	-
Other income	23	158.78	43.11
<b>Total income</b>		<b>212.78</b>	<b>43.11</b>
<b>B Expenses</b>			
Employee benefits expense	24	142.90	-
Other expenses	26	28.54	13.92
<b>Total expenses</b>		<b>171.44</b>	<b>13.92</b>
<b>C Earnings before Finance Costs, Tax, Depreciation and Amortisation Expense (EBITDA)</b>		<b>41.34</b>	<b>29.19</b>
Finance costs	25	3,282.61	46.36
Depreciation and amortization expense		-	-
<b>D Loss before tax / period</b>		<b>(3,241.27)</b>	<b>(17.17)</b>
<b>E Tax expense</b>	27		
Current tax		-	-
Deferred tax		-	-
<b>F Loss for the year / period</b>		<b>(3,241.27)</b>	<b>(17.17)</b>
<b>G Other comprehensive income / (loss)</b>			
<b>Items that will not be subsequently reclassified to profit or loss</b>			
Fair valuation gain / (loss) on investment in equity instruments through other comprehensive income		370.93	-
<b>Income-tax relating to items that will not be subsequently reclassified to profit or loss</b>			
Re-measurement gains/(losses) on defined benefit obligations		-	-
<b>Other comprehensive income / (loss) for the year / period, net of tax</b>		<b>370.93</b>	<b>-</b>
<b>H Total comprehensive income / (loss) for the year / period</b>		<b>(2,870.34)</b>	<b>(17.17)</b>
<b>I Loss per share (Rs.)</b>	28		
Basic Earnings per share (Nominal value per equity share of Rs.10)		(3.28)	(171.70)
Diluted Earnings per share (Nominal value per equity share of Rs.10)		(3.28)	(171.70)

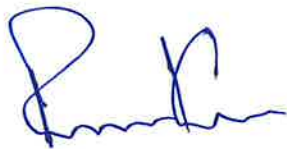
See accompanying notes forming part of the financial statements

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



**K Praveen Kumar**  
Director  
DIN: 00591450



**R Rangarajan**  
Director  
DIN: 00591483



**Vivek Raghuram**  
Chief Financial Officer



**R V Suresh Babu**  
Company Secretary

Place : Chennai  
Date : May 27, 2024

Place : Chennai  
Date : May 27, 2024

Place : Chennai  
Date : May 27, 2024

Place : Chennai  
Date : May 27, 2024

Place : Chennai  
Date : May 27, 2024



**Veranda Administrative Learning Solutions Private Limited**  
**Statement of Cash Flows for the year ended March 31, 2024**  
**CIN No.: U80903TN2022PTC155382**  
[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

Particulars	For the year ended March 31, 2024	For the period September 15, 2022 to March 31, 2023
<b>Cash flows from operating activities</b>		
Loss before tax	(3,241.27)	(17.17)
Adjustments to reconcile profit / (loss) before tax to net cashflows		
Finance costs	3,282.61	46.36
Share based payment expense	8.18	-
Interest Income	(158.58)	(43.11)
Operating loss before working capital changes	(109.06)	(13.92)
Change in operating assets and liabilities		
(Increase) / decrease in other assets	(168.23)	(26.98)
(Increase) / decrease in other financial assets	(54.00)	-
Increase / (decrease) in other liabilities	26.33	0.78
Increase / (decrease) in provisions	11.49	-
Increase / (decrease) in other financial liabilities	(53.32)	-
Increase / (decrease) in trade payables	80.26	4.00
Cash (used in) / generated from operations	<b>(266.53)</b>	<b>(36.12)</b>
Less : Income taxes paid (net of refunds)	(12.98)	(4.31)
<b>Net cash used in operating activities (A)</b>	<b>(279.51)</b>	<b>(40.43)</b>
<b>Cash flows from investing activities</b>		
Loan (advanced to) / repaid by holding company	693.90	(693.90)
Loan (advanced to) / repaid by fellow subsidiaries	14.68	(260.00)
Loan (advanced to) / repaid by subsidiaries	(315.67)	-
Investment in fixed deposits	(524.00)	-
Investment in Subsidiaries	(10,635.61)	-
Interest income	142.51	34.85
<b>Net cash used in investing activities (B)</b>	<b>(10,624.19)</b>	<b>(919.05)</b>
<b>Cash flows from financing activities</b>		
Proceeds from issue of equity shares	-	1.00
Proceeds from long term borrowings	500.00	1,000.00
Repayment of long term borrowings	(71.12)	-
Proceeds from short term borrowings	13,686.53	-
Repayment of short term borrowings	(1,734.28)	-
Interest cost paid	(1,480.44)	(37.18)
<b>Net cash generated from financing activities (C)</b>	<b>10,900.69</b>	<b>963.82</b>
<b>Net increase / (decrease) in cash and cash equivalents (A+B+C)</b>	<b>(3.01)</b>	<b>4.34</b>
Cash and cash equivalents at the beginning of the year	4.34	-
<b>Cash and cash equivalents at end of the year (Refer Note 8)</b>	<b>1.33</b>	<b>4.34</b>

**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	1.30	4.34
Cash on hand	0.03	-
	<b>1.33</b>	<b>4.34</b>

Figures in bracket indicate cash outflow



**Reconciliation of liabilities from financing activities for the year ended March 31, 2024:**

Particulars	As at March 31, 2023	Proceeds	Repayments	Reclassification	As at March 31, 2024
Long-Term borrowings	941.82	500.00	(71.12)	(1,370.70)	-
Short-term borrowings (including Current maturity to long-term borrowings)	58.18	13,686.53	(1,734.28)	1,370.70	13,381.13
<b>Total</b>	<b>1,000.00</b>	<b>14,186.53</b>	<b>(1,805.40)</b>	<b>-</b>	<b>13,381.13</b>

**Reconciliation of liabilities from financing activities for the year ended March 31, 2023:**

Particulars	As at September 15, 2022	Proceeds	Repayments	Reclassification	As at March 31, 2023
Long-Term borrowings	-	941.82	-	-	941.82
Short-term borrowings (including Current maturity to long-term borrowings)	-	58.18	-	-	58.18
<b>Total</b>	<b>-</b>	<b>1,000.00</b>	<b>-</b>	<b>-</b>	<b>1,000.00</b>

See accompanying notes forming part of the 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

  
**K Praveen Kumar**  
Director  
DIN: 00591450

  
**R Rangarajan**  
Director  
DIN: 00591483

  
**Vivek Raghuram**  
Chief Financial Officer

  
**R V Suresh Babu**  
Company Secretary

Place : Chennai  
Date : May 27, 2024

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Date : May 27, 2024

Place : Chennai  
Date : May 27, 2024



Veranda Administrative Learning Solutions Private Limited  
Statement of Changes in Equity for the year ended March 31, 2024  
CIN No.: U80903TN2022PTC155382  
[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

