

Date: 20-10-2023

The Secretary Listing Department BSE Limited PJ Towers, Dalal Street, Mumbai - 400 001 <b>Script Code: 532696</b>	The Secretary Listing Department National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051 <b>Script Code: EDUCOMP</b>
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**Sub: Submission of Audited Consolidated Financial Statements for the Financial Year ended March 31, 2023.**

Dear Sir / Madam,

Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, please find enclosed herewith the duly signed Audited Consolidated Financial Statements for the financial year ended March 31, 2023.

The Consolidated Financial Statements of the Company for the year ended March 31, 2023 have been prepared by the Company, RP and his team. The Consolidated Financial Statements have been approved by the RP and presented to auditors for their report thereon and the Consolidated Financial Statements of the Company are closed by the RP with best of his knowledge and ability and with best available set of information that the RP and his team could gather, collate and present.

Kindly take the above on record and oblige.

Thanking You,

Yours Truly,

**For Educomp Solutions Limited**



**Manoj Garg**  
Chief Financial Officer



**Educomp Solutions Limited**  
(CIN: L74999DL1994PLC061353)  
Corporate office: 514, Udyog Vihar, Phase III, Gurgaon – 122001, Haryana (INDIA).  
Tel.: 91-124-4529000.  
Registered Office: 1211, Padma Tower I, 5, Rajendra Place, New Delhi-110008.  
Web site [www.educomp.com](http://www.educomp.com); email: [investor.services@educomp.com](mailto:investor.services@educomp.com)



**Independent Auditor's Report**

**To the Members of Educomp Solutions Limited**

**Report on the Audit of the Consolidated Ind AS Financial Statements**

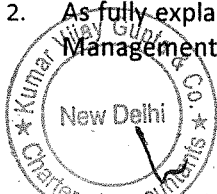
**Adverse Opinion**

We have audited the accompanying consolidated Ind AS financial statements of Educomp Solutions Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associate, comprising of the Consolidated Balance Sheet as at March 31, 2023, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated Ind AS financial statements including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us on separate Unaudited Ind AS financial statements and other financial information of the subsidiaries and associate, because of the significance of the matters discussed in the Basis for Adverse Opinion section of our report, the aforesaid Consolidated Ind AS financial statements do not give the information required by the Companies Act, 2013 ("the Act") in the manner so required and also do not give a true and fair view in conformity with the accounting principles generally accepted in India including the Indian Accounting Standards ("Ind AS"), of the consolidated state of affairs of the Group and its associate as at March 31, 2023, their consolidated loss (including other comprehensive income), consolidated statement of changes in equity and their consolidated cash flows for the year ended on that date.

**Basis for Adverse Opinion**

1. As fully explained in Note 49.1 of the Consolidated Ind AS Financial Statements, and as represented by the RP, the financial statements and other financial information for the year ended March 31, 2023 relating to 7 subsidiaries namely Whitestone Production Private Limited, Educomp Learning Private Limited, Educomp Online Supplemental Service Limited, Educomp School Management Limited, Educomp Professional Education Limited, Educomp Investment Management Limited and Educomp Software Limited are not available with the management/RP of the holding company. In absence of the same, the Consolidated Ind AS Financial Statements are prepared using the last available financial information with the RP. Accordingly, these consolidated financial statements have been prepared based on the unaudited financial statements for the year ended March 31, 2020 in respect of these subsidiaries, which is not in compliance with the requirements of Ind AS-110 "Consolidated Financial Statements". Therefore, in absence of availability of financial information for the year ended March 31, 2023 in respect of these subsidiaries, we are unable to comment on any possible impact of the same on the consolidated statement of Profit & Loss for the year ended March 31, 2023 and on the financial position and Equity, including various mandatory disclosures of the Group and its associates and jointly controlled entity as on that date.
2. As fully explained in Note 40A.2(ii) of the Consolidated Ind AS financial Statements, the Group Management, on the basis of their assessment, has concluded that the Group no longer



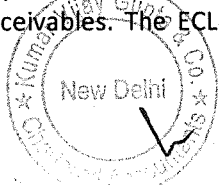
controls 5 of the subsidiaries, incorporated outside India, namely Edumatics Corporation Inc. USA, Savicca Inc., Canada, Educomp Intelli Prop Ventures Pte Ltd, Educomp Global Holding WLL, Bahrain and Educomp Global FZE and accordingly, has not consolidated financial statements of these subsidiaries as at and for the year ended March 31, 2023. We have not however, been provided with the management's assessment of loss of control in respect of these subsidiaries. In absence of such assessment, we are unable to comment on the appropriateness of the assessment of loss of control and consequential impact of non-consolidation of financial statement of these 5 subsidiaries on the consolidated Ind AS Financial Statements, if any.

3. We draw attention to Note 40A.2 to the Consolidated Ind AS Financial Statements, which explains that as per Ind AS 110 "Consolidated Financial Statements", the Group was required to derecognize assets and liabilities of the subsidiaries on the date when the control was lost. As represented by the management of the Holding Company, since the financial statements of above 5 subsidiaries as on the date of loss of control are not prepared/available with the management, loss of control accounting has been done on the basis of last available unaudited financial statements i.e. for the year ended March 31, 2016 in respect of 1 subsidiary namely Savicca Inc., Canada; and based on the last available audited financial information i.e. for the year ended March 31, 2017 in respect of 4 subsidiaries namely Edumatics Corporation Inc. USA, Educomp Intelli Prop Ventures Pte Ltd, Educomp Global Holding WLL- Bahrain and Educomp Global FZE. In absence of the financial statements on the date of loss of control, we are unable to comment upon any possible impact of the same on the consolidated statement of profit & loss for the year ended March 31, 2023 and on the consolidated financial position and the equity as on that date.
4. We did not audit the Ind AS financial statements of 7 subsidiaries (Including one step down subsidiary company), whose Ind AS financial statements reflects total assets of Rs. 949.55 million and net assets of Rs. 643.25 million as at March 31, 2023, total revenues of Rs. Nil and net cash outflow amounting to Rs. Nil million for the year ended on that date, as considered in the Consolidated Ind AS Financial Statements for the year ended March 31, 2023. As disclosed in Note 49.1, the Consolidated Ind AS Financial Statements as at March 31, 2023 are prepared based on last unaudited and unapproved financial statements as at March 31, 2020, therefore, we are unable to comment on their correctness and completeness and whether any adjustment or disclosure is required in the Consolidated Ind AS Financial Statement. We also could not comment whether financial statements of these subsidiary companies (including one step down subsidiary) are in compliance with the Indian Accounting Standards as specified under section 133 of the Act read with relevant rules issued there under.
5. In the absence of availability of financial statement of subsidiary companies as stated in para 1 above, we are unable to obtain the sufficient appropriate audit evidence as required under SA 600 "Using the work of another Auditor" with respect to scope and timing of their work on financial information and their findings, if any; and also, not able to ensure compliance of SA 560 "Subsequent events". Therefore, we are unable to comment whether this may lead to any possible adjustment or disclosure in these consolidated Ind AS Financial Statements had this procedure been performed.
6. We draw attention to Note 3.1 to the Consolidated Ind AS Financial Statements, which states that the Directorate of Enforcement vide its order dated March 28, 2022 has provisionally attached the land of EPEL measuring 23 acres and 18 guntas situated at district Ranga Reddy, Andhra Pradesh under the Prevention of Money Laundering Act, 2002, along with rent of Rs. 0.19 million and Rs.2.12 million available in a Bank account and deposited with Delhi High



Court respectively. The carrying value of the said land as at March 31, 2023 is Rs. 891.10 million after revaluation (Increase) by Rs. 659.90 million in the financial year 2019-20. No adjustment has been made in these Consolidated Ind AS Financial Statement in respect of this provisional attachment made by the Directorate of Enforcement: As the further investigation is still under progress, we are unable to comment on the consequential impact of the said attachment on these consolidated Ind AS financial statements as at and for the year ended March 31, 2023.

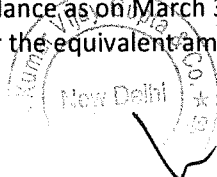
7. On review of the financial statements of the Educomp Software Limited, a step-down Subsidiary, as considered in these Consolidated Ind AS Financial Statements and enquiries with the Management of the Holding Company, we noted that the Subsidiary has a bank borrowing of Rs. 170.81 million outstanding for last several years, in respect of which the management of the Holding Company neither have any underlying documents like bank statement nor they provided any satisfactory explanation to us regarding completeness of this balance. In absence of that, we are unable to determine any possible impact thereof on these consolidated Ind AS financial statements as at for the year ended March 31, 2023 and on the loss for the year ended March 31, 2023 and on the balance of borrowings and equity as on that date.
8. We draw attention to Note 12.1, Inventories which include Rs. 17.80 million pertaining to Educomp School Management Ltd, in respect of which the management of the Holding Company neither has any underlying documents like physical verification report nor they provided any satisfactory explanation to us regarding completeness of this balance. In absence of that, we are unable to determine any possible impact thereof on the loss for the year ended March 31, 2023 and on the balance of inventory and on the equity as on that date.
9. As disclosed in Note 59 to the Consolidated Ind AS Financial Statements, the Educomp Software Limited, a step-down subsidiary didn't have any director on board and rest of the subsidiary Companies didn't have requisite number of directors on the board resulting in non-compliance with section 149 of the Companies Act 2013. Further the subsidiary companies are in noncompliance with various other provisions of the Companies Act 2013 and other statutes. The financial or other impact of these non-compliances on these Consolidated Ind AS Financial Statements is presently not ascertainable.
10. As mentioned in Note 3.2 to the Consolidated Ind AS Financial Statements, the Management of the Holding Company did not conduct physical verification of property, plant and equipment during the year. In absence of the same, we are unable to comment over existence, valuation and the extent of the adjustment, if any, required in respect of these assets as at March 31, 2023 and the resultant possible impact of the same on the loss for the year ended on that date and on the equity as on that date.
11. We draw attention to trade receivable at Note 13 of Rs. 1,187.42 million (net of accumulated loss allowance of Rs. 14,693.89 million) as on March 31, 2023, the management of the Holding Company is of the view that the same are good and fully recoverable in due course and hence no further loss allowance is required. In absence of sufficient appropriate audit evidences including balance confirmations, correspondences from parties and details of subsequent realization post March 31, 2023, we are unable to comment on the recoverability of the outstanding trade receivables of Rs. 1,187.42 million and the possible impact of the same on the carrying value of trade receivables, loss for the year ended March 31, 2023 and, on the equity, as on that date.
12. As mentioned in Note 33.2 to the Consolidated Ind AS Financial Statements, the Group follows Expected Credit Loss (ECL) model for measuring impairment loss allowance of its trade receivables. The ECL allowance or loss rate is computed based on a provision matrix which



takes into account historical credit loss experience. However, for the computed loss rate as mentioned in Note 33.2 to the Consolidated Ind AS Financial Statements, we have not been provided with any underlying workings of such loss rate computed.

