Deloitte Haskins & Sells

Chartered Accountants
ASV N Ramana Tower
52, Venkatnarayana Road
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INDEPENDENT AUDITOR'S REPORT

To The Members of Veranda Management Solutions Private Limited
Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Veranda Management Solutions Private Limited** (the "Company"), which comprise the Balance Sheet as at March 31, 2025, 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, 2025, 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 ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the 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's 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 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, identified above when it becomes available 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 Board of Directors 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 are 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 is 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.

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- 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.

- 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, 2025, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025, 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.

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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.

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 disclosed in the Note 46(vi) to the financial statements 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 disclosed in the Note 46(vii) to the financial statements, 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.

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vi. Based on our examination, which included test checks, the Company has used an accounting software for maintaining its books of account for the year ended March 31, 2025 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. Additionally audit trail has been preserved by the Company as per the statutory requirements for record retention.

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

Krishna Prakash E
Partner
(Membership No. 216015)
UDIN: 25216015BMOAVF6253

Place: Chennai
Date: May 27, 2025

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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 Management Solutions Private Limited** (the "Company") as at March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's management and Board of Directors are 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 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 Act.

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 Act, 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.

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 unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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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, 2025, based on the criteria for internal financial control with reference to financial statements 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.

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

Krishna Prakash E
Partner
(Membership No. 216015)
UDIN: 25216015BMOAVF6253

Place: Chennai
Date: May 27, 2025

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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) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of Right-of-use assets.

(B) The Company has maintained proper records showing full particulars of Intangible assets.

(b) The Company has a program of verification of Property, plant and equipment and Right-of-use assets so to cover all the items once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no discrepancies were noticed on such verification.

(c) The Company does not have any immovable properties. In respect of immovable properties that have been taken on lease and disclosed in the financial statements as Right-of-use asset as at the balance sheet date, the lease agreements are duly executed in favour of the Company.

(d) The Company has not revalued any of its Property, plant and equipment (including Right-of-use assets) and Intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2025, for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

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

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

(iii) The Company has provided guarantee to companies and other parties during the year, in respect of which:

(a) The Company has stood guarantee during the year and details of which are given below:

(Rs. In Lakhs)

Particulars	Guarantees
A. Aggregate amount granted during the year	
– Holding Company	822.92
– Fellow Subsidiaries	2,630.65
B. Balance outstanding as at balance sheet date in respect of above cases	
– Holding Company	822.92
– Fellow Subsidiaries	2,630.65

(b) The guarantees provided and the terms and conditions of the grant of all the above-mentioned guarantees provided, during the year are, in our opinion, are not prejudicial to the Company's interest.

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(c) The Company has not granted any loans during the year. Hence, reporting under clause 3(iii)(c) is not applicable.

(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 as at the balance sheet date.

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

(f) According to information and explanations given to us and based on the audit procedures performed, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.

(iv) The Company has complied with the provisions of Sections 185 and 186 of the Act, 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 explanations given to us, In respect of statutory dues:

(a) In respect of statutory dues:

Undisputed statutory dues, including Goods and Service tax, Provident Fund, Income-tax, cess and other material statutory dues applicable to the Company have been regularly deposited by it with the appropriate authorities in all cases during the year.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Income-tax, cess and other material statutory dues in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.

(b) There are no statutory dues referred in sub-clause (a) above which have not been deposited on account of disputes as on March 31, 2025.

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

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

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

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

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

(e) The Company did not have any subsidiary or associate or joint venture during the year and hence, reporting under clause (ix)(e) of the Order is not applicable.

(f) The Company does not have any investment in subsidiaries, associate and joint ventures and hence, reporting under clause (ix)(f) of the Order is not applicable.

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

(b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3 (x)(b) of the Order is not applicable to the Company.

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

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

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

(xii) The Company is not a Nidhi Company and hence reporting under clause 3 (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 Act. 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 its's holding company or persons connected with such directors and hence provisions of section 192 of the Act are not applicable to the Company.

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

(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.

(xvii) The Company has incurred cash losses amounting to Rs. 1,374.23 lakhs in the financial year covered by our audit and Rs. 1,741.77 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 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.

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(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 of more during the immediately preceding financial year and hence, provisions of Section 135 of the Act are not applicable to the Company during the year. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

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

Krishna Prakash E
Partner
(Membership No. 216015)
UDIN: 25216015BMOAVF6253

Place: Chennai
Date: May 27, 2025

DELOITTE HASKINS & SELLS CHENNAI-17 CHARTERED ACCOUNTANTS

Veranda Management Learning Solutions Private Limited
Balance Sheet as at March 31, 2025
CIN No.: U80902TN2022PTC155059
[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

Particulars	Notes	As at March 31, 2025	As at March 31, 2024
I. ASSETS			
1. Non-current assets			
(a) Property, plant and equipment	4	21.72	21.98
(b) Right-of-use assets	5	8.42	48.85
(c) Intangible assets under development	6	-	2.10
(d) Financial assets			
(i) Loans	7	1,099.63	1,031.25
(ii) Other financial assets	8	114.31	16.15
(e) Income tax assets	9	177.38	37.07
Total non current assets		**1,421.46**	**1,157.40**
2. Current assets			
(a) Financial assets			
(i) Trade receivables	10	418.21	77.36
(ii) Cash and cash equivalents	11	62.60	0.08
(iii) Loans	12	-	74.25
(iv) Other financial assets	13	1,084.45	344.52
(b) Other current assets	14	156.09	308.46
Total current assets		**1,721.35**	**804.67**
TOTAL ASSETS		**3,142.81**	**1,962.07**
II. EQUITY AND LIABILITIES			
1. Equity			
(a) Equity share capital	15	1.00	1.00
(b) Other equity	16	(3,210.75)	(1,798.04)
Total equity		**(3,209.75)**	**(1,797.04)**
2. Liabilities			
Non-Current liabilities			
(a) Financial liabilities			
(i) Borrowings	17	2,745.13	-
(ii) Lease liabilities	5	-	9.48
(iii) Other financial liabilities	18	387.69	-
(b) Provisions	19	54.98	36.12
Total Non-current liabilities		**3,187.80**	**45.60**
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	20	0.95	2,136.59
(ii) Lease liabilities	5	9.47	41.96
(iii) Trade payables	21		
(a) Total outstanding dues of micro enterprises and small enterprises		732.30	313.96
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		539.97	257.76
(iv) Other financial liabilities	22	-	38.21
(b) Other current liabilities	24	1,872.36	920.14
(c) Provisions	23	9.71	4.89
Total current liabilities		**3,164.76**	**3,713.51**
Total Liabilities		**6,352.56**	**3,759.11**
TOTAL EQUITY AND LIABILITIES		**3,142.81**	**1,962.07**

See accompanying notes forming part of the financial statements

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

DELOITTE HASKINS & SELLS CHENNAI-17 CHARTERED ACCOUNTANTS

Krishna Prakash E
Partner
Membership No: 216015

Place : Chennai
Date : May 27, 2025

For and on behalf of the Board of Directors

K Praveen Kumar
Director
DIN: 00591450

Place : Chennai
Date : May 27, 2025

R Rangarajan
Director
DIN: 00591483

Place : Chennai
Date : May 27, 2025

Veranda Management Learning Solutions Private Limited

Veranda Management Learning Solutions Private Limited
Statement of Profit and Loss for the year ended March 31, 2025
CIN No.: U80902TN2022PTC155059
[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