(A) Equity share capital

Year	Balance at the beginning of the reporting period / year	Changes in equity share capital during the period / year	Balance at the end of the reporting period / year
2022-23	-	1.00	1.00
2023-24	1.00	14,172.26	14,173.26

(B) Other equity

Particulars	Deemed Equity contribution	Equity instruments through other comprehensive income	Retained Earnings	Total
<b>Balance as at September 15, 2022</b>	-	-	-	-
Loss for the period	-	-	(17.17)	(17.17)
Other comprehensive income / (loss) for the period	-	-	-	-
<b>Balance as at March 31, 2023</b>	-	-	(17.17)	(17.17)
Loss for the period	-	-	(3,241.27)	(3,241.27)
Other comprehensive income / (loss) for the year	-	-	-	-
Fair value gain for the year / period	-	370.93	-	370.93
Corporate Guarantee (Refer Note 13.1)	345.00	-	-	345.00
Employee share based payment	8.18	-	-	8.18
<b>Balance as at March 31, 2024</b>	<b>353.18</b>	<b>370.93</b>	<b>(3,258.44)</b>	<b>(2,534.33)</b>

See accompanying notes forming part of the 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 27, 2024



**K Praveen Kumar**  
Director  
DIN: 00591450

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**R Rangarajan**  
Director  
DIN: 00591483

Place : Chennai  
Date : May 27, 2024



**Vivek Raghuram**  
Chief Financial Officer

Place : Chennai  
Date : May 27, 2024



**R V Suresh Babu**  
Company Secretary

Place : Chennai  
Date : May 27, 2024





## **I Corporate information**

Veranda Administrative Learning Solutions Private Limited (the "Company" or "VALS") was incorporated on September 15, 2022 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 Company is engaged in the business of providing online and offline training and coaching services.

## **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 financial statements**

### **i) Exemption from preparation of consolidated financial statements**

The Company has investments in subsidiaries. The Holding company, Veranda Learning Solutions Limited, having its registered office at G.R. Complex, First Floor, No. 807-808, Anna Salai, Nandanam, Chennai - 600035, Tamil Nadu, India shall present the consolidated financial statements. The Company has therefore availed the exemption under paragraph 4(a) of Ind AS 110 and shall satisfy the conditions for exemption from preparing consolidated financial statements as per Companies (Accounts) Amendments Rules, 2016 and thereby does not present consolidated financial statements.

### **ii) Basis of preparation and presentation**

#### **Historical cost convention**

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

#### **Measurement of fair values**

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

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

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

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

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

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

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

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

#### **Functional and presentation currency**

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



### 3 Material accounting policies

#### a) Current versus non-current classification

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

An asset is treated as current when it is:

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

All other assets are classified as non-current.

A liability is current when:

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

All other liabilities are classified as non-current.

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

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

#### b) Revenue Recognition

##### Income from Technical Know how:

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

#### c) 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.



**d) Property, plant and equipment (PPE)**

**Presentation**

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

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

**Derecognition**

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

**Depreciation on property, plant and equipment**

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

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

Depreciation for PPE on additions is calculated on pro-rata basis from the date of such additions. For deletion/ disposals, the depreciation is calculated on pro-rata basis up to the date on which such assets have been discarded/ sold. Additions to fixed assets, costing 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.

**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.

**f) 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.



**g) Taxes**

**Current income tax**

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

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

**Deferred tax**

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

Deferred tax 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 period 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.

**h) Provisions, contingent liabilities and contingent asset**

**Provisions**

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

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

Necessary provision for doubtful debts, claims, etc., are made if realisation of money is doubtful in the judgement of the management.

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.

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

**i) 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.

**j) 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.

**k) 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.



**l) Leases**

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

- (i) the contract involves the use of an identified asset
- (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
- (iii) the Company has the right to direct the use of the asset

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for 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.

**m) Segment reporting**

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



**n) Financial instruments**

Financial assets

(i) Initial recognition and measurement:

All financial assets are initially recognised at fair value. Transaction costs that are directly attributable to the acquisition of financial assets, which are not at fair value through profit or loss, are added to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

(ii) Subsequent measurement:

-Financial assets carried at amortised cost (AC)

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

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

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

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

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

(iii) Impairment of financial assets

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

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

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

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

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.



**o) Share Based Payments**

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

**p) Employee benefits**

**Provident fund**

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

**Gratuity**

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

**Compensated absences**

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

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

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:

- Impairment of investments and Non-current assets
- Provision for Tax
- Provision for employee benefits - Actuarial Assumptions



#### 4 Non-current Investments

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Investments in Subsidiaries at Cost</b>		
BAssure Solutions Private Limited 30,426 (March 31, 2023:Nil) equity shares of Rs.10 each, fully paid	576.92	-
Veranda K-12 Learning Solutions Private Limited (Formerly known as Educare Infrastructure Services Private Limited) 38,988 (March 31, 2023:Nil) equity shares of Rs.10 each, fully paid	15,334.83	-
Neyyar Education Private Limited 8,174 (March 31, 2023:Nil) equity shares of Rs.10 each, fully paid	1,574.94	-
Phire Learning Solutions Private Limited 45,60,000 (March 31, 2023:Nil) equity shares of Rs.10 each, fully paid	461.53	-
Six Phrase Edutech Private Limited 49,00,000 (March 31, 2023:Nil) equity shares of Rs.10 each, fully paid	6,133.45	-
Neyyar Academy Private Limited 10,083 (March 31, 2023:Nil) equity shares of Rs.10 each, fully paid	863.99	-
Deemed Investment - Veranda K-12 Learning Solutions Private Limited (Formerly known as Educare Infrastructure Services Private Limited)	4,281.55	-
Deemed Investment - BAssure Solutions Private Limited - Preference Shares	1,048.56	-
<b>Investments at Fair Value Through Other Comprehensive Income</b>		
Smart Bridge Educational Services Private Limited 526 (March 31, 2023:Nil) equity shares of Rs.10 each, fully paid	472.14	-
	<b>30,747.91</b>	-

4.1 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, 30,426 shares of BAssure Solutions Private Limited for a consideration of Rs. 570.00 lakhs. Consequent to this acquisition, shareholding of the Company 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.

During the year, in accordance with the share purchase agreement dated July 07, 2023, the Company has agreed to acquire, 10,000 preference shares of BAssure Solutions Private Limited for a consideration of Rs. 1,291.00 lakhs. 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".