Further, the Group has not taken effect of aforesaid loss rate in computation of impairment loss allowance, if any on trade receivables over and above the existing provision in the books of account. In absence of relevant workings and other details, we are unable to comment on the appropriateness of the loss rate and the possible impact of not considering the effect of the loss rate in impairment loss allowance on the trade receivables balance as at March 31, 2023 and the loss for the year ended on that date and on the equity as on that date.

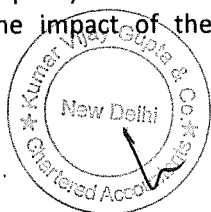
13. We draw attention to Note 14.1 of Consolidated Ind AS Financial Statements, "Balance with banks in current accounts" includes Rs. 28.84 million pertaining to subsidiaries companies in which we have neither received bank confirmation nor bank statements. In absence of sufficient and appropriate audit evidence, we are unable to comment upon any possible impact thereof on these consolidated Ind AS financial statements as at for the year ended March 31, 2023 and of the same on the carrying value of the bank balance, loss for the year ended on that date and equity as at that date.
14. We have neither got any direct confirmations nor we been provided with the statements for borrowings from banks and financial institutions by the Holding Company amounting to Rs. 11,970.00 million (net) as at March 31, 2023. Further, in case of bank borrowings amounting to Rs. 6,189.16 million wherein we have received the confirmations or bank statement, the amount recorded in the Standalone Ind AS Financial Statements is short by Rs. 2,186.46 million (net) in comparison to amounts reported in the confirmations or bank statement. In the absence of reconciliation and other alternative audit evidence, we are unable to determine any possible impact thereof on the loss for the year ended March 31, 2023 and on the balance of borrowings and equity as at March 31, 2023.
15. Balance in borrowings other than bank borrowings mentioned in paragraph 14 above, amounting to Rs.8,040.64 million as at March 31, 2023 are subject to confirmation. Borrowings other than bank borrowings amounting to Rs. 30 million wherein we have received the balance confirmation, the amount recorded in the Ind AS Financial Statements is short by Rs. 4.05 million. In the absence of any alternative audit evidence, we are unable to comment on any possible impact thereof on the loss for the year ended 31st March, 2023 and on balance of borrowings and equity as at March 31, 2023.
16. As mentioned in Note 20.1 to the Consolidated Ind AS Financial Statements, the Holding Company has not accrued interest on borrowing post May 30, 2017, being Corporate Insolvency Resolution Process ("CIRP") commencement date. The amount of such interest not accrued is estimated to be Rs. 4,017.70 million for the year ended and Rs. 19,005.18 million as at March 31, 2023. This has resulted in understatement of financial liabilities by Rs. 19,005.18 million as at March 31, 2023; understatement of loss for the year by Rs. 4,017.70 million and overstatement of equity by Rs. 19,005.18 million as on that date.
17. As disclosed in Note 14.1 to the Consolidated Ind AS Financial Statements, the balance with banks in current account amounting to Rs. 7.45 million is not verifiable as the same is not reflected in the bank statement. As per the bank statement available, the bank has already debited this amount in October, 2017 i.e. during the CIRP period where moratorium under the Insolvency and Bankruptcy Code, 2016 was in force prohibiting such actions. The company has not recorded this transaction in its books of accounts and therefore, the cash and bank balance as on March 31, 2023 is overstated by said amount along with overstatement of equity for the equivalent amount on that date.



18. As mentioned in Note 6.2 to the Consolidated Ind AS Financial Statements, the Company has fully amortized its intangible assets (knowledge based content) as per its accounting policy but the same continues to generate revenue for the company. In absence of re-assessment of the useful life of the intangible assets, we are unable to comment on the resultant impact of amortization on the loss for the year ended on March 31, 2023, carrying value of intangible assets and on the equity as on that date.
19. We have neither got the direct confirmation nor provided with the bank statements for balance with banks in current accounts, term deposit and margin money of the holding company with aggregate amount of Rs. 0.23 million. In the absence of any alternative evidence, we are unable to comment on any possible impact thereof on the loss for the year ended March 31, 2023 and on the balance with banks as at March 31, 2023.
20. The Holding Company has not determined the provision for penal interest for defaults on borrowings as per the contractual terms of the underlying agreements. In absence of such assessment, we are unable to comment on the possible impact thereof on the loss for the year ended March 31, 2023 and on the balance of borrowings and equity as on that date.
21. As disclosed in Note 47 to the Consolidated Ind AS Financial Statements, as per the Insolvency and Bankruptcy Code, 2016 and Regulations issued there under, the RP of the holding Company has received, verified and admitted the claims submitted by the creditors (Operational and Financial), employees and workmen of the Company aggregating to Rs. 30,437.72 million as on May 30, 2017. These claims have been taken into cognizance by Committee of the Creditors ("CoC") in its 12th meeting held on February 17, 2018, while approving the Resolution Plan of the Holding Company. The details of such claims have been disclosed in the said note. As represented by the Management/RP of the Holding Company, a reconciliation of the admitted claims vis-à-vis liabilities outstanding as at March 31, 2023 as per books of accounts has not been prepared and any impact thereof has not been considered in the preparation of these Consolidated Ind AS Financial Statements as at and for the year ended March 31, 2023.

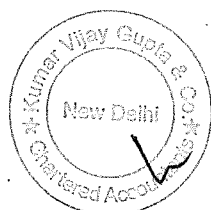
In absence of the above, we are unable to comment on appropriateness of carrying value of such liabilities as at March 31, 2023 and any possible impact of the same on the loss for the year ended on that date and equity as at that date.

22. As disclosed in Note 37(ii) to the Consolidated Ind AS Financial Statements, financial guarantees aggregating Rs. 13,346.06 million were issued to banks on behalf of its erstwhile subsidiaries. As per Ind AS 109 "Financial Instruments", the said financial guarantees are required to be initially measured at fair value and subsequently measured at the higher of (i) the amount of loss allowance in accordance with Expected Credit Loss ("ECL") method and (ii) amount initially recognized less cumulative amount of income recognized in income statement. However, no measurement of financial guarantees at fair value and estimation of loss allowances in accordance with ECL method were performed during the year. In absence of such measurement, we are unable to comment on the resultant impact thereof on the loss for the year ended March 31, 2023 and on the corresponding liability and equity as on that date.
23. As disclosed in Note 22.1 to the Consolidated Ind AS Financial Statements, the advance from customers includes amount of Rs.80.47 million received from non-corporate entities is deemed to be deposit u/s 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposit) Rules 2014 and thereby in violation of section 73 to 76 of the Companies Act, 2013. The impact of the non-compliance on the accompanying Consolidated Ind AS Financial



Statements is presently not ascertainable.

24. The Holding Company has not performed any evaluation for impairment of goodwill on consolidation in respect of its investment in subsidiaries. In absence of such assessment, we are unable to comment upon the appropriateness of carrying amount of such goodwill as at March 31, 2023 and on the resultant impact of the same on the loss for the year ended on that date and equity as on that date.
25. As explained in Note 46 to the Consolidated Ind AS Financial Statements regarding managerial remuneration paid to one of the whole time directors of the Holding Company during the quarter ended June 30, 2015 and the year ended March 31, 2015 in non-compliance with the requirements of Section 197 and Section 198 read with Schedule V to the Companies Act, 2013; and paid during the year ended March 31, 2014 in non-compliance with the requirements of Section 198, Section 269 and Section 309 read with Schedule XIII to the Companies Act, 1956, for which the Central Government's approval is yet to be obtained.
26. As disclosed in Note 53 to the Consolidated Ind AS Financial Statements, the Holding Company is currently subjected to the investigations by Serious Fraud Investigation Office (SFIO), the Central Bureau of Investigation (CBI) and SEBI. As explained by the Management of the Holding Company, certain information has been requested by them from the Holding Company and the investigations are currently underway. As explained further, the Management (the Resolution Professional) is yet to get any orders or directions in this respect from the said Authorities till the date of signing this report. In absence of pending final outcome of the investigations, we are unable to comment on the consequential impact of these matters on these consolidated Ind AS financial statements as at and for the year ended March 31, 2023.
27. As disclosed in Note 54 to the Consolidated Ind AS Financial Statements, the Holding Company did not have any internal audit conducted during the year as required under sections 138 of the Act. The impact of the non-compliance on the accompanying Consolidated Ind AS financial statements is presently not ascertainable.
28. As disclosed in Note 55 to the Consolidated Ind AS Financial Statements, these Consolidated Ind AS Financial Statements are not authenticated by the Company Secretary of the Company which is not in compliance applicable provisions of the Act. Also, the impact of this non-compliance on the accompanying Consolidated Ind AS financial statements is presently not ascertainable.
29. As disclosed in Note 56 to the Consolidated Ind AS Financial Statements, these Consolidated Ind AS Financial Statements are not approved by the Chief Financial Officer of the Company which is not in compliance with section 134 (1) of the Act. The impact of this non-compliance on the accompanying Consolidated Ind AS Financial Statements is presently not ascertainable.
30. As disclosed in Note 57 to the Consolidated Ind AS Financial Statements, the Holding Company has not been in compliance with various other provisions of the Companies Act 2013, SEBI LODR Regulations, 2015, Foreign Exchange Management Act, 1999 and Goods and Service Tax 2017. The financial or other impact of these non-compliances on these Consolidated Ind AS Financial Statements is presently not ascertainable.



We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements section of our report. We are independent of the Group and its associate in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated Ind AS financial statements under the provisions of the Act and Rules there under and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our adverse opinion.

### **Material Uncertainty Related to Going Concern**

#### **In respect of Holding Company**

We draw attention to Note 2A(c) to the Consolidated Ind AS Financial Statements, which indicates that the Holding Company has incurred substantial losses during the year, its net worth has been completely eroded, has defaulted in repayment of its loans and related interest, and has negative working capital. Further, currently the Holding Company is under the CIR process. These conditions indicate that a material uncertainty exists that may cast significant doubt about the Holding Company's ability to continue as a going concern. However, these Consolidated Ind AS Financial Statements have been prepared on a going concern basis as the management is of the view that the Holding Company has been able to discharge its operational liabilities from its internal accrual of funds till the date of this balance sheet and is also confident that the Holding Company would have sufficient fund balance to continue as going concern as stated in the said note.

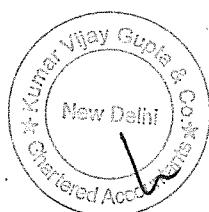
Our opinion is not modified in respect of this matter.