Particulars	Notes	For the year ended March 31, 2025	For the year ended March 31, 2024
A Income			
Revenue from operations	25	3,006.36	1,538.71
Other income	26	173.30	132.94
Total income		**3,179.66**	**1,671.65**
B Expenses			
Employee benefits expense	27	1,471.08	1,268.88
Advertisement and business promotion expenses	30	1,903.82	1,388.45
Other expenses	31	774.99	503.34
Total expenses		**4,149.89**	**3,160.67**
C Loss before finance costs, tax, depreciation and amortisation expense (EBITDA)		**(970.23)**	**(1,489.02)**
Finance costs	28	437.72	256.53
Depreciation and amortization expense	29	50.13	56.29
D Loss before tax		**(1,458.08)**	**(1,801.84)**
E Tax expense	32		
Current tax		-	-
Deferred tax		-	-
F Loss after tax		**(1,458.08)**	**(1,801.84)**
G Other comprehensive income			
Items that will not be subsequently reclassified to profit or loss			
Re-measurement gains on defined benefit obligations (net)		13.22	-
Income-tax relating to items that will not be subsequently reclassified to profit or loss			
Re-measurement gains on defined benefit obligations (net)		-	-
Other comprehensive income for the year, net of tax		13.22	-
H Total comprehensive loss for the year		**(1,444.86)**	**(1,801.84)**
I Loss per share (Rs.)	33		
Basic (Nominal value per equity share of Rs.10)		(14,580.85)	(18,018.37)
Diluted (Nominal value per equity share of Rs.10)		(14,580.85)	(18,018.37)

See accompanying notes forming part of the financial statements

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

Krishna Prakash E
Partner
Membership No: 216015

Place : Chennai
Date : May 27, 2025

For and on behalf of the Board of Directors

K Praveen Kumar
Director
DIN: 00591450

Place : Chennai
Date : May 27, 2025

R Rangarajan
Director
DIN: 00591483

Place : Chennai
Date : May 27, 2025

Veranda Management Learning Solutions Private Limited

DELOITTE HASKINS & SELLS CHENNAI-17 CHARTERED ACCOUNTANTS

Veranda Management Learning Solutions Private Limited
Statement of Cash Flows for the year ended March 31, 2025
CIN No.: U80902TN2022PTC155059
[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Cash flows from operating activities		
Loss after tax	(1,458.08)	(1,801.84)
Adjustments for:		
Depreciation and amortization expense	50.13	56.29
Finance costs	437.72	256.53
Gain on sale of fixed assets	-	(0.15)
Interest income	(127.01)	(131.26)
Guarantee income	(42.57)	(0.02)
Share based payment expense	32.15	20.82
Operating loss before working capital changes	(1,107.66)	(1,599.63)
Change in operating assets and liabilities		
Decrease / (increase) in other current assets	152.37	(277.03)
Increase in trade receivables	(340.85)	(77.36)
Increase in other financials assets	(731.26)	(351.09)
Increase in other current liabilities	952.22	917.64
Increase in non-current and current provisions	36.90	41.01
Increase in trade payables	700.55	568.25
Cash generated used in operations	(337.73)	(778.21)
Less : Income taxes paid (net of refunds)	(140.31)	(31.09)
Net cash used in operating activities (A)	**(478.04)**	**(809.30)**
Cash flows from investing activities		
Capital expenditure of property, plant and equipment and intangible assets	(9.49)	(48.59)
Proceeds from disposal of property, plant and equipment	0.05	0.38
Loan repaid by fellow subsidiary	5.87	66.18
Interest income received	64.85	131.83
Net cash generated from investing activities (B)	**61.28**	**149.80**
Cash flows from financing activities		
Proceeds from non-current borrowings	3,224.95	300.00
Repayment of non-current borrowings	(479.82)	(77.10)
Proceeds / (repayment) from short term borrowings	(2,135.64)	692.39
Repayment of lease liability	(45.16)	(34.99)
Finance cost paid	(85.05)	(224.35)
Net cash generated from financing activities (C)	**479.28**	**655.95**
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	**62.52**	**(3.55)**
Cash and cash equivalents at the beginning of the year	0.08	3.63
Cash and cash equivalents at end of the year (Refer note 11)	**62.60**	**0.08**

DELOITTE HASKINS & SELLS ★ CHENNAI-17 ★ CHARTERED ACCOUNTANTS

Veranda Management Learning Solutions Private Limited

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

Notes:

1. Cash Flow Statement has been prepared under the Indirect method as set out in the Indian Accounting Standard 7 on Cash Flow Statements, Cash and cash equivalents in the Cash Flow Statement comprise cash at bank and in hand, demand deposits and cash equivalents which are short-term and held for the purpose of meeting short-term cash commitments.

Balances with banks - current accounts	62.52	-
Cash on hand	0.08	0.08
	62.60	**0.08**

Reconciliation of liabilities from financing activities for the year ended March 31, 2025:

Particulars	As at March 31, 2024	Proceeds	Repayments	Non Cash Changes		As at March 31, 2025
				Fair value / other changes	Reclassification	
Non-current borrowings	-	3,224.95	(479.82)	-	-	2,745.13
Current borrowings (including Current maturity to non-current borrowings)	2,136.59	-	(2,135.64)	-	-	0.95
Lease liabilities	51.44	-	(45.16)	3.19	-	9.47
Total	**2,188.03**	**3,224.95**	**(2,660.62)**	**3.19**	**-**	**2,755.55**

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

Particulars	As at March 31, 2023	Proceeds	Repayments	Non Cash Changes		As at March 31, 2024
				Fair value / other changes	Reclassification	
Non-current borrowings	1,130.19	300.00	(77.10)	-	(1,353.09)	-
Current borrowings (including Current maturity to non-current borrowings)	91.11	869.90	(177.51)	-	1,353.09	2,136.59
Lease liabilities	-	-	(34.99)	86.43	-	51.44
Total	**1,221.30**	**1,169.90**	**(289.60)**	**86.43**	**-**	**2,188.03**

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, 2025

K Praveen Kumar
Director
DIN: 00591450

Place : Chennai
Date : May 27, 2025

R Rangarajan
Director
DIN: 00591483

Place : Chennai
Date : May 27, 2025

Veranda Management Solutions Private Limited

DELOITTE HASKINS & SELLS
CHENNAI-17
CHARTERED ACCOUNTANTS

Veranda Management Learning Solutions Private Limited
Statement of Changes in Equity for the year ended March 31, 2025
CIN No.: U80902TN2022PTC155059
[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

(A) Equity share capital

Year	Balance at the beginning of the reporting year	Changes in equity share capital during the year	Balance at the end of the reporting year
2023-24			
Amount in Rs. lakhs	1.00	-	1.00
No. of shares	10,000	-	10,000
2024-25			
Amount in Rs. lakhs	1.00	-	1.00
No. of shares	10,000	-	10,000

(B) Other equity

Particulars	Retained earnings	Deemed equity contribution	Other comprehensive income	Total
Balance as at April 01, 2023	**(17.02)**	-	-	**(17.02)**
Loss for the year	(1,801.84)	-	-	(1,801.84)
Share based payment expense	-	20.82	-	20.82
Balance as at March 31, 2024	**(1,818.86)**	**20.82**	-	**(1,798.04)**
Loss for the year	(1,458.08)	-	-	(1,458.08)
Share based payment expense	-	32.15	-	32.15
Other comprehensive income for the year	-	-	13.22	13.22
Balance as at March 31, 2025	**(3,276.94)**	**52.97**	**13.22**	**(3,210.75)**

See accompanying notes forming part of the financial statements

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

Krishna Prakash E
Partner
Membership No: 216015

Place : Chennai
Date : May 27, 2025

For and on behalf of the Board of Directors

K Praveen Kumar
Director
DIN: 00591450

Place : Chennai
Date : May 27, 2025

R Rangarajan
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DIN: 00591483

Place : Chennai
Date : May 27, 2025

Veranda Management Learning Solutions Private Limited

DELOITTE HASKINS & SELLS
CHENNAI-17
CHARTERED ACCOUNTANTS

Veranda Management Learning Solutions Private Limited
Statement of Cash Flows for the year ended March 31, 2025
CIN No.: U80902TN2022PTC155059
[All amounts in Indian Rupees (Lakhs), unless otherwise stated]

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Cash flows from operating activities		
Loss after tax	(1,458.08)	(1,801.84)
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Depreciation and amortization expense	50.13	56.29
Finance costs	437.72	256.53
Gain on sale of fixed assets	-	(0.15)
Interest income	(127.01)	(131.26)
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Cash and cash equivalents at end of the year (Refer note 11)	**62.60**	**0.08**

DELOITTE HASKINS & SELLS ★ CHENNAI-17 ★ CHARTERED ACCOUNTANTS

Veranda Management Learning Solutions Private Limited ★

1 Corporate information

Veranda Management Learning Solutions Private Limited (the "Company" or "VMLS") was incorporated on September 01, 2022 under the provisions of the Companies Act, 2013 vide Corporate Identity Number U80902TN2022PTC155059. The registered office of the Company is 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

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

2B Basis of preparation of financial statements

i) 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

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.