4.2 During the year, in accordance with the share purchase agreement dated May 22, 2023, the Company 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 the Company 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, the Company 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".

4.3 During the year, in accordance with the share purchase agreement dated May 22, 2023, the Company 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 the Company 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.





4.4 During the year, in accordance with the share purchase agreement dated June 27, 2023, the Company 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 the Company 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.

4.5 During the year, in accordance with the share purchase agreement dated May 22, 2023, the Company 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 the Company 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.

4.6 During the year, in accordance with the share purchase agreement dated May 22, 2023, the Company 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 the Company 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.

4.7 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 Company 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.

#### 5 Loans

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Loans to related parties (Refer note 35)</b>		
<b>Unsecured, Considered Good</b>		
Veranda IAS Learning Solutions Private Limited (Refer Note 5.1)	228.84	245.32
Veranda Learning Solutions Limited (Refer Note 5.1)	-	654.70
	<b>228.84</b>	<b>900.02</b>

5.1 Particulars	Interest Rate	As at March 31, 2024	As at March 31, 2023
Veranda IAS Learning Solutions Private Limited	11.55%	245.32	260.00
Veranda Learning Solutions Limited	11.55%	-	693.90
Less: Principal receivable within one year (Refer Note 9)		(16.48)	(53.88)
		<b>228.84</b>	<b>900.02</b>

5.2 The inter Corporate loans are provided to group companies at interest rate of 11.55% and repayable in 120 equal monthly instalments starting from April 2023 .

5.3 Loans and advances to promoters, directors, KMPs and the related parties (Refer Note 5 and 9)

Type of Borrower	As at March 31, 2024		As at March 31, 2023	
	Amount of loan outstanding	% to the total Loans and advances in the nature of loans	Amount of loan outstanding	% to the total Loans and advances in the nature of loans
Promoters	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related Parties	560.98	100%	953.90	100%



**6 Other financial assets**

Particulars	As at March 31, 2024	As at March 31, 2023
In fixed deposits - with original maturity more than 12 months*	524.00	-
	<b>524.00</b>	<b>-</b>

\* The fixed deposits amounting to Rs. 524.00 Lakhs (March 31, 2023 - Rs. Nil) are held under lien against loan taken from Piramal Enterprises Limited. (Refer Note 14)

**7 Income Tax Assets**

Particulars	As at March 31, 2024	As at March 31, 2023
Tax deducted at source (TDS) receivables (net of provisions)*	17.29	4.31
	<b>17.29</b>	<b>4.31</b>

\* Provisions for tax as at March 31, 2024 Rs Nil (March 31, 2023 - Rs. Nil)

**8 Cash and cash equivalents**

Particulars	As at March 31, 2024	As at March 31, 2023
Balances with banks in current accounts	1.30	4.34
Cash in hand	0.03	-
	1.33	4.34
<b>Other bank balances</b>		
In Fixed Deposit - with remaining maturity less than 12 months	-	-
	-	-
	<b>1.33</b>	<b>4.34</b>

**9 Loans**

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Loans to related parties</b>		
<b>Unsecured, Considered Good</b>		
<b>On Demand</b>		
Phire Learning Solutions Private Limited ( Refer Note 9.1)	14.00	-
Neyyar Academy Private Limited (Refer Note 9.1)	84.04	-
Neyyar Education Private Limited (Refer Note 9.1)	217.62	-
<b>Principal receivable within one year (Refer Note 5.1)</b>		
Veranda IAS Learning Solutions Private Limited	16.48	14.68
Veranda Learning Solutions Limited	-	39.20
	<b>332.14</b>	<b>53.88</b>

9.1 The inter corporate loans are provided to subsidiary companies at an interest rate of 14.00% p.a.



**10 Other financial assets**

Particulars	As at March 31, 2024	As at March 31, 2023
Interest receivable on loans	20.34	8.26
Interest receivable on fixed deposit	3.97	-
Unbilled Revenue	54.00	-
	<b>78.31</b>	<b>8.26</b>

**11 Other current assets**

Particulars	As at March 31, 2024	As at March 31, 2023
Balance with Government Authorities	154.07	5.32
Unamortized loan processing charges	-	18.97
Advances to Vendors	15.21	2.69
Other Receivables	25.93	-
	<b>195.21</b>	<b>26.98</b>

**12 Equity Share capital**

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Authorised share capital</b>		
18,00,00,000 (March 31, 2023 - 1,50,000) Equity Shares of Rs.10 each (March 31, 2023 - Rs. 10 each)	18,000.00	15.00
	<b>18,000.00</b>	<b>15.00</b>
<b>Issued share capital</b>		
14,17,32,639 (March 31, 2023 - 10,000) Equity Shares of Rs.10 each (March 31, 2023 - Rs. 10 each)	14,173.26	1.00
	<b>14,173.26</b>	<b>1.00</b>
<b>Subscribed and fully paid up share capital</b>		
14,17,32,639 (March 31, 2023 - 10,000) Equity Shares of Rs.10 each (March 31, 2023 - Rs. 10 each)	14,173.26	1.00
	<b>14,173.26</b>	<b>1.00</b>

**Notes:**

**i) Reconciliation of equity shares as at the beginning & at end of the reporting year**

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Balance as at the beginning of the year / (period)	10,000	1.00	-	-
Issued during the year	14,17,22,639	14,172.26	10,000	1.00
Balance at the end of the year	<b>14,17,32,639</b>	<b>14,173.26</b>	<b>10,000</b>	<b>1.00</b>

**ii) Rights, preferences and restrictions in respect of equity shares issued by the Company:**

- 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.
- The Company has not declared dividend on equity shares.
- 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.

**iii)** The authorised share capital of the company has increased from Rs. 15 Lakhs to Rs. 18,000 Lakhs pursuant to the resolution at the meeting of members of the Company held on May 23, 2023.

**iv)** Pursuant to a resolution of the Board of Directors of the Company dated July 21, 2023, the Company has issued and allotted 14,17,22,639 fully paid up equity shares of face value Rs.10 each at par for a consideration other than cash on a private placement basis to non-promoters.

Pursuant to a resolution of the Allotment Committee of Veranda Learning Solutions Limited (Holding Company) dated August 26, 2023, Veranda Learning Solutions Limited has issued and allotted 75,78,743 equity shares of face value Rs. 10 each at Rs.187/- 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 14,17,22,639 shares of the Company) on a private placement basis to non-promoters.