#### **In respect of Subsidiary and Step-down subsidiary Companies**

We draw attention to Note 58 of the Consolidated Ind AS financial Statements of the Company wherein financial statements of these subsidiary companies (including one step down subsidiary company) are not available with the Group Management/ RP. Hence, in the absence of sufficient and appropriate audit evidence we could not comment on the subsidiary Companies (including one step down subsidiary company) ability to continue as going concern.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Except for the matters described in the Basis for Adverse Opinion section and Material Uncertainty Related to Going Concern section, we have determined that there are no other key audit matters to communicate in our report.





## Emphasis of Matter

### We draw attention to the following matters in respect of Holding Company:

- (a) Note 2A(a) to Consolidated Ind AS Financial Statements, wherein it is stated that CIRP has been initiated in the name of the Holding company vide an order of the principal bench of the Hon'ble NCLT dated May 30, 2017 under the provision of Insolvency and Bankruptcy Code, 2016. Pursuant to the order, the management of the affairs of the Holding Company and powers of board of directors of the Holding Company are now vested with the Resolution Professional (RP), who is appointed by the CoC. Accordingly, these consolidated Ind AS financial statement have been prepared and approved by RP.
- (b) Note 37 and Note 1(b) to the consolidated Ind AS Financial Statements, considering the moratorium period, status of contingent liabilities has been disclosed till the date of admission of insolvency application of the Holding Company under the Insolvency and Bankruptcy Code, 2016 i.e., May 30, 2017. Further, claims aggregating to Rs. 1,659.20 million have been admitted by the RP against guarantees issued on behalf of erstwhile subsidiaries companies but the same have not been recorded in the books of accounts and continues to be shown under contingent liabilities.
- (c) Note 17.2 of the Consolidated Ind AS Financial Statements for investments written off pertaining to one of the subsidiary company Educomp School Management Ltd (ESML) which is holding investment in equity shares of Educomp Infrastructure & School Management Ltd (EISML) for Rs.72.55 Million. The Investee company EISML has undergone CIRP and a resolution plan has already been approved by Hon'ble NCLT Chandigarh vide its order dated 14.12.2020 which has no provision for any distribution to shareholders. Consequently, the said investment of Rs. 72.55 million has got fully impaired but the same has not been duly recognized and accounted for in the financial statements of ESML. However, the same has been considered in the consolidated financial statements and said investment has been fully written off during the financial year 2019-20.
- (d) Note 19 & 50 on Trade Payable due to MSME where the company has not made further provision of interest for the period after commencement of CIRP i.e. May 30, 2017 on unpaid dues of the MSMEs pertaining to the pre-CIRP period as these dues would be settled in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016.
- (e) Note 7B.5 of the Consolidated Ind AS Financial Statements where it is stated that Edu Smart Services Private Limited was undergoing liquidation proceedings under the Insolvency and Bankruptcy Code, 2016. As on 31<sup>st</sup> March, 2023, the following balances are appearing in the name of Edu Smart Services Private Limited (ESSPL).

Particulars	Amount (in millions)
Investment in Preference Shares	515.90
Trade Receivable	9784.55
Receivable against Corporate Guarantee	258.19

\* The Company has fully provided for the above balances.

The Hon'ble NCLT, New Delhi vide its Order dated 25.04.2023 has approved a Revival Plan for ESSPL. Under the Revival Plan the Company has been allotted 0.01% Non-Cumulative, Redeemable, Non-Convertible Preference shares of ESSPL as stated below.



No. of Shares	Face Value of Share	Amount (in millions)	Remarks
10,000	Rs. 100	1.00	Allotted in lieu of Investment
9,77,17,495	Rs. 100	9,771.75	Allotted in lieu of Trade Receivable

There is no provision in the Revival Plan for settlement of Receivables against Corporate Guarantee.

Any adjustment required in the books pursuant to Approved Revival Plan would be made in the Financial Year 2023-24.

Our opinion is not modified in respect of the above matters (a) to (d).

### Other Information

In view of ongoing CIRP, the Resolution Professional ("the RP") is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report, Report on Corporate Governance and Annexures to Board's Report, but does not include the Standalone Ind AS Financial Statements, Consolidated Ind AS Financial Statements and our auditor's report thereon.

Our opinion on the Consolidated Ind AS Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Ind AS Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Ind AS Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Board's Report, Report on Corporate Governance and Annexures to Board's Report are not made available to us as at the date of this auditor's report. We have nothing to report in this regard.

### Responsibilities of Management and Those Charged with Governance for the Consolidated Ind AS Financial Statements

The Resolution Professional of the Holding Company appointed by the Committee of Creditors (CoC) pursuant to the order passed by the Hon'ble NCLT, with whom the management of the affairs of the Holding Company and the powers of the Board of Directors of the Holding Company are now vested after the commencement of Corporate Insolvency Resolution Process ("CIRP") w.e.f. May 30, 2017 under the provisions of Insolvency & Bankruptcy Code, 2016 ("Insolvency Code"), is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance (including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group including its associate in accordance with the accounting principles generally accepted in India, including Ind AS specified under section 133 of the Act, read with relevant rules issued there under. The respective Board of Directors of the companies included in the Group and of its associate, are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

Further, as per section 134 of the Act, the Consolidated Ind AS Financial Statements of a company are required to be authenticated by the chairperson of the Board of Directors, where authorized by the Board or at least two Directors, of which one shall be the Managing Director or the CEO (being a Director), the CFO and the Company Secretary where they are appointed. In view of the pendency of CIRP, as per the Insolvency Code, and pursuant to the order passed by the Hon'ble NCLT, the powers of the Board of the Directors are now vested with the RP. Accordingly, these Consolidated Ind AS Financial Statements are approved by the RP [refer note 2A (a) of the Consolidated Ind AS Financial Statements and paragraph (a) under Emphasis of Matter].

In preparing the consolidated Ind AS financial statements, RP of the Holding Company and the respective Board of Directors of the companies included in the Group and of its associate are responsible for assessing the ability of the Group and of its associate to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

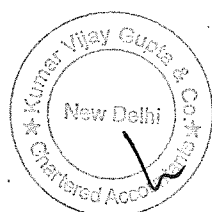
The respective Board of Directors of the companies included in the Group and of its associate are responsible for overseeing the financial reporting process of the Group and of its associate.

#### **Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind AS financial statements. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the consolidated Ind AS 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company, its subsidiaries and its associate, which are companies incorporated in India, have adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

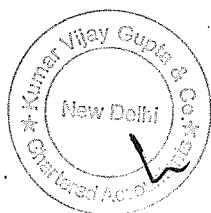


- Evaluate the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors/management/RP (refer note 2A(a) of the Consolidated Ind AS Financial Statements and paragraph "(a)" under Emphasis of Matter paragraph).
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associate to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the Ind AS financial statements of such entities included in the consolidated Ind AS financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which are neither approved by their management nor audited by other auditors, management of holding company remain responsible for the preparation and consolidation of these financial statements. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



## Other Matters

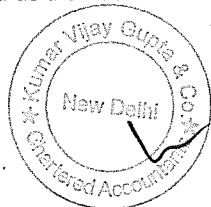
- (a) The consolidated Ind AS financial statements include Group's share of net profit of Rs. 2.51 million for the year ended March 31, 2023, as considered in the consolidated Ind AS financial statements, in respect of 1 associate, whose Ind AS financial statement have not been audited by us. These Ind AS financial statements/financial information of the associate, have been audited by other auditors, whose reports have been furnished to us by the Management of the Holding Company and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of this associate, and our report in terms of section 143(3) of the Act, in so far as it relates to the associate company is based solely on such reports of other auditor of the associate.

Our opinion on the consolidated Ind AS financial statements and our report on the Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditor on the associate company and the Ind AS financial statements/financial information certified by the management.

## Report on Other Legal and Regulatory Requirements

As required by section 143(3) of the Act, we report, to the extent applicable, that:

- a. We have sought and, except for the matters described in the Basis for Adverse Opinion section of our report, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements;
- b. Except for the matters described in the Basis for Adverse Opinion section of our report, in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of these books and the reports of the other auditor in relation to associate company.;
- c. Except the matters described in the basis of opinion section of our report in our opinion, the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;
- d. In our opinion, except for the matters described in the Basis for Adverse Opinion section of our report, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards specified under section 133 of the Act read with relevant rules issued there under;
- e. The matters described in the Material Uncertainty Related to Going Concern / Basis for Adverse Opinion section of our report, in our opinion, may have an adverse effect on the functioning of the Group including its associate;
- f. In respect of Holding Company, we have not received written representation from any of the directors of the holding company as on March 31, 2023. In the absence of written representation, we are unable to comment whether the directors are disqualified as on March 31, 2023 from being appointed as a director in terms of section 164(2) of the Act.



Further, we were not provided with approved and audited financial statements of 7 subsidiary companies (Including one step down subsidiary company). In absence of the auditor's report, we are unable to comment on the disqualification of directors of these subsidiary companies (including one step down subsidiary company) as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act;

- g. The qualification/ reservation/ adverse remarks relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Adverse Opinion section of our report;
- h. With respect to the adequacy of the internal financial controls over financial reporting of the Group and its associate incorporated in India and the operating effectiveness of such controls, refer to our separate report in "Annexure 1". Our report expresses a Disclaimer of Opinion on the Group's internal financial controls over financial reporting for the reasons stated therein;
- i. 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 by the Holding Company, no remuneration has been paid to their directors during the year by the Holding Company and associate company and accordingly the provisions of section 197 of the Act are not applicable;

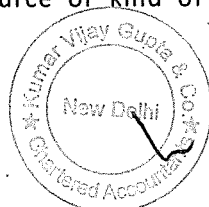
In relation to 7 subsidiary companies, audit report and director's report is not provided and hence we are unable to report under this clause;

- j. 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, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) Except for the matters described in the Basis of Adverse Opinion paragraph above, the consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associate— Refer Note 37.1 to the consolidated Ind AS financial statements; Also refer paragraph "(b)" under Emphasis of Matter paragraph on Contingent Liabilities;
  - (ii) Except for the possible effects of the matters described in the Basis of Adverse Opinion paragraph, provision has been made in the consolidated Ind AS financial statements, as required under the applicable law or Indian Accounting Standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
  - (iii) In respect of Holding Company, an amount of Rs. 0.31 million on account of unpaid dividend pertaining to FY 2011-12 (declared on 30th May, 2012) has not been transferred to Investor Education fund which was required to be transferred to Investor Education and Protection Fund by 05th July, 2019.

In absence of auditor's report of its subsidiary companies (including one step down subsidiary company), we are unable to comment under this clause.