DELOITTE HASKINS & SELLS ★ CHENNAI-17 ★ CHARTERED ACCOUNTANTS

Veranda Management Learning Solutions Private Limited ★

b) Revenue Recognition

i) Operating revenue:

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The company derives its revenue from Edutech services (online) by providing comprehensive learning programmes.

A. Admission Support Services : Revenue from admission support services is recognized at a point in time. This revenue encompasses the performance obligation of onboarding students to the university, ensuring they are properly integrated and prepared for their academic journey. The recognition occurs when the onboarding process is completed, signifying the fulfillment of the service commitment.

Other support services: Revenue from other support services is recognized over a period of time. This occurs as the company continuously renders other services to the students, ensuring that the recognition of revenue aligns with the ongoing delivery support. This method reflects the company's performance in fulfilling its service obligations, ensuring that revenue is recorded in correlation with the actual provision of support services to the students.

B. Income from Technical Know-how: The Company derives revenues from management and knowledge services rendered in accordance with the terms of the agreements with them and Income from Fees and Income from Technical Know-how.

Revenue is recognised on accrual basis, net of refunds and taxes.

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

ii) Guarantee commission income:

Guarantee commission revenue is recognised on an accrual basis in accordance with the substance of the relevant agreement, provided that it is probable that the economic benefits shall flow and the amount can be measured reliably.

c) Interest Income

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

d) 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.

e) 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.

DELOITTE HASKINS & SELLS ★ CHENNAI-17 ★ CHARTERED ACCOUNTANTS

Veranda Management Learning Solutions Private Limited

Depreciation on property, plant and equipment

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

Assets Category	Estimated useful life (in years)
Office equipment	5
Furniture and fixtures	10
Plant and machinery	5
Computers	3

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

The useful life of the leasehold improvement is according to the lease agreement terms.

Depreciation for PPE on additions is calculated on pro-rata basis from the date of such additions. For deletion/ disposals, the depreciation is calculated on pro-rata basis up to the date on which such assets have been discarded/ sold. Depreciation is also accelerated on assets, based on their condition, usability, etc. as per the technical estimates of the management wherever necessary. Additions to fixed assets, costing Rs.5,000 each or less are fully depreciated retaining its residual value.

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

f) Intangible assets

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

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

Useful life and amortisation of intangible assets

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life. Amortisation is also accelerated on assets, based on their condition, usability, etc. as per the technical estimates of the management wherever necessary. Further, the Company has assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period.

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

Assets Category	Estimated useful life (in years)
Software	3

Intangible under development

Costs incurred during research phase are charged to profit or loss in the year in which they are incurred. Development phase expenses are initially recognized as intangible assets under development until the development phase is complete, upon which the amount is capitalized as intangible asset.

g) Borrowing costs

Borrowing cost include interest computed using Effective Interest Rate method, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

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

h) 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.

DELOITTE HASKINS & SELLS ★ CHENNAI-17 ★ CHARTERED ACCOUNTANTS

Veranda Management Learning Solutions Private Limited ★

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.

i) Retirement and other employee benefits

Provident fund

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

Gratuity

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

Compensated absences

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

j) Share based payments

Select employees of the Company receive remuneration in the form of equity settled instruments of the parent Company [Veranda Learning Solutions Limited], 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 equity 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 share based payment expense is determined based on the Company's estimate of equity instruments that will eventually vest. The expense is recognized in the statement of profit and loss account with a corresponding increase to the deemed equity contribution, a component of equity.

DELOITTE HASKINS & SELLS
CHENNAI-17
CHARTERED ACCOUNTANTS

Veranda Management Learning Solutions Private Limited

k) Provisions, contingent liabilities and contingent asset

Provisions

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

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

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

Contingent liability

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

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

Contingent assets

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

l) 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.

m) Cash flow statement

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

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

n) 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.

DELOITTE HASKINS & SELLS ★ CHENNAI-17 ★ CHARTERED ACCOUNTANTS

Veranda Management Learning Solutions Private Limited ★

o) 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.

p) 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.

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Veranda Management Learning Solutions Private Limited

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

(ii) Subsequent measurement:

-Financial assets carried at amortised cost (AC)

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

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

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

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

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

(iii) Impairment of financial assets

In accordance with Ind AS 109, the 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)

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

Financial liabilities

(i) Initial recognition and measurement:

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

(ii) Subsequent measurement:

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

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

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:

- Fair value of financial assets and financial liabilities
- Provision for employee benefits - Actuarial assumptions
- Going Concern Assessment

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

4 Property, plant and equipment and other Intangible assets

Particulars	Property, plant and equipment					Intangible assets	
	Office equipment	Furniture and fittings	Leasehold improvements	Computer	Total	Software	Total
Gross block							
Balance as at April 01, 2023	-	-	-	-	-	-	-
Additions	5.28	2.30	8.02	30.35	**45.95**	0.54	**0.54**
Disposals	-	-	8.02	0.63	**8.65**	-	-
Balance as at March 31, 2024	**5.28**	**2.30**	-	**29.72**	**37.30**	**0.54**	**0.54**
Additions	1.64	0.16	-	7.69	**9.49**	-	-
Disposals	-	-	-	0.41	**0.41**	-	-
Balance as at March 31, 2025	**6.92**	**2.46**	-	**37.00**	**46.38**	**0.54**	**0.54**

Accumulated depreciation / amortisation

Particulars	Office equipment	Furniture and fittings	Leasehold improvements	Computer	Total	Software	Total
Balance as at April 01, 2023	-	-	-	-	-	-	-
Additions	1.96	0.31	8.02	13.45	**23.74**	0.54	**0.54**
Disposals	-	-	8.02	0.40	**8.42**	-	-
Balance as at March 31, 2024	**1.96**	**0.31**	-	**13.05**	**15.32**	**0.54**	**0.54**
Additions	1.08	0.08	-	8.54	**9.70**	-	-
Disposals	-	-	-	0.36	**0.36**	-	-
Balance as at March 31, 2025	**3.04**	**0.39**	-	**21.23**	24.66	**0.54**	**0.54**

Net Block

Particulars	Office equipment	Furniture and fittings	Leasehold improvements	Computer	Total	Software	Total
As at March 31, 2025	**3.88**	**2.07**	-	**15.77**	**21.72**	-	-
As at March 31, 2024	**3.32**	**1.99**	-	**16.67**	**21.98**	-	-

Note- All assets are owned by the Company unless otherwise stated.

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

5 Right-of-use assets and Lease liabilities

(i) Amounts recognised in the balance sheet

The balance sheet shows the following amounts relating to leases:

Particulars	As at March 31, 2025	As at March 31, 2024
Right-of-use assets		
Buildings*	8.42	48.85
Total	**8.42**	**48.85**
Lease liabilities **		
Current	9.47	41.96
Non-Current	-	9.48
Total	**9.47**	**51.44**

Movement of right-of-use assets and Lease liabilities

* Description of assets	Buildings	Total
I. Gross carrying amount		
As at April 01, 2023	-	-
Additions during the year	80.86	80.86
Disposals	-	-
As at March 31, 2024	**80.86**	**80.86**
Additions during the year	-	-
Disposals	-	-
As at March 31, 2025	**80.86**	**80.86**

II. Accumulated depreciation	Buildings	Total
As at April 01, 2023	-	-
Depreciation charge during the year	32.01	**32.01**
Disposals	-	-
As at March 31, 2024	**32.01**	**32.01**
Depreciation charge during the year	40.43	**40.43**
Disposals	-	-
As at March 31, 2025	**72.44**	**72.44**

III. Net carrying amount as at March 31, 2025	**8.42**	**8.42**
III. Net carrying amount as at March 31, 2024	**48.85**	**48.85**

** Description of Liabilities	As at March 31, 2025	As at March 31, 2024
Balance at the beginning	51.44	-
Add: Lease liabilities recognised during the year	-	80.86
Add: Finance cost accrued during the year	3.19	5.57
Less: Payment of lease liabilities including interest	(45.16)	(34.99)
Closing Balance	**9.47**	**51.44**

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5.1 The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the statement of Profit and Loss.