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

Name of the shareholder	As at March 31, 2024		As at March 31, 2023	
	No. of shares	% of Holding	No. of shares	% of Holding
Veranda Learning Solutions Limited	14,17,32,638	100.00%	9,999	99.99%
K. Praveen Kumar*	1	0.00%	1	0.01%

\*shares held on behalf of Veranda Learning Solutions Limited

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

Name of the shareholder	As at March 31, 2024		As at March 31, 2023	
	No. of shares	% of Holding	No. of shares	% of Holding
Veranda Learning Solutions Limited	14,17,32,638	100.00%	9,999	99.99%

vii) Shareholding of promoters\*

Name of the promoter	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
Veranda Learning Solutions Limited	14,17,32,638	100.00%	0.01%	9,999	99.99%	99.99%

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

13 Other equity

Particulars	As at March 31, 2024	As at March 31, 2023
Retained Earnings	(3,258.44)	(17.17)
Equity instruments through other comprehensive income	370.93	-
Deemed Equity contribution	353.18	-
	<b>(2,534.33)</b>	<b>(17.17)</b>
<b>a) Retained Earnings</b>		
Balance at the beginning of the year / period	(17.17)	-
Total comprehensive loss for the year / period	(3,241.27)	(17.17)
Balance at the end of the year / period	<b>(3,258.44)</b>	<b>(17.17)</b>
<b>b) Equity instruments through other comprehensive income</b>		
Balance at the beginning of the year / period	-	-
Fair value gain for the year / period	370.93	-
Balance at the end of the year / period	<b>370.93</b>	-
<b>c) Deemed Equity contribution (Refer note 13.1)</b>		
Balance at the beginning of the year / period	-	-
Corporate Guarantee	345.00	-
Employee share based payment	8.18	-
Balance at the end of the year / period	<b>353.18</b>	-

13.1 Deemed equity contribution represents equity contribution by Veranda Learning Solutions Limited through grant of options to its equity shares under an ESOP Scheme to employees of the Company and contribution by providing corporate guarantee to the loans taken by the Company.



#### 14 Borrowings

Particulars	As at March 31, 2024	As at March 31, 2023
<b>Term Loans from others (Refer Note14.1)</b>		
Hinduja Leyland Finance Limited	-	941.82
	-	<b>941.82</b>

#### 14.1 Details of Borrowings

Party Name	Repayment Schedule	Interest Rate / Security provided	As at March 31, 2024	As at March 31, 2023
Hinduja Leyland Finance Limited	124 monthly instalments from April 2023	11.5% / Unsecured	942.62	1,000.00
Hinduja Leyland Finance Limited	125 monthly instalments from October 2023	11.5% / Unsecured	486.26	-
Piramal Enterprises Limited	22 quarterly instalments from June 2024	13.50% / Secured	11,500.00	-
<b>Less: Current Maturities of debt</b>				
Current Maturities of Long term debt (Refer Note 16)			(12,928.88)	(58.18)
<b>Total</b>			-	<b>941.82</b>

- a) Loan from Piramal Enterprises Limited is secured against pledge of 100% of the share capital of the Company, pledge of share capital of the subsidiaries of the Company and a charge on all current assets of the Company.

#### 15 Other Financial Liabilities - Non Current

Particulars	As at March 31, 2024	As at March 31, 2023
Purchase consideration payable - Non Current	471.24	-
	<b>471.24</b>	-

#### 16 Borrowings

Particulars	As at March 31, 2024	As at March 31, 2023
Veranda Learning Solutions Limited	450.47	-
HDFC Credit Card	1.78	-
Current maturities of long term debt (Refer Note16.2)	12,928.88	58.18
	<b>13,381.13</b>	<b>58.18</b>

- 16.1 Loans taken from Piramal Enterprises Limited amounting to Rs. 11,500.00 Lakhs has been utilized towards acquisition of shares in the subsidiaries of the Company and meeting acquisition related costs. (Refer Note 35)
- 16.2 The Company intends to pre-close the loans borrowed from Hinduja Leyland Finance Limited and Piramal Enterprise Limited and accordingly the loan outstanding has been reclassified as current liability as at the March 31, 2024. Subsequent to the year end, the loan has been closed on April 18, 2024.
- 16.3 The inter corporate loans borrowed from holding company at an interest rate of 11.55% and repayable on demand (Unsecured).



[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

**17 Long Term Provisions**

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for Gratuity (Refer Note 36.2)		
Provision for Compensated Absences (Refer Note 36.3)	5.96	-
	1.97	-
	7.93	-

**18 Trade payables**

Particulars	As at March 31, 2024	As at March 31, 2023
Total outstanding dues of creditors of micro and small enterprises (Refer Note 18.1)	66.89	-
Total outstanding dues of creditors other than micro and small enterprises	17.35	4.00
	84.24	4.00

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

**18.2 Trade Payables Ageing**

Particulars	As at March 31, 2024						
	Outstanding for following periods from due date of payment						
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed dues - MSME	-	-	66.89	-	-	-	66.89
(ii) Undisputed dues - Others	-	16.73	0.62	-	-	-	17.35
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-

Particulars	As at March 31, 2023						
	Outstanding for following periods from due date of payment						
	Unbilled	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed dues - MSME	-	-	-	-	-	-	-
(ii) Undisputed dues - Others	-	4.00	-	-	-	-	4.00
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-

**19 Other Financial Liabilities**

Particulars	As at March 31, 2024	As at March 31, 2023
Interest accrued but not due on borrowings	1,155.91	9.18
Purchase consideration payable - Current	5,354.98	-
	6,510.89	9.18

**20 Short Term Provisions**

Particulars	As at March 31, 2024	As at March 31, 2023
Provision for Gratuity (Refer Note 36.2)	0.05	-
Provision for Compensated Absences (Refer Note 36.3)	3.51	-
	3.56	-

**21 Other current liabilities**

Particulars	As at March 31, 2024	As at March 31, 2023
Statutory dues payable	17.47	0.78
Deferred Revenue	9.64	-
	27.11	0.78



**22 Revenue from Operations**

Particulars	For the year ended March 31, 2024	For the period September 15, 2022 to March 31, 2023
Income from Technical Knowhow	54.00	-
	<b>54.00</b>	<b>-</b>

**22.1 Disaggregated Revenue**

The Company 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 period September 15, 2022 to March 31, 2023
<b>Over a period of time</b>		
Income from Technical Knowhow	54.00	-
	<b>54.00</b>	<b>-</b>

**22.2 Reconciliation of revenue with contract price**

Particulars	For the year ended March 31, 2024	For the period September 15, 2022 to March 31, 2023
<b>Contract Price</b>		
Income from Technical Knowhow	54.00	-
<b>Adjustments:</b>		
Discounts	-	-
Deferred Revenue	-	-
	<b>54.00</b>	<b>-</b>