Further, in respect of Associate Company, no amount is required to be transferred to the Investor Education and Protection Fund.

- (iv) (a) The management of the Holding Company has represented that to the best of its knowledge and belief as disclosed in Note 69(A), no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other source or kind of funds) by the holding company to or in any other persons or



entities, including foreign entities ('intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether 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 of the Holding Company has represented that to the best of its knowledge and belief as disclosed in Note 69(B), no funds have been received by the Holding Company from any persons or entities including foreign entities ('the Funding Parties), with the understanding, whether recorded in writing or otherwise, that the company shall, whether 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; and

(c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representation under clause (a) and (b) contain any material mis-statement. However, in absence of auditor's report of the subsidiary companies (including a step-down subsidiary), we are unable to comment under this clause.

(v) The Holding Company has not declared or paid any dividend during the year. Accordingly, the provision of section 123 of the Act is not applicable to the Holding Company.

We have not been provided with the Audited Financial Statements of the Subsidiary Companies (Including one Step Down Subsidiary). Hence, we cannot comment on section 123 applicability/ compliance on the Subsidiary Companies.

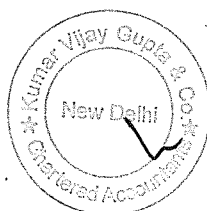
Further, the Audit Report of the Associate Company states that no dividend has been declared or paid during the year by the Associate Company. Accordingly, the provision of section 123 of the Act is not applicable to the Associate Company.

k. With respect to the matters specified in paragraph 3(xxi) and 4 of the Companies (Auditor's Report) Order 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, to be included in Auditor's Report, and based on the CARO Report issued by us for the Holding Company, we report that there are no qualification or adverse remarks in these CARO reports except the following:

l.

Name of the Company	CIN No.	Holding Company/ Subsidiary	Clause No. of the CARO Report
Educomp Solutions Limited	L74999DL1994PLC061353	Holding Company	Clause (i)(a), (i)(b), (iv), (v), (vii)(a), (vii)(b), (ix)(a), (xi)(a), (xi)(c), (xiii), (xiv) and (xvii).

In respect of Associate Company included in the Consolidated Financial Statements, there are no qualification/ Adverse Remarks given by the other Auditor in the CARO report.



Further in the absence of auditor's reports in respect of the subsidiary companies (including one step-down subsidiary) which are included in the Consolidated Financial Statements we cannot comment on the Qualification/ Adverse Remarks, if any, on these Subsidiary Companies.

**For Kumar Vijay Gupta & Co.**

Chartered Accountants

ICAI Firm Registration No.: 007814N



**Gopal Garg**

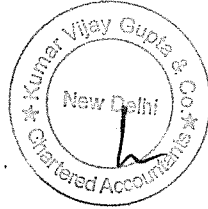
Partner

Membership No.: 524345

Place: New Delhi

Date: 30.09.2023

UDIN: 23524345 BGZZWA9543





## **ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT**

[Referred to in paragraph (h) under 'Report on Other Legal and Regulatory Requirements' section in our Independent Auditor's Report of even date to the members of Educomp Solutions Limited on the consolidated Ind AS financial statements for the year ended March 31, 2023]

### **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")**

In conjunction with our audit of the consolidated Ind AS financial statements of Educomp Solutions Limited ("Holding Company") as of and for the year ended March 31, 2023, we were engaged to audit the internal financial controls with reference to financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), and its associate, which are companies incorporated in India, as of that date.

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

The respective Board of Directors of the Holding Company, its subsidiary companies and its associate companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to the financial statements criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting with reference to the financial statements of Holding Company, its subsidiary companies and its associate companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the ICAI.

Because of the matter described in Disclaimer of Opinion paragraph below, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on internal financial controls with reference to financial statements of the Holding Company its subsidiary Companies and its associate companies, which are companies incorporated in India.

#### **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 authorization of management and directors of the company; and provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



## Disclaimer of Opinion

### In respect of the Holding Company

According to the information and explanation given to us and based on our audit, the Holding Company has not established its internal financial control over financial reporting on criteria based on or considering the essential components of internal control stated in the Guidance Note issued by ICAI.

Because of this reason, we are unable to obtain sufficient appropriate audit evidence to provide a basis for our opinion whether the Holding Company had adequate internal financial controls over financial reporting and whether such internal financial controls were operating effectively as at March 31, 2023.

### In respect of Subsidiary and Associate Companies

- i. In respect of 7 subsidiary companies (Including one step down subsidiary) which are the companies incorporated in India and whose financial statements have not been made available and in absence of any evidences provided by the management of the Holding Company with respect to establishment of an internal financial control over financial reporting on criteria based on or considering the essential components of internal control stated in the Guidance Note issued by ICAI, we are unable to comment on the adequacy and operating effectiveness of the internal financial controls over financial reporting in respect of these subsidiary companies as at March 31, 2023.
- ii. In respect of 1 associate company which is company incorporated in India, we considered the reporting of other auditor, which mention that section 143(3)(i) of the Companies Act 2013 is not applicable with respect to adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls vide notification number G.S.R. 583 (E) dated 13th June 2017.

We have considered the disclaimer reported above in determining the nature, timing, and extent of audit tests applied in our audit of the consolidated Ind AS financial statements of the Group and its associate, and resultant effect of it on our opinion on the consolidated Ind AS financial statements of the Group and its associates.

For **Kumar Vijay Gupta & Co.**

Chartered Accountants

ICAI Firm Registration No.: 007814N



**Gopal Garg**

Partner

Membership No.: 524345



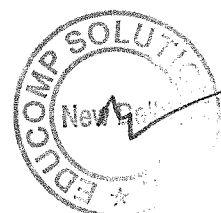
Place: New Delhi

Date: 30.09.2023

UDIN: 23524345 BGZZWA9543

Educomp Solutions Limited  
Consolidated Balance sheet as at March 31, 2023

Particulars	Notes	As at March 31, 2023	As at March 31, 2022
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	943.24	945.59
Other Intangible assets	6	0.29	-
Capital work-in-progress	4	-	-
Goodwill	5	2.22	2.22
Investments accounted using equity method	7A	170.94	168.43
<b>Financial assets</b>			
i) Investments	7B	-	-
ii) Loans	8	3.41	3.41
iii) Other financial Assets	9	0.93	0.20
Deferred tax assets (net)	31	0.25	0.25
Non-current tax assets (net)	10	3.48	3.90
Other non-current assets	11	0.10	0.13
<b>Total</b>		<b>1,124.86</b>	<b>1,124.13</b>
<b>Current assets</b>			
Inventories	12	19.82	19.82
<b>Financial assets</b>			
i) Trade receivables	13	1,187.42	1,190.35
ii) Cash and Cash equivalents	14.1	67.41	79.20
iii) Bank balances other than (ii) above	14.2	126.01	147.96
iv) Loans	8	25.96	25.76
v) Other Financial Assets	9	2.90	8.39
Current tax assets (net)	10	8.28	8.28
Other current assets	15	52.48	77.67
<b>Total</b>		<b>1,490.28</b>	<b>1,557.43</b>
<b>Total Assets</b>		<b>2,615.14</b>	<b>2,681.56</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
a) Equity Share capital	16	244.93	244.93
b) Other equity	17		
i) Equity component of compound financial instruments		524.45	524.45
ii) Reserves and surplus		(30,943.88)	(30,144.04)
		<b>(30,174.50)</b>	<b>(29,374.66)</b>
Non controlling interest	40B	14.92	14.92
<b>Total Equity</b>		<b>(30,159.58)</b>	<b>(29,359.74)</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
<b>Financial liabilities</b>			
i) Borrowings	18	414.21	363.32
Provisions	21	2.33	1.98
<b>Total</b>		<b>416.54</b>	<b>365.30</b>



Educomp Solutions Limited  
Consolidated Balance sheet as at March 31, 2023

Particulars	Notes	As at March 31, 2023	As at March 31, 2022
<b>Current liabilities</b>			
Financial liabilities			
i) Borrowings	18	26,162.40	25,644.81
ii) Trade payables	19		
Due to micro and small enterprises		11.54	11.54
Due to others		1,469.41	1,389.99
iii) other financial liabilities	20	4,419.47	4,330.06
Provisions	21	0.08	0.09
Other current liabilities	22	295.28	299.51
<b>Total</b>		<b>32,358.18</b>	<b>31,676.00</b>
<b>Total liabilities</b>		<b>32,774.72</b>	<b>32,041.30</b>
<b>Total Equity and liabilities</b>		<b>2,615.14</b>	<b>2,681.56</b>

Summary of significant accounting policies

2

The accompanying notes form an integral part of these financial statements

1 to 73

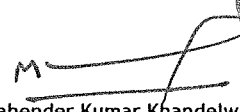
As per our report of even date.

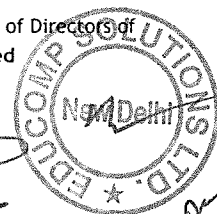
For Kumar Vijay Gupta & Co.  
Chartered Accountants  
ICAI Firm Registration No.:007814N

  
Gopal Garg  
Partner  
Membership No.: 524345



For and on behalf of Board of Directors of  
Educomp Solutions Limited

  
Mahender Kumar Khandelwal  
Resolution Professional  
Regn No. IBBA/IPA-001/IP-P00033/2016-17/10086



Place: New Delhi

Date: 30.09.2023

UDIN: 23524345 BGZZWA 9543

Place: New Delhi

Date: 30.09.2023

Educomp Solutions Limited  
Consolidated Statement of Profit and loss for the year ended March 31, 2023

Particulars	Notes	Year ended March 31, 2023	Year ended March 31, 2022
I. Revenue from operations	23	39.82	13.81
II. Other income	24	11.07	26.35
III. Total Income (I + II)		<u>50.89</u>	<u>40.16</u>
<b>IV. Expenses</b>			
Purchase of stock-in-trade	25	-	-
Changes in inventories of work in progress and stock-in-trade	26	0.01	0.44
Employee benefit expense	27	24.13	21.24
Finance cost	28	51.00	44.82
Depreciation, amortisation and impairment expense	29	3.11	4.17
Other expense	30	774.98	404.85
Total expenses (IV)		<u>853.23</u>	<u>475.52</u>
V. Loss before exceptional items, share of net loss of investment accounted for using equity method and tax (III - IV)		(802.34)	(435.36)
VI. Share of profit/(loss) of associates (net of tax)	42	2.44	(8.49)
VII. Loss before exceptional items and tax (V - VI)		<u>(799.90)</u>	<u>(443.85)</u>
VIII. Exceptional items	31	-	-
IX. Loss before tax (VIII - IX)		<u>(799.90)</u>	<u>(443.85)</u>
X. Tax expense	32	-	-
a) Current tax		-	-
b) Deferred tax		-	-
XI. Loss for the year (X - XI)		<u>(799.90)</u>	<u>(443.85)</u>
XII. Other comprehensive income			
i. Items that will not be reclassified to profit or loss			
Re-measurement of the defined benefit plan		(0.01)	(0.15)
Revaluation of Land		-	-
ii. Share of profit/(loss) of associate (net of tax)	42	0.07	0.73
XIII. Total comprehensive loss for the year (XI + XII)		<u>(799.84)</u>	<u>(443.27)</u>
Loss attributable to :			
Owners of the company		(799.90)	(443.85)
Non-controlling interest		-	-
Other comprehensive income attributable to :			
Owners of the company		0.06	0.58
Non-controlling interest		-	-
Total comprehensive loss attributable to :			
Owners of the company		(799.84)	(443.27)
Non-controlling interest		-	-
Earnings per equity share (Nominal value of Rs. 2 per share)	48		
a) Basic (in Rs.)		(6.53)	(3.62)
b) Diluted (in Rs.)		(6.53)	(3.62)

Summary of significant accounting policies 2

The accompanying notes form an integral part of these financial statements 1 to 73

As per our report of even date.