5.2 The table below provides details regarding the contractual maturities of lease liabilities as at March 31, 2025 & March 31, 2024 on an undiscounted basis:

Particulars	**As at March 31, 2025**	**As at March 31, 2024**
Less than one year	9.55	45.16
One to five years	-	9.55
More than five years	-	-
Total	**9.55**	**54.71**

(ii) Amounts recognised in the statement of profit and loss

The statement of profit and loss shows the following amounts relating to leases:

Particulars	**For the year ended March 31, 2025**	**For the year ended March 31, 2024**
Depreciation charge for right-of-use assets (Refer Note 29)	40.43	32.01
Total	**40.43**	**32.01**

Interest on lease liabilities (included in finance costs) (Refer Note 28)	3.19	5.57
Rent expense relating to low value items (included in other expenses) (Refer Note 31)	27.66	10.94

(iii) Amounts recognized in cash flow statement

Particulars	**For the year ended March 31, 2025**	**For the year ended March 31, 2024**
Total cash outflows for leases	(45.16)	(34.99)

(iv) Critical judgements in determining the lease term

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not to exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).
For leases of buildings, the following factors are normally the most relevant:
(a) If there are significant penalties to terminate (or not extend), the Company is typically reasonably certain to extend and not terminate.
(b) If any lease hold improvements are expected to have a significant remaining value the Company is typically reasonably certain to extend (or not terminate).
(c) Otherwise, the Company considers other factors including historical lease durations and the costs and business disruption required to replace the leased asset.

The lease term is reassessed if an option is actually exercised (or not exercised) or the Company becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects the assessment, and that is within the control of the lessee. During the current financial year, there was no revision in the lease terms.

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

(v) Extension and termination options

Extension and termination options are included in a number of property leases. These are used to maximise operational flexibility in terms of managing the assets used in the Company's operations. The majority of extension and termination options held are exercisable only by the Company and not with the respective lessor.

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

6 Intangible assets under development

Particulars	As at March 31, 2025	As at March 31, 2024
Software development cost	-	2.10
	-	2.10

During the year ended March 31, 2024, the Company has incurred expenditure on intangible items (Software Development) which are redundant in nature. Accordingly, these expenditures have been charged to the Statement of Profit and Loss.

Ageing for intangible assets under development as at March 31, 2025 is as follows:

Particulars	As at March 31, 2025			
Intangible assets under development	Amount in Intangible asset under development for a period of			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Software development cost				
Projects in progress	-	-	-	-
Projects temporarily suspended	-	-	-	-

Ageing for intangible assets under development as at March 31, 2024 is as follows:

Particulars	As at March 31, 2024			
Intangible assets under development	Amount in Intangible asset under development for a period of			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Software development cost				
Projects in progress	2.10	-	-	-
Projects temporarily suspended	-	-	-	-

Note : There are no projects in progress whose completion is overdue or has exceeded its cost compared to its original plan.

7 Loans

Particulars	As at March 31, 2025	As at March 31, 2024
Loans to related parties (Refer note 40)		
Unsecured, considered good		
Veranda XL Learning Solutions Private Limited	1,099.63	1,031.25
	1,099.63	**1,031.25**

7.1

Particulars	Interest Rate	As at March 31, 2025	As at March 31, 2024
Veranda XL Learning Solutions Private Limited	11.55% to 18.00%	1,099.63	1,105.50
Less: Principal receivable within one year		-	(74.25)
		1,099.63	**1,031.25**

7.2 The loans advanced to intercompanies are repayable on demand. However, the Company does not intend to recall these loans within the next twelve months. Interest on these loans is receivable either at the end of the loan tenure or upon earlier repayment by the respective intercompanies, whichever is earlier. Accordingly, both the loan and the related interest receivable have been classified as non-current.

7.3 Loans and advances to promoters, directors, KMPs and the related parties:

	As at March 31, 2025		As at March 31, 2024	
Type of borrower	Amount of loan or advance in the nature of loan outstanding	% to the total loans and advances in the nature of loans	Amount of loan or advance in the nature of loan outstanding	% to the total loans and advances in the nature of loans
Promoters	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related Parties	1,099.63	100%	1,105.50	100%

8 Other financial assets - non current

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
Security deposits	-	16.15
Interest receivable - Related party	114.31	-
	114.31	**16.15**

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9 **Income tax assets**

Particulars	As at March 31, 2025	As at March 31, 2024
Tax deducted at source (TDS) receivables	177.38	37.07
	177.38	**37.07**

10 **Trade receivables**

Particulars	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
(a) Considered good - Secured	-	-
(b) Considered good - Unsecured	418.21	77.36
(c) Have significant increase in credit risk	-	12.77
(d) Credit impaired	-	-
Less : Allowance for credit loss	-	(12.77)
	418.21	**77.36**

10.1 **Trade receivables ageing schedule**

Particulars	As at March 31, 2025				
	Outstanding for following periods from due date of payment				
	Less than 6 months	6 months - 1 year	1-3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	407.59	2.99	7.63	-	418.21
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-
(iii) Undisputed trade receivables – Credit impaired	-	-	-	-	-
(iv) Disputed trade receivables considered good	-	-	-	-	-
(v) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-
(vi) Disputed trade receivables - Credit impaired	-	-	-	-	-
	407.59	**2.99**	**7.63**	-	**418.21**
Less : Allowance for credit loss					-
Total trade receivables					**418.21**

Particulars	As at March 31, 2024				
	Outstanding for following periods from due date of payment				
	Less than 6 months	6 months - 1 year	1-3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	77.36	-	-	-	77.36
(ii) Undisputed trade receivables – which have significant increase in credit risk	12.77	-	-	-	12.77
(ii) Undisputed trade receivables – Credit impaired	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-
(v) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-
(vi) Disputed trade receivables - Credit impaired	-	-	-	-	-
	90.13	-	-	-	**90.13**
Less : Allowance for credit loss					(12.77)
Total trade receivables					**77.36**

10.2 Trade Receivables includes receivables outstanding from customers constituting individually 5% or more of the total trade receivables as at March 31, 2025 is Rs. 378.04 Lakhs (March 31, 2024: 87 34 Lakhs)

11 **Cash and cash equivalents**

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with banks in current accounts	62.52	-
Cash in hand	0.08	0.08
	62.60	**0.08**

12 **Loans**

Particulars	As at March 31, 2025	As at March 31, 2024
Loans to related parties		
Unsecured, Considered Good		
Veranda XL Learning Solutions Private Limited (Refer Note 7.1)	-	74.25
	-	**74.25**

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13 Other financial assets - current

Particulars	As at March 31, 2025	As at March 31, 2024
Interest receivable on loans	-	9.58
Unbilled revenue	1,059.74	334.94
Security deposits	18.00	-
Other receivables	6.71	-
	1,084.45	**344.52**

14 Other current assets
(Unsecured, considered good)

Particulars	As at March 31, 2025	As at March 31, 2024
Balance with government authorities	25.15	132.95
Prepaid expenses	22.86	12.85
Advances to vendors	107.83	162.66
Advance to employees	0.25	-
	156.09	**308.46**

15 Equity share capital

Particulars	As at March 31, 2025	As at March 31, 2024
Authorised share capital		
1,00,00,000 (March 31, 2024: 1,00,00,000) Equity Shares of Rs.10 each (March 31, 2024: Rs. 10 each)	1,000.00	1,000.00
	1,000.00	**1,000.00**
Issued share capital		
10,000 (March 31, 2024: 10,000) Equity Shares of Rs.10 each (March 31, 2024: Rs. 10 each)	1.00	1.00
	1.00	**1.00**
Subscribed and fully paid up share capital		
10,000 (March 31, 2024: 10,000) Equity Shares of Rs.10 each (March 31, 2024: Rs. 10 each)	1.00	1.00
	1.00	**1.00**

Notes:

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

Particulars	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	Amount	No. of Shares	Amount
Balance as at the beginning of the year	10,000	1.00	10,000	1.00
Issued during the year	-	-	-	-
Balance at the end of the year	**10,000**	**1.00**	**10,000**	**1.00**

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

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

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

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

iii) The authorized share capital of the Company has increased from Rs. 15.00 Lakhs to Rs. 1,000.00 Lakhs pursuant to the resolution at the meeting of the members of the Company held on September 13, 2022.