**23 Other Income**

Particulars	For the year ended March 31, 2024	For the period September 15, 2022 to March 31, 2023
Interest on loans advanced (Refer Note 35)	149.34	43.11
Interest on Fixed Deposits	9.25	-
Guarantee Income	0.02	-
Miscellaneous income	0.17	-
	<b>158.78</b>	<b>43.11</b>

**24 Employee Benefits expense**

Particulars	For the year ended March 31, 2024	For the period September 15, 2022 to March 31, 2023
Salaries, wages & Bonus	128.58	-
Contribution to Provident and other funds	0.02	-
Staff welfare expenses	0.11	-
Gratuity Expenses	6.01	-
Share based payment expense	8.18	-
	<b>142.90</b>	<b>-</b>



**25 Finance costs**

Particulars	For the year ended March 31, 2024	For the period September 15, 2022 to March 31, 2023
Interest on borrowings	2,129.85	45.33
Interest on Deferred Purchase Consideration	310.44	-
Loan processing charges	497.28	1.03
Corporate guarantee expense	345.00	-
Other interest expense	0.04	-
	<b>3,282.61</b>	<b>46.36</b>

Subsequent to the year ended March 31, 2024, the Company has prepaid loan availed from Piramal Enterprises Limited and a non-recurring prepayment charge of Rs. 1,025.00 Lakhs has been accrued in year ended March 31, 2024.

**26 Other expenses**

Particulars	For the year ended March 31, 2024	For the period September 15, 2022 to March 31, 2023
Power and fuel	1.68	-
Advertisement & Sales Promotion	0.09	-
Business Promotion Expenses	3.66	-
Rent	0.61	-
Payment to the auditors (excluding GST)*	4.00	3.00
Travelling & Conveyance	3.23	-
Legal & professional charges	10.70	7.41
Directors sitting fees	2.00	3.20
Rates and taxes	1.74	0.21
Repairs & maintenance	-	0.09
Printing & Stationery	0.83	0.01
	<b>28.54</b>	<b>13.92</b>

**\* Payment to Auditors**

Particulars	For the year ended March 31, 2024	For the period September 15, 2022 to March 31, 2023
Statutory Audit	4.00	3.00
	<b>4.00</b>	<b>3.00</b>

**27 Tax expense:**

Particulars	For the year ended March 31, 2024	For the period September 15, 2022 to March 31, 2023
Deferred tax expense:		
Recognised in Profit / Loss	-	-
	<b>-</b>	<b>-</b>





**Reconciliation of accounting profits**

27.1 Particulars	For the year ended March 31, 2024	For the period September 15, 2022 to March 31, 2023
Accounting (loss) before tax	(3,241.27)	(17.17)
Income tax rate	25.17%	25.17%
At statutory income tax rate	(815.73)	(4.41)
Non - deductible expenses for tax purposes:		
Right-of-use assets	-	-
Deferred tax not considered on business loss	815.73	4.41
Income tax expenses reported in the statement of profit and loss	-	-

Based on assessment of probability of taxable profits against which the deferred tax asset pertaining to unabsorbed business loss amounting to Rs.808.62 lakhs (31 March 2023: Rs. 4.41 lakhs) can be utilised, the company has not recognized deferred tax asset thereon. The company shall continue to assess the liability of such deferred tax liability at the end of every reporting period.

**28 Loss per share**

Particulars	For the year ended March 31, 2024	For the period September 15, 2022 to March 31, 2023
Loss for the year / period attributable to owners of the Company	(3,241.27)	(17.17)
Weighted average number of ordinary shares outstanding	9,87,51,183	10,000
Basic loss per share (Rs)	(3.28)	(171.70)
Diluted loss per share (Rs)	(3.28)	(171.70)

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.

**29 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 period September 15, 2022 to March 31, 2023
(i) Principal amount due to suppliers registered under MSMED Act an remaining unpaid:	66.89	-
(ii) Interest due to suppliers registered under MSMED Act and remaining unpaid:	0.04	-
(iii) Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	0.77	-
(iv) Interest paid, other than under section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
(v) Interest paid, under section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
(vi) Interest due and payable towards suppliers registered under MSMED Act, for payments already made	0.03	-
(vii) Further interest remaining due and payable for earlier years	-	-

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.



### 30 Corporate Social Responsibility

The provisions of section 135 of the Companies Act 2013, Corporate Social Responsibility is not applicable to the Company on account of losses and no amount is required to be spent on Corporate Social Responsibility.

### 31 Contingent liabilities & commitments

Particulars	As at March 31, 2024	As at March 31, 2023
Contingent liabilities	-	-
Commitments	-	-
Corporate Guarantee (Refer note below)	966.67	-

During the year ended March 31, 2024, Veranda XL Learning Solutions Private Limited has issued 14,500 senior, secured, unlisted, redeemable Non Convertible Debentures (NCD) having a face value of Rs. 1,00,000 each on a private placement basis. The Company has issued a Corporate Guarantee in relation to the issue.

### 32 Operating segments

Operating segments reflect the Company's management structure and the way the financial information is regularly reviewed by the Company's Chief Operating Decision Maker (CODM). The CODM considers the business from both business and product perspective based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / (loss) amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance. The Company's operations predominantly relates to sale of comprehensive learning programs and, accordingly, this is the only operating segment.



**Veranda Administrative Learning Solutions Private Limited**

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[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

**33 Financial instruments****Capital management**

The Company manages its capital to ensure that Company will be able to continue as going concern, while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The Company determines the amount of capital required on the basis of annual operating plans and long-term product and other strategic investment plans. The funding requirements are met through equity, long-term borrowings and other short-term borrowings.

For the purposes of the Company's capital management, capital includes issued capital and all other equity reserves attributable to the equity holders.

<b>Gearing ratio:</b>	<b>March 31,2024</b>	<b>March 31,2023</b>
Debt	13,381.13	1,000.00
Less: Cash and bank balances	1.33	4.34
Net debt	<b>13,379.80</b>	<b>995.66</b>
Total equity	11,638.93	(16.17)
Net debt to equity ratio (%)	114.96%	(6157.45%)

**Credit risk management**

Credit Risk on cash and cash equivalents is generally low as they have been held 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 company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The company's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal requirements.

**Liquidity tables**

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay.