For Kumar Vijay Gupta & Co.

Chartered Accountants

ICAI Firm Registration No.: 007814N



Gopal Garg

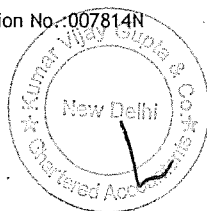
Partner

Membership No.: 524345

Place: New Delhi

Date: 30.09.2023

UDIN: 23524345BGZZWA9543



For and on behalf of Board of Directors of  
Educomp Solutions Limited



Mahender Kumar Khandelwal

Resolution Professional

Regn No. IBBA/IPA-001/IP-P00033/2016-17/10086



Place: New Delhi

Date: 30.09.2023

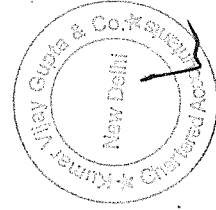
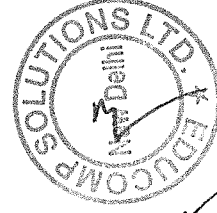
Educomp Solutions Limited  
Consolidated Statement of Changes in equity for the year ended March 31, 2023

0

A.) Equity share capital	Amount
As at April 01, 2021	244.93
Changes in equity share capital	-
As at March 31, 2022	244.93
Changes in equity share capital	-
As at March 31, 2023	244.93

B.) Other equity

Particulars	Equity Component of Compound financial instruments	Other Comprehensive Income	Capital Reserve	Security premium reserve	Employee stock option outstanding account	Reserves & Surplus			FCMITDA	Retained earnings	Foreign currency translation reserve	Total attributable to owners of the company	Non controlling interest (Refer note 40B)	Total equity
						General reserve								
Balance as at April 01, 2022	524.45	34.00	411.66	10,240.32	-	1,198.29	-	(42,028.31)	-	(29,619.59)	-	14.92	(29,604.67)	
Loss for the year	-	-	-	-	-	-	-	(799.90)	-	(799.90)	-	-	-	(799.90)
Other comprehensive income for the year	-	0.06	-	-	-	-	-	-	-	0.06	-	-	-	0.06
- Re-measurement of the defined benefit plan	-	-	-	-	-	-	-	-	-	-	-	-	-	-
- Exchange differences on translation of foreign operations	-	0.06	-	-	-	-	-	(799.90)	-	(799.84)	-	-	-	(799.84)
Total comprehensive loss during the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
On issue of shares (including shares issued under employee stock)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Employee stock compensation provided	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Employee stock compensation reversed	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Foreign currency monetary item translation difference created during the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Foreign currency monetary item translation difference amortised during the year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings on account of loss of control	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Impact of loss of control	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(Employee stock compensation cost reversal on forfeiture Total Additions/(Deletions) during the year.	-	0.06	-	-	-	-	-	(799.90)	-	(799.84)	-	-	-	(799.84)
Balance as at March 31, 2023	524.45	34.06	411.66	10,240.32	-	1,198.29	-	(42,828.21)	-	(30,419.43)	-	14.92	(30,404.51)	



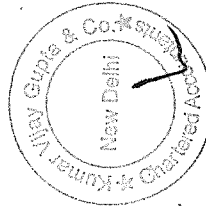
Educomp Solutions Limited  
Consolidated Statement of Changes in equity for the year ended March 31, 2023

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Particulars	Equity Component of Compound financial instruments	Reserves & Surplus							Total equity			
		Other Comprehensive Income	Capital Reserve	Security premium reserve	Employee stock option outstanding account	General reserve	FCMITDA	Retained earnings		Foreign currency translation reserve	Total attributable to owners of the company	Non controlling interest (Refer note 40B)
Balance as at April 01, 2021	524.45	33.42	411.66	10,240.32	-	1,198.29	-	(41,584.46)	-	(29,176.32)	14.92	(29,161.40)
Loss for the year	-	-	-	-	-	-	-	(443.85)	-	(443.85)	-	(443.85)
Other comprehensive income for the year	-	0.58	-	-	-	-	-	-	-	0.58	-	0.58
- Re-measurement of the defined benefit plan	-	-	-	-	-	-	-	-	-	-	-	-
- Exchange differences on translation of foreign operations	-	0.58	-	-	-	-	-	(443.85)	-	(443.27)	-	(443.27)
Total comprehensive loss during the year	-	-	-	-	-	-	-	-	-	-	-	-
Employee stock compensation provided	-	-	-	-	-	-	-	-	-	-	-	-
Employee stock compensation reversed	-	-	-	-	-	-	-	-	-	-	-	-
Foreign currency monetary item translation difference created during the year	-	-	-	-	-	-	-	-	-	-	-	-
Other Adjustments	-	-	-	-	-	-	-	-	-	-	-	-
Foreign currency monetary item translation difference amortised during the year	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings on account of loss of control	-	-	-	-	-	-	-	-	-	-	-	-
Impact of loss of control	-	-	-	-	-	-	-	-	-	-	-	-
Employee stock compensation cost reversal on forfeiture	-	-	-	-	-	-	-	-	-	-	-	-
Total Additions/(Deletions) during the year.	-	0.58	-	-	-	-	-	(443.85)	-	(443.27)	-	(443.27)
Balance as at March 31, 2022	524.45	34.00	411.66	10,240.32	-	1,198.29	-	(42,028.31)	-	(29,619.59)	14.92	(29,604.67)

As per our report of even date.

For Kumar Vijay Gupta & Co.  
Chartered Accountants  
ICAI Firm Registration No.:007814N



Gopal Garg  
Partner  
Membership No.: 524345

For and on behalf of Board of Directors of  
Educomp Solutions Limited



Mahender Kumar Khandelwal  
Resolution Professional  
Regn No. IBBA/IPA-001/IP-P00033/2016-17/10086

Place: New Delhi  
Date: 30.09.2023

Place: New Delhi  
Date: 30.09.2023  
UDIN: 23524345 B G Z Z W A 9543

Educomp Solutions Limited  
Consolidated Statement of Cash Flows for the year ended March 31, 2023

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<b>Cash flows from operating activities</b>		
Net (Loss) before taxation as per Statement of Profit and Loss	(799.90)	(443.85)
Adjusted for :		
Share of loss/(profit) of associates	(2.44)	8.49
Loss allowance on trade receivable	-	26.35
Provision for Inventory	(0.11)	(1.46)
Provision for doubtful debts/ advances	15.36	-
Liabilities/provisions no longer required written back	(3.72)	-
Bad debts and advances written off	3.42	2.33
Depreciation, amortisation and impairment expense	3.11	4.17
Unrealised Foreign exchange loss (net)	684.00	300.74
Interest income	(7.31)	(26.29)
Finance cost	51.00	44.82
Provisions for employee benefits	0.45	0.40
<b>Operating loss before working capital changes</b>	<b>(56.14)</b>	<b>(84.30)</b>
Adjusted for :		
(Increase)/ decrease in trade receivables	5.31	17.82
(Increase) in loans	(0.22)	(0.29)
(Increase) in other financial assets	4.89	17.34
(Increase) in other assets	9.78	(29.29)
Increase/(decrease) in bank balances other than cash and cash equivalents (restricted bank deposits)	21.95	32.98
Increase in trade & other payables	(0.51)	8.24
Increase/(decrease) in financial liabilities	0.86	(0.18)
Increase/(decrease) in others liabilities	(4.23)	(21.36)
Increase/(decrease) in provisions	(0.13)	(0.36)
Increase/(decrease) in inventory	0.11	1.91
<b>Cash generated from/(used in) operations</b>	<b>(18.33)</b>	<b>(57.49)</b>
(Payment of Taxes)/ refunds, net	0.42	31.30
<b>Net cash generated from/(used in) operating activities (A)</b>	<b>(17.91)</b>	<b>(26.19)</b>
<b>Cash flows from investing activities</b>		
Purchase of property, plant & equipment (including capital work in progress)	(1.05)	(2.11)
Interest received	7.18	26.19
<b>Net cash generated from investing activities (B)</b>	<b>6.13</b>	<b>24.08</b>
	<b>Year Ended</b>	<b>Year Ended</b>
<b>Particulars</b>	<b>31st March 2023</b>	<b>31st March 2022</b>
<b>Cash flows from financing activities</b>		
Proceeds from current borrowings	-	-
Interest on borrowings	-	-
<b>Net cash generated from /(used) in financing activities (C)</b>	<b>-</b>	<b>-</b>
<b>Effect of exchange rate changes (D)</b>	<b>-</b>	<b>-</b>
<b>Net Increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>(11.78)</b>	<b>(2.11)</b>
Opening cash and cash equivalents	79.20	81.31
<b>Closing cash and cash equivalents</b>	<b>67.42</b>	<b>79.20</b>





Educomp Solutions Limited  
Consolidated Statement of Cash Flows for the year ended March 31, 2023

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<b>Reconciliation of components of cash and cash equivalents</b>		
	As at	As at
	31st March 2023	March 31, 2022
<b>Balances with banks-on current accounts</b>		
Balances with banks-on current accounts (Refer note 14.1)	46.14	47.75
Cash on hand (Refer note 14.1)	20.38	30.56
Stamp in hand (Refer note 14.1)	0.89	0.89
	<b>67.41</b>	<b>79.20</b>

**Notes:**

Statement of Cash Flow has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows".

As per our report of even date.

For Kumar Vijay Gupta & Co.