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

Name of the share holder	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Veranda Learning Solutions Limited	9,999	99.99%	9,999	99.99%
K. Praveen Kumar*	1	0.01%	1	0.01%

*shares held on behalf of Veranda Learning Solutions Limited.

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

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

Name of the share holder	As at March 31, 2025		As at March 31, 2024	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Veranda Learning Solutions Limited	9,999	99.99%	9,999	99.99%

vi) Shareholding of promoters

Name of the promoter	As at March 31, 2025			As at March 31, 2024		
	No. of Shares	% of Holding	% Change	No. of Shares	% of Holding	% Change
Veranda Learning Solutions Limited	9,999	99.99%	0.00%	9,999	99.99%	0.00%
K. Praveen Kumar*	1	0.01%	0.00%	1	0.01%	0.00%

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

16 Other equity

Particulars	As at March 31, 2025	As at March 31, 2024
Retained earnings	(3,276.94)	(1,818.86)
Deemed equity contribution	52.97	20.82
Other comprehensive income	13.22	-
	(3,210.75)	**(1,798.04)**
a) Retained earnings		
Retained earnings comprises the amounts that can be distributed by the Company as dividends to its equity shareholders		
Balance at the beginning of the year	(1,818.86)	(17.02)
Net loss after tax for the year	(1,458.08)	(1,801.84)
Balance at the end of the year	**(3,276.94)**	**(1,818.86)**
b) Deemed equity contribution (Refer note 16.1)		
Balance at the beginning of the year	20.82	-
Share based payment expense (Refer Note 27)	32.15	20.82
Balance at the end of the year	**52.97**	**20.82**
c) Other comprehensive income		
Other items of other comprehensive income consist of remeasurement of net defined benefit liability		
Balance at the beginning of the year	-	-
Other comprehensive income for the year	13.22	-
Balance at the end of the year	**13.22**	-

16.1 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.

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17 Non-current borrowings

Particulars	As at March 31, 2025	As at March 31, 2024
From related party (unsecured)		
Veranda Learning Solutions Limited	1,322.92	-
Veranda Race Learning Solutions Private Limited	1,422.21	-
	2,745.13	**-**

17.1 Details of borrowings

Particulars	Repayment schedule	Interest rate / Security provided	As at March 31, 2025	As at March 31, 2024
Hinduja Leyland Finance Limited	NIL	-	-	1,422.90
Veranda Learning Solutions Limited	Refer Note 17.2	18.00% / Unsecured	1,322.92	-
Veranda Race Learning Solutions Private Limited	Refer Note 17.2	18.00% / Unsecured	1,422.21	-
Less: Current maturities of non-current borrowings (Refer Note 20)			-	(1,422.90)
Total			**2,745.13**	**-**

17.2 The borrowings from intercompanies are repayable on demand. However, the intercompanies does not intend to recall these borrowings within the next twelve months. Interest on these borrowings shall be payable either at the end of the loan tenure or upon earlier repayment by the Company, whichever is earlier. Accordingly, both the borrowings and the related interest payables have been classified as non-current.

18 Other financial liabilities - non current

Particulars	As at March 31, 2025	As at March 31, 2024
Accrued interest - Related party	387.69	-
	387.69	**-**

19 Provisions - non current

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for gratuity (Refer Note 41.2)	29.45	20.27
Provision for compensated absences (Refer Note 41.3)	25.53	15.85
	54.98	**36.12**

20 Current borrowings

Particulars	As at March 31, 2025	As at March 31, 2024
From others		
HDFC (Unsecured)	0.95	2.81
HDFC overdraft (Secured)	-	710.88
Current maturities of non-current borrowings (Refer Note 20.2)	-	1,422.90
	0.95	**2,136.59**

20.1 The inter Corporate loans are borrowed from group companies at an interest rate of 18.00%.

20.2 During the year, the Company has pre-closed the loans borrowed from Hinduja Leyland Finance Limited.

21 Trade payables

Particulars	As at March 31, 2025	As at March 31, 2024
Total outstanding dues of creditors of micro and small enterprises (Refer Note 21.1)	732.30	313.96
Total outstanding dues of creditors other than micro and small enterprises	539.97	257.76
	1,272.27	**571.72**

21.1 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.

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

21.2 **Trade payables ageing**

Particulars	As at March 31, 2025						
			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	668.08	63.57	0.65	-	-	-	**732.30**
(ii) Undisputed dues - Others	129.34	209.43	201.20	-	-	-	**539.97**
(iii) Disputed dues – MSME	-	-		-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-

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	200.25	113.71	-	-	-	-	**313.96**
(ii) Undisputed dues - Others	151.14	45.20	61.42	-	-	-	**257.76**
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-

22 **Other financial liabilities - current**

Particulars	As at March 31, 2025	As at March 31, 2024
Accrued interest	-	33.64
Accrued interest - Related party	-	4.57
	-	**38.21**

23 **Provisions - current**

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for gratuity (Refer Note 41.2)	0.12	0.07
Provision for compensated absences (Refer Note 41.3)	9.59	4.82
	9.71	**4.89**

24 **Other current liabilities**

Particulars	As at March 31, 2025	As at March 31, 2024
Statutory dues payable	40.29	34.84
Advance due to customers	74.18	442.30
Deferred revenue	1,757.89	441.62
Employee payables	-	1.38
	1,872.36	**920.14**

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

25 Revenue from operations

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from contracts with customers		
Admission services	1,617.49	1,132.66
Other support services	1,208.87	361.05
Income from technical knowhow	180.00	45.00
	3,006.36	**1,538.71**

25.1 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, 2025	For the year ended March 31, 2024
At a point in time		
Admission services	1,617.49	1,132.66
Income from Technical Knowhow	180.00	45.00
Over a period of time		
Other support services	1,208.87	361.05
	3,006.36	**1,538.71**

25.2 Contract balances

Revenue from operations recognised is collected as per the terms of the contract. Trade receivables have been disclosed under Note 10, Deferred revenue and Advance due to customers disclosed under Note 24.

25.3 Performance Obligations :

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

25.4 Information about major customers:

During the year and previous year, there is no revenue from a single customer which is more than 10% of the Company's total revenue. There is no single customer receivable more than 10% of the total receivables as at March 31, 2025 and March 31, 2024.