<b>Particulars</b>	<b>March 31,2024</b>			
	<b>Due in 1st year</b>	<b>Due in 2nd to 5th year</b>	<b>Due after 5th year</b>	<b>Carrying amount</b>
Borrowings (Fixed rate instruments)	13,381.13	-	-	13,381.13
Trade payables (Non - interest bearing)	84.24	-	-	84.24
Other financial liabilities (Non - interest bearing)	6,832.91	614.00	-	7,446.91
	<b>20,298.28</b>	<b>614.00</b>	-	<b>20,912.28</b>

<b>Particulars</b>	<b>March 31,2023</b>			
	<b>Due in 1st year</b>	<b>Due in 2nd to 5th year</b>	<b>Due after 5th year</b>	<b>Carrying amount</b>
Borrowings (Fixed rate instruments)	58.18	300.37	641.45	1,000.00
Trade payables (Non - interest bearing)	4.00	-	-	4.00
Other financial liabilities (Non - interest bearing)	9.18	-	-	9.18
	<b>71.36</b>	<b>300.37</b>	<b>641.45</b>	<b>1,013.18</b>

	<b>March 31,2024</b>	<b>March 31,2023</b>
<b>Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required):</b>	Nil	Nil



**Veranda Administrative Learning Solutions Private Limited**

Notes to Financial Statements for the year ended March 31, 2024

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**34 Fair value measurements****Financial instruments measured at amortised cost**

<b>Financial assets</b>	<b>Note</b>	<b>Hierarchy</b>	<b>March 31,2024</b>	<b>March 31,2023</b>
Cash and cash equivalents	8	Level 2	1.33	4.34
Loans and Advances	5,10	Level 2	560.98	953.90
Other financial assets	6 , 10	Level 2	602.31	8.26
<b>Total financial assets</b>			<b>1,164.62</b>	<b>966.50</b>

<b>Financial liabilities</b>	<b>Note</b>	<b>Hierarchy</b>	<b>March 31,2024</b>	<b>March 31,2023</b>
Borrowings	16	Level 2	13,381.13	1,000.00
Trade payables	18	Level 2	84.24	4.00
Other financial liabilities	19 , 15	Level 2	6,982.13	9.18
<b>Total financial liabilities</b>			<b>20,447.50</b>	<b>1,013.18</b>

**Fair value measurement**

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level is as under:

**Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

**Level 2:** The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

**Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

**Valuation technique used to determine fair value**

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

The carrying amounts of trade receivables, trade payables, cash and cash equivalents and other current financial liabilities are considered to be the same as their fair values, due to their short-term nature.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

The external borrowing rate of the Company has been taken as the discount rate used for determination of fair value.



## Veranda Administrative Learning Solutions Private Limited

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### 35 Related party transactions and disclosures

#### a) List of related parties

##### Entities having control or controlled by the Company

###### Holding company

Veranda Learning Solutions Limited

###### Subsidiary Companies

BAssure Solutions Private Limited	(Since July 21, 2023)
Neyyar Academy Private Limited	(Since July 21, 2023)
Neyyar Education Private Limited	(Since July 21, 2023)
Phire Learning Solutions Private Limited	(Since July 21, 2023)
Six Phrase Edutech Private Limited	(Since July 21, 2023)
Veranda K-12 Learning Solutions Private Limited (formerly known as Educare Infrastructure Services Private Limited)	(Since August 30, 2023)
Talently Innovative Solutions Private Limited	(Since July 21, 2023)

###### Fellow subsidiary companies

Veranda Race Learning Solutions Private Limited	
Veranda XL Learning Solutions Private Limited	
Brain4ce Education Solutions Private Limited	
Veranda Learning Solutions North America, Inc.	
Veranda IAS Learning Solutions Private Limited	
Veranda Management Learning Solutions Private Limited	
Sreedhar CCE Learning Solutions Private Limited	(Since July 07, 2023)
Tapasya Educational Institutions Private Limited	(Since January 11, 2024)

##### Key management personnel (KMP) and their relatives

Sri. K Praveen Kumar	Director
Sri. R Rangarajan*	Whole Time Director
Smt. Revathi S Raghunathan	Director
Sri. Bharath Seeman	Director (w.e.f. August 30, 2023)
Sri. Vivek Raghuram	Chief Financial Officer (w.e.f. July 22, 2023)
Sri. R V Suresh Babu	Company Secretary (w.e.f. July 22, 2023)

\* Sri. R Rangarajan was appointed as the Whole Time Director with effect from July 01, 2023.



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**b) Transactions during the period**

S. No.	Nature of transactions	Amount	
		For the year ended March 31, 2024	For the period September 15, 2022 to March 31, 2023
<b>1</b>	<b>Loans given to</b>		
	Veranda Learning Solutions Limited	-	975.00
	Veranda IAS Learning Solutions Private Limited	-	260.00
	Phire Learning Solutions Private Limited	14.00	-
	Neyyar Academy Private Limited	84.04	-
	Neyyar Education Private Limited	250.42	-
<b>2</b>	<b>Loans repayment received</b>		
	Veranda Learning Solutions Limited	-	281.10
	Veranda IAS Learning Solutions Private Limited	14.69	-
	Neyyar Education Private Limited	32.79	-
<b>3</b>	<b>Loans taken</b>		
	Veranda Learning Solutions Limited	2,184.75	-
<b>4</b>	<b>Repayment of loan taken from</b>		
	Veranda Learning Solutions Limited	1,040.37	-
<b>5</b>	<b>Share of Technical know how</b>		
	Veranda K-12 Learning Solutions Private Limited (formerly known as Educare Infrastructure Services Private Limited)	54.00	-
<b>6</b>	<b>Reimbursement of expenses</b>		
	Phire Learning Solutions Private Limited	38.41	-
<b>7</b>	<b>Interest Expense on loan taken</b>		
	Veranda Learning Solutions Limited	25.89	-
<b>8</b>	<b>Interest Incomes on loan given</b>		
	Veranda IAS Learning Solutions Private Limited	29.13	9.91
	Veranda Learning Solutions Limited	99.97	33.20
	Phire Learning Solutions Private Limited	1.07	-
	Neyyar Academy Private Limited	4.53	-
	Neyyar Education Private Limited	14.64	-
<b>9</b>	<b>Corporate Guarantee Expense</b>		
	Veranda Learning Solutions Limited	345.00	-
<b>10</b>	<b>Corporate Guarantee Income</b>		
	Veranda XL Learning Solutions Private Limited	0.02	-
<b>11</b>	<b>Issue of Equity shares to Holding company</b>		
	Veranda Learning Solutions Limited	14,172.26	1.00
<b>12</b>	<b>Remuneration to Key Managerial Personnel</b>		
	Vivek Raghuram	29.26	-
	R V Suresh Babu	17.28	-
<b>13</b>	<b>Director Sitting Fees</b>		
	K Praveen Kumar	-	1.20
	Revathi S Raghunathan	2.00	0.80
	R Rangarajan	-	1.20



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**c) Balance outstanding at the period end**