Chartered Accountants

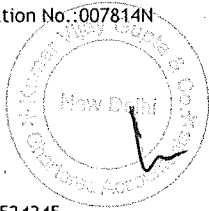
ICAI Firm Registration No.: 007814N



Gopal Garg

Partner

Membership No.: 524345



For and on behalf of Board of Directors of  
Educomp Solutions Limited



Mahender Kumar Khandelwal

Resolution Professional

Regn No. IBBA/IPA-001/IP-P00033/2016-17/10086



Place: New Delhi

Date: 30.09.2023

UDIN: 23524345B6ZZWA9543

Place: New Delhi

Date: 30.09.2023

## 1. Background

- (a) Educomp Solutions Limited (the Holding Company) and its subsidiaries, associates and joint ventures (collectively referred to as “the Group” are engaged in providing end-to-end solutions in the education technology domain through licensing of digital content, solutions for bridging the digital divide (a government initiative to enhance computer literacy), professional development and retail & consulting initiatives. The Group’s business can be categorised into four strategic business units namely School Learning Solutions (comprising of Smart Class & Edureach (ICT) business), K-12 Schools (comprising preschools & high schools), Higher Learning Solutions (comprising of vocational, higher education and professional development) and Online, Supplemental & Global business (comprising of internet based educational services and coaching) spreading education ecosystem. The Holding Company was incorporated in September 7, 1994 under the erstwhile companies Act, 1956. The Holding Company is domiciled in India having its registered office at 1211, Padma tower-1, 5, Rajendra place, New Delhi-110008.

The Holding Company is listed on the Bombay Stock Exchange Limited (BSE) and the National Stock Exchange) NSE in India.

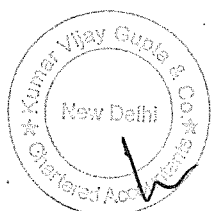
The Group management, on the basis of their assessment, has concluded that the group no longer controls 5 of the subsidiaries, incorporated outside india, namely Edumatics corporation Inc. USA, Savvica Inc., Canada, Educomp Intelliprop Ventures Pte Ltd, Educomp Global Holding WLL, Bahrain and Educomp Global FZE and accordingly, has not consolidated financial statements of these subsidiaries as at and for the year ended March 31’2019.

### (b) In respect of the Holding Company:

On May 30, 2017, the Company’s application for Corporate Insolvency Resolution Process (“CIRP”) under the provisions of Insolvency & Bankruptcy Code, 2016 (“IBC”), has been approved by the Hon’ble National Company Law Tribunal (“NCLT”), and accordingly CIRP proceedings have been initiated (for details refer note 2(a)). As per the provisions of the IBC, under CIRP, the RP is required to manage the operations of the Company as a going concern and accordingly, a resolution plan needs to be presented to and approved by the Committee of Creditors (“CoC”) by a requisite majority (as per applicable provisions of the IBC at that time), and thereafter submission of the duly approved Resolution Plan to the Hon’ble NCLT for its approval.

Pursuant to initiation of CIRP, Ebix Singapore Pte. Ltd., submitted the resolution plan which was approved by the CoC consisting of all bankers of the Company on February 17, 2018 and accordingly the same was submitted with Hon’ble NCLT on March 07, 2018.

Subsequently, Ebix filed an application under Section 60(5) of IBC seeking withdrawal of its Resolution Plan. After multiple hearings, the application seeking withdrawal of Ebix’s resolution plan was listed before the Principal Bench, the Hon’ble NCLT for the pronouncement of order on January 02, 2020. Vide Order dated January 02, 2020 passed by the Hon’ble NCLT, the withdrawal application of Ebix was allowed to the extent of granting leave to Resolution Applicant to withdraw the Resolution Plan pending approval u/s 30(6) before the Hon’ble NCLT with cost of Rs. 1 lakh to be paid by the Resolution Applicant into the corpus of the Corporate Debtor. Further, the Hon’ble NCLT, vide the same order, also granted 90 days-time commencing from November 16, 2019 to the RP and CoC to seek/expedite the possibility of achieving resolution of the stressed assets of the Corporate Debtor within such time of 90 days. Thereafter, the Hon’ble NCLT vide its Order dated January 03, 2020, dismissed the approval application as infructuous as a consequence of its order dated January 02, 2020 which allowed the withdrawal of the Resolution Plan by Ebix.



Thereafter, after discussions and deliberation in the CoC meetings, an appeal under Section 61 of Insolvency and Bankruptcy Code, 2016 against the Order of the Hon'ble NCLT dated January 02, 2020 (allowing withdrawal of Resolution Plan) and Order dated January 03, 2020 was filed with the Hon'ble National Company Law Appellate Tribunal ("NCLAT") by CoC's legal Counsel. Multiple hearings took place in the Hon'ble NCLAT in the said matter. Further, due to lockdowns imposed by government authorities in view of the prevailing situation due to Covid-19, the Courts remained suspended till the month of May, 2020. The appeal was heard by the Hon'ble NCLAT on June 15, 2020 wherein the arguments made by CoC Counsel were heard in part and thereafter, the matter was adjourned to June 22, 2020 wherein the remaining submissions were made by the respective parties. On July 29, 2020, the appeal filed by COC was listed before Hon'ble NCLAT for the pronouncement of order. The Hon'ble NCLAT has allowed the appeal and has set aside the Hon'ble NCLT order dated January 02, 2020 vide CA No. 1816(PB)/2019 in C.P.(IB)No. 101 (PB) 2017.

Thereafter, Ebix challenged the NCLAT's final order and judgment dated July 29, 2020 before the Hon'ble Supreme Court of India by way of a civil appeal.

The question of law involved in Ebix's appeal is "Whether the withdrawal of Resolution Plan is permitted after it has been approved by the CoC". Considering the issues similar to those involved in Ebix's Appeal have also been raised in the matters of Gujarat Urja Vikas Nigam Ltd vs. Amit Gupta and Ors. (Civil Appeal No. 9241 of 2020) and Kundan Care Products Limited vs. Amit Gupta (Civil Appeal No. 3560 of 2020), all the three matters have been kept together for hearing. The Gujarat Urja Vikas Nigam Ltd. matter was being heard first and arguments in the said matter (to be followed by the other two matters) which were part-heard as on February 03, 2021, February 04, 2021 and February 9, 2021. Subsequently, on February 10, 2021, the Hon'ble Court heard the Gujarat Urja Vikas Nigam Ltd. matter and wherein the order was pronounced on March 08, 2021 in the Gujarat Urja matter. Later, the Hon'ble Supreme Court vide order dated September 13, 2021, dismissed the civil appeal preferred by Ebix.

The CoC's Appeal bearing No. 587 of 2020 assailing NCLT's order dated January 3, 2020 (in IA 195 of 2018) was further listed for pronouncement of the judgment before the Hon'ble National Company Law Appellate Tribunal, Bench-III at New Delhi ("Bench") on November 12, 2021 allowing the CoC's appeal and setting aside the Impugned Order. The Hon'ble Bench also directed the Adjudicating Authority to restore CA No. 195(PB)/2018 and proceed in accordance with law.

On November 29, 2021, an application for the restoration of Plan Approval Application has been filed by before the NCLT, Principal Bench at New Delhi. The Restoration Application has been registered as RA 39 of 2021 and after various hearings, on August 29, 2023 the matter is reserved for order.

#### Moratorium period

The Hon'ble NCLT vide its letter dated May 30, 2017 has declared the moratorium period as per the provision of section 13 (1) (a) of the Insolvency and Bankruptcy Code, 2016 ("Insolvency Code") which is further extended to February 24, 2018. As the Resolution Plan is under consideration by Hon'ble NCLT therefore the moratorium period continue to be in effect till conclusion of the CIRP process.

As per section 14 of the IBC, declaration of moratorium period prohibits the following activities:

- (a) the institution of suits or continuation of pending suits or proceedings against the corporate debtor including execution of any judgment, decree or order in any court of law, tribunal, arbitration panel or other authority;



- (b) transferring, encumbering, alienating or disposing of by the corporate debtor any of its assets or any legal right or beneficial interest therein;
- (c) any action to foreclose, recover or enforce any security interest created by the corporate debtor in respect of its property including any action under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002;
- (d) the recovery of any property by an owner or lessor where such property is occupied by or in the possession of the corporate debtor.

## 2A. Basis for preparation

### (a) Statement of compliance

These Consolidated Ind AS financial statements (“financial statements”) of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (“the Act”) and other relevant provisions of the Act.

These financial statements for the year ended March 31, 2022 are the financial statements that are prepared in accordance with Ind AS.

A corporate insolvency resolution process (“CIRP”) has been initiated in case of the Holding Company vide an Order of the Principal Bench of the National Company Law Tribunal (“NCLT”) dated May 30, 2017 under the provisions of the Insolvency Code. (For details refer note 1(b)). Pursuant to the Order, the management of the affairs of the Holding Company and powers of board of directors of the Holding Company are now vested with the Resolution Professional (“RP”), who is appointed by the Committee of Creditors (“CoC”). These consolidated financial statements for the year ended March 31, 2022 have been prepared by the Holding Company, RP and his team. In view of the legal opinion received by the RP from a legal firm, the Consolidated Financial Statements have been approved by the RP and presented to the auditors for their report thereon. Accordingly, these consolidated financial statements of the Group for the year ended March 31, 2023 have been approved by the RP of the Holding Company on September 30, 2023.

### (b) Historical cost convention

The consolidated financial statements have been prepared under the historical cost convention on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below.

### (c) Going Concern

#### In respect of ESL, the Holding Company

The Holding Company, has incurred substantial losses, its net worth has been completely

eroded, has defaulted in repayment of its loans and related interest, has negative working capital and has applied under the IBC for CIRP. All these conditions has raised substantial doubt about the Holding Company’s ability to continue as a going concern.



The management is of the view that the Holding Company has been able to fund its operational liabilities from its internal accrual of funds till the date of this balance sheet and is also confident that the Holding Company is having sufficient fund balance to continue as going concern till foreseeable future. Further, the management is also confident to agree on a resolution plan/business revival plan for the Holding Company during this ongoing CIRP process. Accordingly, the financial statements have been prepared on a going concern basis and do not include any adjustments relating to the recoverability and classification of recorded assets, or to amounts and classification of liabilities that may be necessary if the entity is unable to continue as a going concern.

**(d) Principles of consolidation**

**Subsidiaries**

The Holding Company determines the basis of control in line with the requirements of Ind AS 110, Consolidated Financial Statements.

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group.

The Group combines the financial statements of the Holding Company and its subsidiaries on a line-by-line basis by adding the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances/ transactions and unrealized profits in full. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively. Even if this results in the non-controlling interests having a deficit balance.

**Joint Venture**

Interests in joint ventures are accounted for using the equity method after initially being recognize at cost in the consolidated balance sheet.