26 Other income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest on loans	127.01	131.26
Interest on bank deposits	0.82	-
Guarantee income	42.57	0.02
Interest income on IT refund	0.92	-
Miscellaneous income	1.98	1.66
	173.30	**132.94**

27 Employee benefits expense

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries, wages and bonus	1,372.40	1,189.88
Contribution to provident and other funds	37.84	31.68
Staff welfare expenses	6.24	6.16
Gratuity (Refer Note 41.2)	22.45	20.34
Share based payment expense (Refer Note 41.4)	32.15	20.82
	1,471.08	**1,268.88**

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

28 Finance costs

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest on borrowings	433.57	177.48
Loan processing charges	-	53.48
Other interest expense	0.96	-
Corporate guarantee expenses	-	20.00
Interest on lease liability	3.19	5.57
	437.72	**256.53**

29 Depreciation and amortization expense

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation on property, plant and equipment (Refer Note 4)	9.70	23.74
Depreciation on right-of-use assets (Refer Note 5)	40.43	32.01
Amortisation on intangible asset (Refer Note 4)	-	0.54
	50.13	**56.29**

30 Advertisement and sales promotion expense

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Advertisement and sales promotion	1,903.82	1,388.45
	1,903.82	**1,388.45**

31 Other expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Cross charge of common expenses	172.98	124.67
Share of studio expenses	-	0.74
Royalty expenses	109.84	53.51
Brokerage and commission	1.72	2.14
Delivery partner fee	34.94	26.80
Power and fuel	6.73	5.34
Rent	27.66	10.94
Faculty content cost	25.53	6.17
Postage and telegram	0.07	1.23
Travelling and conveyance	23.67	20.54
Payment gateway charges	13.62	5.65
Business support services expenses	47.02	49.71
Insurance expenses	9.39	6.63
Communication expenses	14.55	15.83
Payment to the auditors (excluding GST)*	8.12	8.00
Legal and professional charges	70.69	65.75
Directors sitting fees	1.20	1.40
Manpower charges	12.17	2.83
Filing fees	91.48	25.83
Repairs and maintenance	23.92	21.89
Printing and stationery	1.50	2.19
Subscription charges	76.84	35.20
Bank charges	0.97	10.07
Miscellaneous expenses	0.38	0.28
	774.99	**503.34**

*** Payment to the auditors**

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Statutory audit	8.00	8.00
Out of pocket expenses	0.12	-
	8.12	**8.00**

32 Tax expense:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Deferred tax		
Recognised in statement of profit and loss	-	-
Recognised in other comprehensive income	-	-
	-	-

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32.1 Reconciliation of accounting profits

Particulars	**For the year ended March 31, 2025**	**For the year ended March 31, 2024**
Accounting loss before tax	(1,458.08)	(1,801.84)
Income tax rate	25.17%	25.17%
At statutory income tax rate	(367.00)	(453.52)
Non - deductible expenses for tax purposes:		
Deferred tax not considered on business loss	367.00	453.52
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. 798.01 Lakhs (March 31, 2024: Rs. 457.80 Lakhs) can be utilised, the Company has not recognized deferred tax asset thereon. The Company shall continue to assess the recoverability of such deferred tax asset at the end of every reporting period.

33 Loss per share

Particulars	**For the year ended March 31, 2025**	**For the year ended March 31, 2024**
Loss for the period attributable to owners of the Company	(1,458.08)	(1,801.84)
Weighted average number of ordinary shares outstanding	10,000	10,000
Basic (Rs)	(14,580.84)	(18,018.37)
Diluted (Rs)	(14,580.84)	(18,018.37)

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

Particulars	**For the year ended March 31, 2025**	**For the year ended March 31, 2024**
(i) Principal amount due to suppliers registered under MSMED Act an remaining unpaid:	732.30	313.96
(ii) Interest due to suppliers registered under MSMED Act and remaining unpaid:	0.96	-
(iii) Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	62.75	-
(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	0.95	-
(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.

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35 Corporate social responsibility

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

36 Contingent liabilities & commitments

Particulars	As at March 31, 2025	As at March 31, 2024
Corporate guarantee (Refer Note below)	4,420.24	966.67

As at March 31, 2025, Veranda XL Learning Solutions Private Limited has issued 31,000 (As at March 31, 2024 - 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, Veranda Learning Solutions Limited ("VLS") has issued 2,500 (As at March 31, 2024 - Nil) senior, secured, redeemable, unlisted and non-convertible debentures (NCD) having a face value of Rs. 1,00,000 each on a private placement basis. VLS also has an additional green shoe option to issue up to 10,000 senior, secured, redeemable and unlisted non-convertible debentures of a nominal value of Rs. 1,00,000 each, aggregating to not more than Rs. 10,000 Lakhs, in one or more series and/or tranches, to be issued by the VLS on a private placement basis, and Veranda Race Learning Solutions Private Limited ("VRLS") has issued 10,000 (As at March 31, 2024 - Nil) senior, secured, redeemable, unlisted and non-convertible debentures (NCD) having a face value of Rs. 1,00,000 each on a private placement basis. VRLS also has an additional green shoe option to issue up to 1,000 senior, secured, redeemable and unlisted non-convertible debentures of a nominal value of Rs. 1,00,000 each, aggregating to not more than Rs. 11,000 Lakhs, in one or more series and/or tranches, to be issued by the VRLS on a private placement basis. The Company has issued a Corporate Guarantee to Veranda XL Learning Solutions Private Limited, Veranda Learning Solutions Limited and Veranda Race Learning Solutions Private Limited in relation to the issue.

37 Operating segments

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

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

38 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, non-current borrowings and current borrowings.

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

Gearing ratio:	March 31, 2025	March 31, 2024
Debt	2,746.08	2,136.59
Less: Cash and bank balances	62.60	0.08
Net debt	**2,683.48**	**2,136.51**
Total equity	(3,209.75)	(1,797.04)
Net debt to equity ratio (%)	(83.60%)	(118.89%)

Credit risk management

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or pay amounts due to the Company causing financial loss. It arises from cash and cash equivalents, deposits with banks, security deposits, loans given and principally from credit exposures to customers relating to outstanding receivables. The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at reporting date. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The Company has very limited history of customer default, and considers the credit quality of trade receivables that are not past due or impaired to be good.

Therefore, the Company does not expect any material risk on account of non performance by any of the Company's counterparties.
The credit risk for cash and cash equivalents, bank deposits, security deposits and loans is considered negligible, since the counterparties are reputable organisations with high quality external credit ratings.

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.

	As at March 31, 2025			
Particulars	**Due in 1st year**	**Due in 2nd to 5th year**	**Due after 5th year**	**Carrying amount**
Borrowings (Fixed rate instruments)	0.95	2,745.13	-	2,746.08
Trade payables (Non - interest bearing)	1,272.27	-	-	1,272.27
Other financial liabilities (Non - interest	-	-	-	-
Lease Liabilities (Non - Interest bearing)	9.55	-	-	9.55
	1,282.77	**2,745.13**	-	**4,027.90**

	As at March 31, 2024			
Particulars	**Due in 1st year**	**Due in 2nd to 5th year**	**Due after 5th year**	**Carrying amount**
Borrowings (Fixed rate instruments)	2,136.59	-	-	2,136.59
Trade payables (Non - interest bearing)	571.72	-	-	571.72
Other financial liabilities (Non - interest	38.21	-	-	38.21
Lease Liabilities (Non - Interest bearing)	45.16	9.55	-	54.71
	2,791.68	**9.55**	-	**2,801.23**

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	March 31, 2025	March 31, 2024
Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required)	Nil	Nil

39 Fair value measurements

Financial instruments measured at amortised cost

Financial assets	Note	March 31, 2025	March 31, 2024
Cash and cash equivalents	11	62.60	0.08
Trade receivables	10	418.21	77.36
Loans and advances	7, 12	1,099.63	1,105.50
Other financial assets	8, 13	1,198.76	360.67
Total financial assets		**2,779.20**	**1,543.61**

Financial liabilities	Note	March 31, 2025	March 31, 2024
Borrowings	20,17	2,746.08	2,136.59
Trade payables	21	1,272.27	571.72
Other financial liabilities	22	387.69	38.21
Total financial liabilities		**4,406.04**	**2,746.52**

The management assessed that fair value of cash and short-term deposits, trade receivables, trade payables and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

Fair value measurement

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

To provide an indication about the reliability of the inputs used in determining fair value, the 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.