S. No.	Nature of transactions	Amount	
		As at March 31, 2024	As at March 31, 2023
<b>1</b>	<b>Loans Provided to</b>		
	Veranda Learning Solutions Limited	-	693.90
	Veranda IAS Learning Solutions Private Limited	245.32	260.00
	Phire Learning Solutions Private Limited	14.00	-
	Neyyar Academy Private Limited	84.04	-
	Neyyar Education Private Limited	217.62	-
<b>2</b>	<b>Loans taken from</b>		
	Veranda Learning Solutions Limited	450.47	-
<b>3</b>	<b>Interest Receivables on Loans advanced</b>		
	Veranda Learning Solutions Limited	-	6.01
	Veranda IAS Learning Solutions Private Limited	2.13	2.25
	Phire Learning Solutions Private Limited	0.97	-
	Neyyar Academy Private Limited	4.07	-
	Neyyar Education Private Limited	13.17	-
<b>4</b>	<b>Interest Payable on Loans taken</b>		
	Veranda Learning Solutions Limited	17.68	-
<b>5</b>	<b>Other receivables</b>		
	Veranda XL Learning Solutions Private Limited	10.44	-
	Phire Learning Solutions Private Limited	14.55	-
	Neyyar Academy Private Limited	0.93	-
<b>6</b>	<b>Trade payables</b>		
	Veranda Learning Solutions Limited	66.60	-
	Neyyar Education Private Limited	0.00	-



### 36 Retirement benefit

#### 36.1 Defined Contribution plans

The Company has defined contribution plan of provident fund. Additionally, the Company also provides, for covered employees, health insurance through the employee state insurance scheme.

Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The obligation of the Company is limited to the amount of disbursement required and it has no further contractual nor any constructive obligation. The Company has recognized in the Statement of Profit and Loss for the period ended March 31, 2024 an amount of Rs. Nil Lakhs (March 31, 2023 - Nil) towards expenses under defined contribution plans and included in 'Contribution to provident and other funds'.

#### 36.2 Defined benefit plans

##### (a) Gratuity

Gratuity is payable as per Payment of Gratuity Act, 1972. In terms of the same, gratuity is computed by multiplying last drawn salary (basic salary including dearness Allowance if any) by completed years of continuous service with part thereof in excess of six months and again by 15/26. The Act provides for a vesting period of 5 years for withdrawal and retirement and a monetary ceiling on gratuity payable to an employee on separation, as may be prescribed under the Payment of Gratuity Act, 1972, from time to time. However, in cases where an enterprise has more favourable terms in this regard the same has been adopted.

These plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk and salary risk.

Interest risk	A decrease in the bond interest rate will increase the plan liability. However, this will be partially offset by an increase in the return on the plan's debt investments.
Longevity risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The principal assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	For the year ended March 31, 2024
Attrition rate	8.00%
Discount Rate	6.98%
Rate of increase in compensation level	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.

Particulars	March 31, 2024		March 31, 2023	
	Current	Non-current	Current	Non-current
Gratuity	0.05	5.96	-	-

Amounts recognised in total comprehensive income in respect of these defined benefit plans are as follows:

Particulars	For the year ended March 31, 2024	For the period September 15, 2022 to March 31, 2023
Current service cost	6.01	-
Net interest expense	-	-
Return on plan assets (excluding amounts included in net interest expense)	-	-
Components of defined benefit costs recognised in profit or loss	6.01	-
Remeasurement on the net defined benefit liability comprising:		
Actuarial (gains)/losses recognised during the period	-	-
Components of defined benefit costs recognised in other comprehensive income	-	-
	6.01	-

The current service cost and the net interest expense for the period are included in the 'employee benefits expense' in profit or loss.

The actuarial gain/ loss on remeasurement of the net defined benefit liability is included in other comprehensive income.





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

Particulars	For the year ended March 31, 2024	For the period September 15, 2022 to March 31, 2023
Present value of defined benefit obligation	6.01	-
Fair value of plan assets	-	-
Net liability arising from defined benefit obligation	6.01	-
Funded		
Unfunded	6.01	-
	6.01	-

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

Particulars	For the year ended March 31, 2024	For the period September 15, 2022 to March 31, 2023
Opening defined benefit obligation	-	-
Current service cost	6.01	-
Past service cost - (vested benefit)	-	-
Interest cost	-	-
Actuarial (gains)/losses	-	-
Benefits paid	-	-
Closing defined benefit obligation	6.01	-

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

Particulars	For the year ended March 31, 2024	For the period September 15, 2022 to 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	-	-

Defined benefit obligation sensitivities were as follows:

Particulars	For the year ended March 31, 2024	For the period September 15, 2022 to March 31, 2023
1) DBO - Base assumptions	6.01	-
2) Discount rate: +1%	5.58	-
3) Discount rate: -1%	6.50	-
4) Salary escalation rate: +1%	6.48	-
5) Salary escalation rate: -1%	5.59	-
6) Attrition rate: 25% increase	5.61	-
7) Attrition rate: 25% decrease	6.46	-

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.



### 36.3 Compensated absences

The compensated absences cover the Company's liability for privilege leave provided to the employees. Based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment for such leave within the next 12 months.

Particulars	March 31, 2024		March 31, 2023	
	Current	Non-current	Current	Non-current
Compensated absences	3.51	1.97	-	-

### 36.4 Share Based Payments

During the financial year 2022 - 23, the Holding Company "Veranda Learning Solutions Limited" has approved the plan to grant 22,000 (Twenty Two Thousand) options to 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").

Exercise period:

As per the Scheme, the options can be exercised with in a period of 3-5 years from the date of vesting.

The expense recognised (net of reversal) for share options for employees of the Company during the year is Rs. 8.18 lakhs (March 31, 2023: NIL) and the same has been considered as Deemed Equity Contribution by the Holding company.



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**37 Ratio analysis**

**a) Current Ratio = Current Assets/ Current Liabilities**

Particulars	March 31, 2024	March 31, 2023
Current assets	606.99	93.46
Current liabilities	20,006.93	72.14
<b>Ratio</b>	<b>0.03</b>	<b>1.30</b>

Change in ratios of more than 25% compared to previous year is because company during the year has reclassified long term borrowings which are paid subsequent to the year end as current liabilities, and increase in other current financial liability.