**Associates**

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting, mentioned below, after initially being recognized at cost.

**Equity method**

Under the equity method of accounting, the investments are initially recognized at cost and adjusted thereafter to recognize the Company's share of the post-acquisition profits or losses of the investee in profit and loss, and the Company's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates are recognized as a reduction in the carrying amount of the investment.

When the Company's share of loss in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Company does



not recognize further losses, unless it has incurred obligations or made payments on behalf of the other shareholder(s).

Unrealized gains on transactions between the Company and its associates and joint ventures are eliminated to the extent of the Company's interest in these entities. Unrealized losses are also estimated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Company.

The carrying amounts of investments in associates are reduced to recognized impairment, if any, when there is objective evidence of impairment.

The Consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Companies separate financial statements.

#### Loss of control

The Group treats transactions with non-controlling interests that do not result in a loss of control as transaction with equity owners of the Group. A change in the ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognized within equity.

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is re-measured to its fair value with the change in carrying amount recognized in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognized in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognized in other comprehensive income are reclassified to profit or loss.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognized in other comprehensive income are reclassified to profit or loss where appropriate.

#### (e) Functional currency:

The consolidated financial statements are presented in Indian Rupees (INR), which is also the functional currency of the Holding Company as Functional currency is the currency of the primary economic environment in which the entity operates.

#### (f) Rounding off

All the amounts have been rounded off to nearest millions or decimal thereof, unless otherwise indicated. The sign '0.00' in these consolidated financial statements indicates that the amounts involved are below INR ten thousand and the sign '-' indicates that amounts are nil.

#### (g) Current/Non-current classification of assets/liabilities

All assets and liabilities have been classified as current or non-current as per the criteria set out in the Schedule III to The Companies Act, 2013. The Group has ascertained its operating



cycle as 12 months for the purpose of current/non-current classification of assets and liabilities. However, operating cycle for the business activities of the Group covers the duration of the specific project/contract/product line/service and extends up to the realisation of receivables within the agreed credit period normally applicable to the respective lines of business.

## 2B. Summary of significant accounting policies

### a) Segment reporting

#### Identification of segments:

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Group's operating businesses are organized and managed separately in accordance to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Group operate.

The board of directors of the Holding Company through Resolution Professional assesses the financial performance and position of the Group, and makes strategic decisions. They together have been identified as being the chief operating decision maker.

#### Intersegment transfers:

The Group generally accounts for inter-segment sales and transfers at cost.

#### Allocation of common cost

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

#### Unallocated items

Unallocated items include general corporate income and expense items which are not allocated to any business segment and include interest expense and income tax.

#### Segment accounting policy

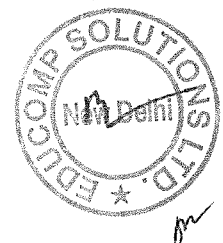
The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the group as a whole.

### b) Property, Plant and Equipment

Freehold land is carried at historical cost. Other property, plant and equipment are stated at cost of acquisition net of recoverable taxes (wherever applicable), less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any cost attributable to bringing the assets to its working condition for its intended use.

Where cost of a part of the asset is significant to the total cost of the asset and the useful life of the part is different from the remaining asset, then useful life of that part is determined separately and accounted as separate component.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount



of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to the statement of profit and loss during the reporting period in which they are incurred.

Losses arising from the retirement of, and gain or losses arising from disposal of tangible asset are determined as the difference between the net disposal proceeds and the carrying amount of asset and recognised as income or expense in the Consolidated Statement of Profit and Loss.

#### c) Intangible assets

An intangible asset is recognized, where it is probable that the future economic benefits attributable to the asset will flow to the enterprise and where its cost can be reliably measured.

Cost of an internally generated asset comprises of all expenditure that can be directly attributed, or allocated on a reasonable and consistent basis, to create, produce and make the asset ready for its intended use.

Losses arising from the retirement of, and gain or losses arising from disposal of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of asset and recognised as income or expense in the Consolidated Statement of Profit and Loss.

Intangible assets are stated at cost of acquisition less accumulated amortization and impairment loss.

#### d) Capital work-in-progress

Capital work-in-progress represents expenditure incurred in respect of capital projects are carried at cost. Cost includes related acquisition expenses, development costs, borrowing costs (wherever applicable) and other direct expenditure.

#### e) Depreciation and amortization methods, estimated useful lives and residual value

Depreciation on all property, plant and equipment is charged to the statement of profit and loss on a straight line basis, except certain items of PPE which are depreciated using diminishing basis. The depreciation is charged upto 95% of the total cost of the asset over the useful life of assets as estimated by the management.

Pursuant to the notification of Schedule II of the Companies Act, 2013, by the Ministry of Corporate Affairs, effective 1 April 2014, the management has reassessed and revised wherever necessary the useful lives of the assets, so as to align them with the ones prescribed under schedule II of the Companies Act, 2013. Management reviews the method and estimations of residual values at each financial year end.

The useful lives estimated by the management are as follows:

Particulars	Useful life (years)
Building*	60
Building on Leasehold Land (In case of ELPL)	15
Furniture and fixtures	5-10
Office equipment	5
Vehicle	8
Computer equipment	3
Computer software	6





\*The Management has assessed the estimate of useful life of the Electrical and External work as 24 years and 15 years respectively.

Depreciation on addition to fixed assets is provided on pro-rata basis from the date the assets are ready to use. Depreciation on sale / deduction of fixed assets is provided for upto the date of sale, deduction, discernment as the case may be.

Cost of leasehold improvements is charged to income on a straight line basis over the period of lease and the useful life of leasehold improvements, whichever is shorter.

Amortization on the intangible assets is provided on pro-rata basis on the straight-line method based on management's estimate of useful life, i.e. 3 years for software and 4 years for knowledge-based content. Licensed intangible assets are amortised over the period of license or expected useful life, whichever is shorter.

Depreciation and amortization methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted if appropriate.

**f) Revenue recognition**

Effective April 1, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognized. The Standard requires apportioning revenue earned from contracts to individual promises, or performance obligations, on a relative stand-alone selling price basis, using a five step model. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contract. The Company has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognized at the date of initial application (i.e. April 1, 2018) and the comparative information in the statement of profit and loss is not restated - i.e. the comparative information continues to be reported under Ind AS 18.

Refer note 2B(f) - Significant accounting policies - Revenue recognition in the Annual report of the Company for the year ended March 31, 2018, for the revenue recognition policy as per Ind AS 18.

Revenue is recognised to the extent that it is probable that the economic benefit will flow to the group and revenue can be reliably measured.

The Group derives its revenue from sale, supply and installation of educational products & rendering of educational services and leasing out infrastructure facilities.

Revenue from sale of educational products including technology equipments are recognised as and when significant risk and rewards of the ownership of goods gets transferred to the buyer.

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates, taxes and amounts collected on behalf of third parties, if any.

Revenue under Build, Own, Operate and Transfer ("BOOT model") contracts is recognized on upfront basis in the statement of profit and loss on the initiation of the contracts. These contracts are considered and evaluated as per Appendix "C" to IND AS 17. Also, refer note 2B.l of the significant accounting policies.

Revenue from educational support services are recognised in the accounting period in which services are rendered.



## Interest income

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Group 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.

### g) Investment and other financial assets

#### g.1. Classification

The Group classifies its financial assets in the following measurement categories:

- i. those to be measured at fair value (either through other comprehensive income, or through profit or loss),
- ii. those measured at amortized cost; and
- iii. Investment in equity of subsidiaries, joint ventures and associates are accounted and carried at cost less impairment in accordance with Ind AS 27.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

#### g.2. Initial Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the consolidated statement of profit and loss.

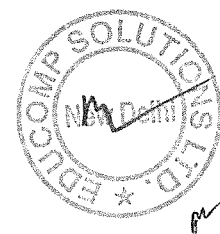
#### g.3. Subsequent Measurement:

##### g.3.1 Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

##### Amortised cost:

Assets that are held for collection of contractual cash flows with specified dates and where those cash flows represent solely payments of principal and interest are measured at amortised



cost using the effective interest rate method. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in the consolidated statement of profit and loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

**Fair value through other comprehensive income (FVOCI):**

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in the consolidated statement of profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to the consolidated statement of profit and loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

**Fair value through profit or loss (FVTPL):**

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through consolidated statement of profit and loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in the consolidated statement of profit and loss and presented net in the consolidated statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

**g.3.2 Equity instruments**

All equity investments in scope of Ind AS 109 are measured at fair value. For equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to the Consolidated Statement of Profit and Loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity. Equity instruments included within the FVPL category are measured at fair value with all changes recognised in the Consolidated Statement of Profit and Loss.

**Investments in joint ventures/associates**

Investments are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments, the difference between net disposal proceeds and the carrying amounts are recognized in the Consolidated Statement of Profit and Loss.

**g.4. Impairment of financial assets**

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology



applied depends on whether there has been a significant increase in credit risk. Note 34 details how the Group determines whether there has been a significant increase in credit risk.

For trade receivables only, the Group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Group has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

#### **g.5. Derecognition of financial asset**

A financial asset is derecognised only when the Group has transferred the rights to receive cash flows from the financial asset or retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

#### **h) Financial Liabilities**

##### **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 the consolidated statement of profit and loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan.

The fair value of the liability portion of optionally convertible bonds is determined using a market interest rate for equivalent non-convertible bonds. This amount is recorded as a liability on an amortised cost basis until extinguished on conversion or redemption of the bonds. The remainder of the proceeds is attributable to the equity portion of the compound instrument. This is recognised and included in shareholders' equity, net of income tax effects, and not subsequently remeasured.

Borrowings, where there is a change in the terms of the agreements whether monetary, non-monetary or both shall be accounted for as an modification or an extinguishment of the original financial liability and the recognition of a new liability. The difference between the carrying amount of a financial liability (or part of a financial liability) extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, shall be recognised in the consolidated statement of profit and loss.

Borrowings are classified as current liabilities unless the Group 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 entity 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.

#### Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within the operating cycle of the business. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method, if any.

#### Financial Guarantee Contracts

Financial guarantee contracts issued by the group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of impairment loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

#### Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. 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 recognized in the consolidated statement of profit or loss.

#### i) Inventories

Inventories are valued at cost or net realisable value, whichever is lower. Cost of inventories comprises all cost of purchases inclusive of duties (except the refundable component) and other incidental expenses incurred in bringing such inventories to their present location and condition. In determining the cost, moving weighted average cost method is used. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. The comparison of cost and net realizable value is made on item by item basis.