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40 Related party transactions and disclosures

a) List of related parties

Entities having control or controlled by the Company

Holding company
Veranda Learning Solutions Limited

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 Administrative Learning Solutions Private Limited	
Sreedhar CCE Learning Solutions Private Limited	
BAssure Solutions Private Limited	
Neyyar Academy Private Limited	
Neyyar Education Private Limited	
Phire Learning Solutions Private Limited	
Six Phrase Edutech Private Limited	
Veranda K-12 Learning Solutions Private Limited (formerly known as Educare Infrastructure Services Private Limited)	
Talentely Innovative Solutions Private Limited	
Tapasya Educational Institutions Private Limited	
BB Publications Private Limited	(Since January 01, 2025)
BB Virtuals Private Limited	(Since January 01, 2025)
Navkar Digital Institute Private Limited	(Since February 18, 2025)

Key management personnel (KMP) and their relatives

Sri. PB Srinivasan	Director
Sri. K Praveen Kumar	Director
Sri. R Rangarajan	Director
Sri. Bharath Seeman	Director

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Veranda Management Learning Solutions Private Limited

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

b) Transactions during the year

S. No.	Nature of transactions	Amount	
		For the year ended March 31, 2025	For the year ended March 31, 2024
1	**Loans taken**		
	Veranda Learning Solutions Limited	1,802.74	156.21
	Veranda Race Learning Solutions Private Limited	1,422.21	-
2	**Repayment of borrowings**		
	Veranda Learning Solutions Limited	479.82	177.51
	Veranda Race Learning Solutions Private Limited	-	-
3	**Interest on borrowings**		
	Veranda Learning Solutions Limited	180.15	3.99
	Veranda Race Learning Solutions Private Limited	244.07	-
4	**Loans advanced**		
	Veranda XL Learning Solutions Private Limited	-	-
5	**Loans repayment received**		
	Veranda XL Learning Solutions Private Limited	5.87	66.18
6	**Interest incomes on loan given**		
	Veranda XL Learning Solutions Private Limited	127.01	131.26
7	**Cross charge of common expenses**		
	Veranda Learning Solutions Limited	172.98	124.67
8	**Share of studio expenses**		
	Veranda Race Learning Solutions Private Limited	-	0.74
9	**Royalty expenses**		
	Veranda Learning Solutions Limited	109.84	53.51
10	**Reimbursement of expenses**		
	Veranda XL Learning Solutions Private Limited	8.55	28.16
	Brain4ce Education Solutions Private Limited	-	0.06
11	**Recovery of expenses**		
	Veranda Learning Solutions North America, Inc.	-	0.04
12	**Advertisement expenses**		
	Veranda Learning Solutions Limited	-	20.40
13	**Share of technical knw how**		
	Six Phrase Edutech Private Limited	180.00	45.00
14	**Marketing support services**		
	Veranda Learning Solutions North America, Inc.	51.12	-
15	**Purchase of courses**		
	Veranda XL Learning Solutions Private Limited	-	28.16
16	**Corporate guarantee income**		
	Veranda Learning Solutions Limited	7.85	-
	Veranda XL Learning Solutions Private Limited	28.09	0.02
	Veranda Race Learning Solutions Private Limited	6.63	-
17	**Corporate guarantee expense**		
	Veranda Learning Solutions Limited	-	10.00
	Veranda XL Learning Solutions Private Limited	-	10.00

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18	**Transfer of assets from BAssure Solutions Private Limited to Veranda Management Learning Solutions Private Limited**		
	Computers	-	4.24
19	**Transfer of assets from Brain4ce Education Solutions Private Limited to Veranda Management Learning Solutions Private Limited**		
	Office equipment	-	2.94
	Furnitures and fixtures	-	0.89
	Computers	-	17.68
20	**Cross Charge of common Expenses from Brain4ce Education Solutions Private Limited to Veranda Management Learning Solutions Private Limited**		
	Business promotion expense	-	2.65
	Business support services	0.07	11.06
	Conveyance	-	0.08
	Delivery Cost	-	2.78
	Digital marketing	590.22	361.01
	Electricity charges	-	1.23
	Fire insurance premium	-	0.02
	Furniture hire charges	-	3.21
	Internet expenses	-	0.59
	Marketing expenses	-	218.89
	Mobile expenses	-	1.56
	Office maintenance	-	3.61
	Payment gateway charges	-	0.30
	Miscellaneous expenses	-	0.03
	Professional charges	-	4.12
	Rates and taxes	-	1.86
	Recruitment expenses	-	1.42
	Travelling expenses	-	1.91
21	**Director sitting fees**		
	PB Srinivasan	1.20	1.40

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

c) Balance outstanding at the year end

S. No.	Nature of transactions	Amount	
		As at March 31, 2025	As at March 31, 2024
1	**Loans taken**		
	Veranda Learning Solutions Limited	1,322.92	-
	Veranda Race Learning Solutions Private Limited	1,422.21	-
2	**Trade payables**		
	Veranda Learning Solutions Limited	43.59	134.29
	Veranda XL Learning Solutions Private Limited	19.97	30.77
	Veranda Race Learning Solutions Private Limited	-	0.80
	Brain4ce Education Solutions Private Limited	-	70.64
3	**Trade receivables**		
	Six Phrase Edutech Private Limited	227.30	-
4	**Other receivable**		
	Veranda Race Learning Solutions Private Limited	6.71	-
5	**Advance from customer**		
	Veranda Learning Solutions North America, Inc.	0.50	0.04
6	**Advance to vendor**		
	Veranda IAS Learning Solutions Private Limited	9.36	-
	Brain4ce Education Solutions Private Limited	96.72	-
7	**Interest payable**		
	Veranda Learning Solutions Limited	168.02	4.57
	Veranda Race Learning Solutions Private Limited	219.67	-
8	**Loans advanced to fellow subsidiary**		
	Veranda XL Learning Solutions Private Limited	1,099.63	1,105.50
9	**Interest receivable on loans advanced**		
	Veranda XL Learning Solutions Private Limited	114.31	9.58
10	**Corporate guarantee given**		
	Veranda XL Learning Solutions Private Limited	2,901.49	966.67
	Veranda Learning Solutions Limited	822.92	-
	Veranda Race Learning Solutions Private Limited	695.83	-

Notes:

a) Related party relationship is as identified by the Company on the basis of information available with the Company.

b) No amount is/has been written off or written back during the year in respect of debts due from or to related party.

c) The above transactions are compiled from the date these parties became related.

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41 Employee benefits

41.1 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 year ended March 31, 2025 an amount of Rs. 37.84 lakhs (March 31, 2024 - 31.68 lakhs) towards expenses under defined contribution plans and included in 'Contribution to provident and other funds'.

41.2 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, 2025**	**For the year ended March 31, 2024**
Attrition rate	12.00%	8.00%
Discount rate	6.44%	6.97%
Expected rate(s) of salary increase	10.00%	10.00%

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

	March 31, 2025		**March 31, 2024**	
Particulars	**Current**	**Non-current**	**Current**	**Non-current**
Provision for gratuity	0.12	29.45	0.07	20.27

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

Particulars	**For the year ended March 31, 2025**	**For the year ended March 31, 2024**
Current service cost	21.03	20.34
Net interest expense	1.42	-
Return on plan assets (excluding amounts included in net interest expense)	-	-
Components of defined benefit costs recognised in profit or loss	**22.45**	**20.34**
Remeasurement on the net defined benefit liability comprising:	-	-
Actuarial (gains)/losses recognised during the year / period	(13.22)	-
Remeasurement of DBO	-	-
Components of defined benefit costs recognised in other comprehensive income	**(13.22)**	**-**
	9.23	**20.34**

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.

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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, 2025	For the year ended March 31, 2024
Present value of defined benefit obligation	29.57	20.34
Fair value of plan assets	-	-
Net liability arising from defined benefit obligation	**29.57**	**20.34**
Funded	-	-
Unfunded	29.57	20.34
	29.57	**20.34**

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

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening defined benefit obligation	20.34	-
Current service cost	21.03	20.34
Past service cost - (vested benefit)	-	-
Interest cost	1.42	-
Actuarial (gains) / losses	(13.22)	-
Benefits paid	-	-
Closing defined benefit obligation	**29.57**	**20.34**

Defined benefit obligation sensitivities were as follows:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
1) DBO - Base assumptions	29.57	20.34
2) Discount rate: +1%	26.90	17.89
3) Discount rate: -1%	32.70	23.34
4) Salary escalation rate: +1%	31.82	22.60
5) Salary escalation rate: -1%	27.50	18.34
6) Attrition rate: 25% increase	26.64	18.69
7) Attrition rate: 25% decrease	32.85	21.94

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.