**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	13,381.13	1,000.00
Total equity	11,638.93	(16.17)
<b>Ratio</b>	<b>1.15</b>	<b>(61.84)</b>

Change in ratios of more than 25% compared to previous year is because during the year the company has borrowed term loans to invest in identified target Companies and has issued fresh 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 for the year / period*	(3,241.27)	(17.17)
<b>Add: Non cash expenses and finance costs</b>	<b>3,282.61</b>	<b>46.36</b>
Finance costs	3,282.61	46.36
<b>Earnings available for debt services</b>	<b>41.34</b>	<b>29.19</b>
Interest cost on borrowings	2,129.85	45.33
Principal Repayments	1,805.40	-
<b>Total interest and principal repayments</b>	<b>3,935.25</b>	<b>45.33</b>
<b>Ratio</b>	<b>0.01</b>	<b>0.64</b>

\* Loss for the period ended March 31,2023 were not annualized

Change in ratios of more than 25% compared to previous year is because during the year the company has borrowed term loans to invest in identified target Companies and finance cost on the same has been recognized.

**d) Return on Equity Ratio / Return on Investment Ratio = Net profit after tax divided by Equity**

Particulars	March 31, 2024	March 31, 2023
Loss for the year / period*	(3,241.27)	(17.17)
Total Equity	11,638.93	(16.17)
<b>Ratio</b>	<b>(0.28)</b>	<b>1.06</b>

\* Loss for the period ended March 31,2023 were not annualized

Change in ratios of more than 25% compared to previous year is because during the year the company has issued fresh shares for consideration other than cash and increased losses.

**e) Trade Receivables turnover ratio = Credit Sales divided by Closing trade receivables**

Particulars	March 31, 2024	March 31, 2023
Total sales	54.00	-
Closing trade receivables	-	-
<b>Ratio</b>	<b>-</b>	<b>-</b>

**f) Trade payables turnover ratio = Purchases divided by closing trade payables**

Particulars	March 31, 2024	March 31, 2023
Purchases	28.54	-
Closing trade payables	84.24	4.00
<b>Ratio</b>	<b>0.34</b>	<b>-</b>

Change in ratios of more than 25% compared to previous year is because the Company has commenced its business operations during the year.



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**g) Net capital Turnover Ratio = Revenue from Operations divided by Net Working capital  
(whereas net working capital= current assets - current liabilities)**

Particulars	March 31, 2024	March 31, 2023
Revenue from operations	54.00	-
Net Working Capital	(19,399.94)	21.32
<b>Ratio</b>	<b>(0.00)</b>	<b>-</b>

Change in ratios of more than 25% compared to previous year is because the Company has commenced its business operations during the year.

**h) Net profit ratio = Net profit after tax divided by Revenue from operations**

Particulars	March 31, 2024	March 31, 2023
Loss for the year / period*	(3,241.27)	(17.17)
Revenue from operations	54.00	-
<b>Ratio</b>	<b>(60.02)</b>	<b>-</b>

\* Loss for the period ended March 31,2023 were not annualized

Change in ratios of more than 25% compared to previous year is because the Company has commenced its business operations during the year.

**i) Return on Capital employed- pre cash (ROCE)=Earnings before interest and taxes(EBIT) divided by Capital Employed- pre cash**

Particulars	March 31, 2024	March 31, 2023
Loss before tax* (A)	(3,241.27)	(17.17)
Finance Costs* (B)	3,282.61	46.36
Other income* (C)	158.78	43.11
<b>EBIT (D) = (A)+(B)-(C)</b>	<b>(117.44)</b>	<b>(13.92)</b>
<b>Capital Employed- Pre Cash (J)=(E)-(F)-(G)-(H)-(I)</b>	<b>12,116.77</b>	<b>921.31</b>
Total Assets (E)	32,125.03	997.79
Current Liabilities (F)	20,006.93	72.14
Current Investments (G)	-	-
Cash and Cash equivalents (H)	1.33	4.34
Bank balances other than cash and cash equivalents (I)	-	-
<b>Ratio (D/J)</b>	<b>(0.01)</b>	<b>(0.02)</b>

\* Loss for the period ended March 31,2023 were not annualized

Change in ratios of more than 25% compared to previous year is because during the year the company has borrowed term loans to invest in identified target Companies, increased current liability, current financial liability and finance costs.

**38 Going concern**

Based on the business projections for FY 2024-25, the Company is expected to have adequate funds to meet its obligation as they occur. Further, the Holding Company [Veranda Learning Solutions Limited] has provided a letter of continued financial support up to 30 June, 2025. Therefore, despite erosion in the net worth of the Company, considering the continued financial support from the holding company and the current initiatives of the Company during the period which are expected to yield revenue in the future, the financial statements have been prepared on a going concern basis.



## Veranda Administrative Learning Solutions Private Limited

Notes to Financial Statements for the year ended March 31, 2024

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### 39 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 Company, as at March 31, 2024, in MCA portal, and observed that the Company 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 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.
- v) The Company have not traded or invested in Crypto currency or virtual currency during the 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) The Company does not have any investment properties as at March 31, 2024 as defined in Ind AS 40.
- x) The Company has complied 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.
- xi) The Company has not entered into any scheme of arrangement which has an accounting impact on current financial year.
- xii) 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. Also, the Ministry of Corporate Affairs (MCA) requires companies to maintain daily backups of their financial data on servers located in India. Accordingly, the Company has complied with the maintenance of the daily backup of their financial data and has adequate controls in relation to audit trail.

- 40 a. The Company has satisfied the principal business test for being considered as Non-banking Financial Company (NBFC) as per the financial statements as at March 31, 2023. The Company has applied to the RBI for waiver from registrations as NBFCs, due to changes in operations in Financial Year 2023-24 leading to the Company not satisfying the NBFC criteria test.

During the year ended March 31, 2024, the RBI has returned the applications (in original) and advised the Company to approach the Department of Supervision, Chennai Regional Office with latest financial statements. Accordingly, the Company had approached the Department of Supervision, Chennai Regional Office with the latest financial statements and is currently awaiting further communication.

- b. The Company have satisfied the CIC criteria under Section 451-A of the Reserve Bank of India Act, 1934 as per the financial statement as at March 31, 2024 and based on the professional advice the Company is in the process of making the required applications with RBI.



**Veranda Administrative Learning Solutions Private Limited**

Notes to Financial Statements for the year ended March 31, 2024

CIN No.: U80903TN2022PTC155382

[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

**41 Approval of accounts**

The financial statements for the Year ended March 31, 2024 were approved by the Board of Directors and authorised for issuance on May 27, 2024

**For and on behalf of the Board of Directors**



**K Praveen Kumar**  
Director  
DIN: 00591450

Place : Chennai  
Date : May 27, 2024



**R Rangarajan**  
Director  
DIN: 00591483

Place : Chennai  
Date : May 27, 2024



**Vivek Raghuram**  
Chief Financial Officer

Place : Chennai  
Date : May 27, 2024



**R V Suresh Babu**  
Company Secretary

Place : Chennai  
Date : May 27, 2024