41.3 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.

	March 31, 2025		March 31, 2024	
Particulars	**Current**	**Non-current**	**Current**	**Non-current**
Compensated absences	9.59	25.53	4.82	15.85

41.4 Share Based Payments

During the financial year 2022-23, the Holding Company "Veranda Learning Solutions Limited" has approved the plan to grant 62,000 (Sixty two thousand) options to 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 years from the date of vesting.
The expense recognised (net of reversal) for share options during the year is Rs. 32.15 lakhs (March 31, 2024: 20.82 lakhs) and the same has been considered as Deemed Equity Contribution by the Holding company.

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42 Ratio analysis

a) **Current ratio = Current assets/ current liabilities**

Particulars	March 31, 2025	March 31, 2024
Current assets	1,721.35	804.67
Current liabilities	3,164.76	3,713.51
Ratio	**0.54**	**0.22**
Change in ratio	**151.01%**	

Change in ratios of more than 25% compared to previous year is because of the increase in the Unbilled revenue and Deferred Revenue and decrease in current borrowings.

b) **Debt-equity ratio = Total debt divided by total equity where total debt refers to sum of current and non-current borrowings**

Particulars	March 31, 2025	March 31, 2024
Total debt	2,746.08	2,136.59
Total equity	(3,209.75)	(1,797.04)
Ratio	**(0.86)**	**(1.19)**
Change in ratio	**(28.04%)**	

Change in ratios of more than 25% compared to previous year is because the Company has borrowed Long term Loans and increased losses.

c) **Debt Service Coverage Ratio (DSCR) = Earnings available for debt services divided by total interest and principal repayments**

Particulars	March 31, 2025	March 31, 2024
Loss after tax	(1,458.08)	(1,801.84)
Add: Non cash expenses and finance costs	**487.85**	**312.82**
Depreciation and amortization expense	50.13	56.29
Finance costs	437.72	256.53
Earnings available for debt services	**(970.23)**	**(1,489.02)**
Interest cost on borrowings	433.57	177.48
Principal repayments	2,660.62	289.60
Total interest and principal repayments	**3,094.19**	**467.07**
Ratio	**(0.31)**	**(3.19)**
Change in ratio	**(90.16%)**	

Change in ratios of more than 25% compared to previous year is because of the increase in finance cost and prepayment of loans borrowed.

d) **Return on equity ratio / return on investment ratio = Net profit/loss after tax divided by average shareholders equity**

Particulars	March 31, 2025	March 31, 2024
Loss after tax	(1,458.08)	(1,801.84)
Average shareholders equity	(2,503.39)	(906.53)
Ratio	**0.58**	**1.99**
Change in ratio	**(70.70%)**	

Change in ratios of more than 25% compared to previous year is because of the increase accumulated losses.

e) **Trade receivables turnover ratio = Revenue from operations divided by average trade receivables**

Particulars	March 31, 2025	March 31, 2024
Revenue from operations	3,006.36	1,538.71
Average trade receivables	247.79	38.68
Ratio	**12.13**	**39.78**
Change in ratio	**(69.50%)**	

Change in ratios of more than 25% compared to previous year is because the Revenue from Operations and Trade Receivables has increased during the year.

f) **Trade payables turnover ratio = Adjusted expenses divided by average trade payables**

Particulars	March 31, 2025	March 31, 2024
Adjusted expenses (Advertisement and sales promotion expenses and other expenses)	2,678.81	1,891.79
Average trade payables	922.00	288.30
Ratio	**2.91**	**6.56**
Change in ratio	**(55.72%)**	

Change in ratios of more than 25% compared to previous year is because longer credit period has been agreed with the vendors.

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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, 2025	March 31, 2024
Revenue from operations	3,006.36	1,538.71
Net working capital	(1,443.41)	(2,908.84)
Ratio	**(2.08)**	**(0.53)**
Change in ratio	**293.74%**	

Change in ratios of more than 25% compared to previous year is because the Revenue from Operations has increased during the year.

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

Particulars	March 31, 2025	March 31, 2024
Loss for the year	(1,458.08)	(1,801.84)
Revenue from operations	3,006.36	1,538.71
Ratio	**(0.48)**	**(1.17)**
Change in ratio	**(58.58%)**	

Change in ratios of more than 25% compared to previous year is because the Revenue from Operations has increased 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, 2025	March 31, 2024
Loss before tax (A)	(1,458.08)	(1,801.84)
Finance costs (B)	437.72	256.53
Other income (C)	173.30	132.94
EBIT (D) = (A)+(B)-(C)	**(1,193.66)**	**(1,678.25)**
Capital employed- Pre cash (J)=(E)-(F)-(G)-(H)-(I)	**(84.55)**	**(1,751.52)**
Total assets (E)	3,142.81	1,962.07
Current liabilities (F)	3,164.76	3,713.51
Current investments (G)	-	-
Cash and cash equivalents (H)	62.60	0.08
Bank balances other than cash and cash equivalents (I)	-	-
Ratio (D/J)	**14.12**	**0.96**
Change in ratio	**1373.48%**	

Change in ratios of more than 25% compared to previous year is because of the increase in other financial assets and decrease in current borrowings during the year.

43 Comparative information

Previous year figures have been reclassified / regrouped wherever necessary to conform to current year's classification.

44 Going concern

The Company has incurred losses during the year ended March 31, 2025 and the networth has eroded as at March 31, 2025. Further, the current liabilities of the Company exceeds the current assets as at March 31, 2025. As part of its financial reporting process, the Company has evaluated the events and conditions that the Company is exposed to for the purpose of its going concern considerations and its ability to meet its obligations. The Holding Company [Veranda Learning Solutions Limited] has provided a letter of support confirming their intention not to recall their dues and to provide continued financial support to the Company to enable it to settle its obligations as and when they fall due, up to June 30, 2026. Further, the Management has taken the required steps to enhance the operations of the Company, which is expected to yield additional revenue in the future. Based on the above, the financial statements have been prepared on a going concern basis.

45 As on March 31, 2023, the Company satisfied the criteria for classification as a Non-Banking Financial Company (NBFC). However, since meeting the criteria was unintentional, the Company filed an application with the Reserve Bank of India (RBI) seeking a waiver from NBFC registration and submitted its financial statements as of December 31, 2023, which demonstrated that the Company no longer met the NBFC criteria. During the previous financial year ended March 31, 2024, the RBI returned the original application and advised the Company to approach the Department of Supervision at the Chennai Regional Office with the latest financial statements. Accordingly, the Company, via letter dated February 19, 2024, informed the RBI that it did not meet the criteria for classification as a Core Investment Company (CIC) based on the updated financials.

Subsequently, during the financial year ended March 31, 2025, RBI has communicated that the Company is not required to be registered either as an NBFC or as a CIC, as it does not satisfy the applicable Principal Business Criteria (PBC) or CIC requirements.

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46 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, 2025 and 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 have not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

ix) During the financial year, the Company has not revalued any of it's property, plant and equipment, right-of-use asset and intangible assets.

x) The Company does not have any investment properties as at March 31, 2025 and March 31, 2024 as defined in Ind AS 40.

xi) The Company has compiled with the number of layers prescribed under clause (87) of section 2 of the act read with the companies (Restriction on number of layers) Rules, 2017.

xii) The lease agreements are duly executed in favour of the Company where the Company is the lessee.

xiii) The Company has used an accounting software for maintaining its books of account for the year ended March 31, 2025 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 and the audit trail feature has not been tampered. Further, audit trail has been preserved by the Company as per the statutory requirements for record retention.

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49 Approval of accounts

The financial statements for the year ended March 31, 2025 were approved by the Board of Directors and authorised for issuance on May 27, 2025.

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For and on behalf of the Board of Directors

K Praveen Kumar	**R Rangarajan**
Director	Director
DIN: 00591450	DIN: 00591483
Place : Chennai	Place : Chennai
Date : May 27, 2025	Date : May 27, 2025

Veranda Management Learning Solutions Private Limited