#### j) Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

#### k) Income taxes

Income tax expense for the year comprises of current tax and deferred tax. Income tax is recognized in the Consolidated Statement of Profit and Loss except to the extent that it relates to items recognized in 'Other comprehensive income' or directly in equity, in which case the tax is recognized in 'Other comprehensive income' or directly in equity, respectively.



The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities arising on the temporary differences and to unused tax losses.

#### Current tax

Calculation of current tax is based on tax rates applicable for the respective years on the basis of tax law enacted or substantially enacted at the end of the reporting period. Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting periods, that are unpaid/un-recovered at the reporting date. Current tax is payable on taxable profit, which differs from the profit or loss in the financial statements. Current tax is charged to consolidated statement of profit and loss. Provision for current tax is made after taking in to consideration benefits admissible under Income Tax Act, 1961.

#### Deferred taxes

Deferred income taxes are calculated, without discounting using the balance sheet method on temporary differences between the carrying amounts of assets and liabilities and their tax bases using the tax laws that have been enacted or substantively enacted by the reporting date. However, deferred tax is not provided on the initial recognition of an asset or liability unless the related transaction is a business combination or affects tax or accounting profit. Tax losses available to be carried forward and other income tax credits available to the entity are assessed for recognition as deferred tax assets.

Deferred tax liabilities are always provided for in full. Deferred tax assets are recognised to the extent that it is probable that they will be able to be utilized against future taxable income. Deferred tax arising during the holiday period is not recognised to the extent that the management expects its reversal during holiday period.

Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss or deductible temporary difference will be utilised against future taxable income. This is assessed based on the Group's forecast of future operating income at each reporting date.

Deferred tax assets and liabilities are offset only when the entity has a right and intention to set off current tax assets and liabilities from the same taxation authority.

#### Minimum Alternative Tax (MAT)

Minimum alternate tax credit entitlement paid in accordance with tax laws, which gives rise to future economic benefit in form of adjustment to future tax liability, is considered as an asset to the extent management estimates its recovery in future years.

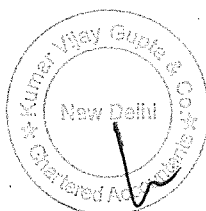
### l) Leases

#### Operating lease

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases.

#### Where the Group is lessee:

Lease rentals in respect of operating lease arrangements including assets taken on operating lease are recognized as an expense in the Consolidated Statement of Profit and Loss on straight line basis over the lease term.



**Where the Group is lessor:**

Lease income on an operating lease arrangement is recognized in the Consolidated Statement of Profit and Loss on straight line basis over the lease term.

**Finance lease**

**Where the Group is lessee**

Finance leases, which effectively transfer to the Group substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease term at the lower of the fair value of the leased property and present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as finance costs in the Consolidated Statement of Profit and Loss. Lease management fees, legal charges and other initial direct costs of lease are capitalised.

A leased asset is depreciated on a straight-line basis over the useful life of the asset as determined by the management or the useful life envisaged in Schedule II to the Act, whichever is lower. However, if there is no reasonable certainty that the Group will obtain the ownership by the end of the lease term, the capitalized asset is depreciated on a straight-line basis over the shorter of the estimated useful life of the asset, the lease term and the useful life envisaged in Schedule II to the Act.

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognised as an expense in the Consolidated Statement of Profit and Loss on a straight-line basis over the lease term.

**Where the Group is the lessor:**

Leases in which the Group transfers substantially all the risks and benefits of ownership of the asset are classified as finance leases. Assets given under finance lease are recognised as a receivable at an amount equal to the net investment in the lease. After initial recognition, the Group apportions lease rentals between the principal repayment and interest income so as to achieve a constant periodic rate of return on the net investment outstanding in respect of the finance lease. The interest income is recognised in the Consolidated Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the Consolidated Statement of Profit and Loss.

**m) Foreign exchange transactions**

**Initial recognition**

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of transaction.

**Conversion**

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary item, which are measured in terms of historical cost



denomination in a foreign currency, are reported using the exchange rate at the date of transaction. Except for non-monetary items measured at fair value which are translated using the exchange rates at the date when fair value was determined.

Monetary assets and liabilities outstanding as at Balance Sheet date are restated at the rate of exchange ruling at the reporting date.

#### Exchange difference

Exchange differences arising on the settlement of monetary items or on restatement of the Group's monetary items at rates different from those at which they were initially recorded during the year or reported in previous Financial Statements (other than those relating to fixed assets and other long term monetary assets) are recognised as income or as expenses in the year in which they arise.

#### n) Impairment of non-financial assets

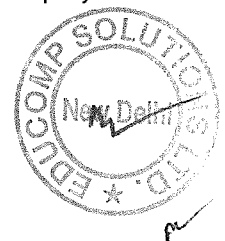
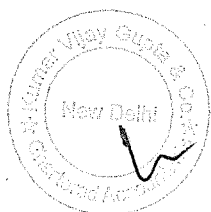
Assessment for impairment is done at each Balance Sheet date as to whether there is any indication that a non-financial asset may be impaired. Indefinite-life intangibles are subject to a review for impairment annually or more frequently if events or circumstances indicate that it is necessary.

For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or group of assets is considered as a cash generating unit. Goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

If any indication of impairment exists, an estimate of the recoverable amount of the individual asset/cash generating unit is made. Asset/cash generating unit whose carrying value exceeds their recoverable amount are written down to the recoverable amount by recognizing the impairment loss as an expense in the Consolidated Statement of Profit and Loss. The impairment loss is allocated first to reduce the carrying amount of any goodwill (if any) allocated to the cash generating unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Recoverable amount is higher of an asset's or cash generating unit's fair value less cost of disposal and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the assets carrying amount does not exceed the carrying amount that would have been determined, net of depreciation and amortization, if no impairment loss had been recognized. An impairment loss recognized for goodwill is not reversed in subsequent periods.

#### o) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the





Group or the counterparty.

**p) Share-based payment**

The Group operates equity-settled share-based remuneration plans for its employees, where persons are rewarded using share-based payments, the fair values of services rendered by employees and others are determined indirectly by reference to the fair value of the equity instruments granted. This fair value is appraised using the Black Scholes model.

In the case of employees and others providing similar services, the fair value is measured at the grant date. In the case of franchisees, consultants and investors the fair value is determined as services are received, using average fair values during each year. The fair value excludes the impact of non-market vesting conditions.

If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest. Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable.

Upon exercise of share options, the proceeds received up to the nominal value of the shares issued are allocated to share capital with any excess being recorded as additional paid-in capital.

**q) Borrowing Cost**

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

**r) Contingent liabilities, contingent assets and provisions**

**Contingent liabilities**

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 Group 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. The Group does not recognize a contingent liability but discloses its existence in the Consolidated Financial Statements.

**Contingent Assets**

Possible inflows of economic benefits to the entity that do not yet meet the recognition criteria of an asset are considered contingent assets.

**Provisions**

A provision is recognized when the Group has a present obligation or constructive obligation as a result of past event, 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.



All repairs and maintenance cost of hardware sold under the contracts during the remaining contract period is borne by the Group on the basis of experience of actual cost incurred in servicing such hardware during the previous financial year. Provision are not recognised for future operating losses.

Provisions are discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Where the Group expects some or all of a provision to be reimbursed, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain and the amount of recovery can be measured reliably. The expense relating to any provision is presented in the Consolidated Statement of Profit and Loss net of any reimbursement.

**s) Equity and Reserves**

Share capital represents the nominal value of shares that have been issued.

Proceeds received in addition to the nominal value of the shares issued during the year have been included in "additional paid-in capital".

**t) Earnings per share**

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders after tax by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the period, are adjusted for events of bonus issued to existing shareholders.

For the purpose of calculating diluted earnings per share, the net profit or loss attributable to equity shareholders and the weighted average number of shares outstanding are adjusted for the effects of all dilutive potential equity shares, if any.

**u) Cash and cash equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

**v) Employee benefits**

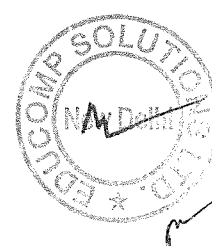
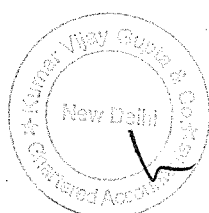
**Short term employee benefits**

Short term benefits comprise of employee costs such as salaries, bonuses, and accumulated absences are accrued in the year in which the associated services are rendered by employees of the Group and are measured at the amounts expected to be paid when the liabilities are settled.

The liabilities are presented as current employee benefit obligations in the balance sheet.

**Other long term employee benefits**

The liabilities for accumulated absences are not expected to be settled wholly within 12



months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields of Indian Government at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in the consolidated statement of profit and loss.

#### Post-employment obligations

The Group operates the following post-employment schemes:

- (a) defined benefit plans such as gratuity, pension, post-employment medical plans; and
- (b) defined contribution plans such as provident fund.

#### Pension and gratuity obligations

The liability or asset recognised in the consolidated balance sheet in respect of defined benefit pension and gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the consolidated statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the consolidated statement of changes in equity and in the consolidated balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the consolidated statement of profit and loss as past service cost.

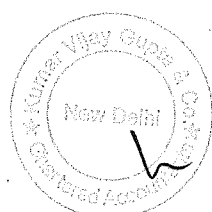
#### Defined contribution plan

A defined contribution plan is a plan under which the Group pays fixed contributions into an independent fund administered by the government. The entity has no legal or constructive obligations to pay further contributions after its payment of the fixed contribution.

Contributions to Provident Fund, Labour Welfare Fund and Employee State Insurance are deposited with the appropriate authorities and charged to the Consolidated Statement of Profit and Loss on accrual basis. The Group has no further obligations under these plans beyond its monthly contributions.

#### w) Exceptional items

Items of income or expense from ordinary activities which are of such size, nature or incidence that, their disclosure is relevant to explain the performance of the enterprises for



the period, are disclosed separately in the Consolidated Statement of Profit and Loss.

**x) Measurement of fair values**

A number of the accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities. Fair values are categorized 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).

The Group has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values.

The finance team regularly reviews significant unobservable inputs and valuation adjustments. If third party information is used to measure fair values, then the finance team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

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

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. Further information about the assumptions made in measuring fair values used in preparing these consolidated financial statements is included in the respective notes.

**y) Critical estimates and judgments**

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policies.

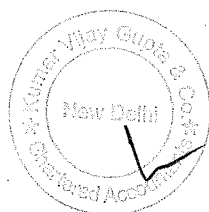
This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

**Critical estimates and judgments**

The areas involving critical estimates or judgments are:

- Estimated useful life of property, plant and equipment and intangible asset

The estimated useful life of property, plant and equipment is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors



(such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

The Group reviews, at the end of each reporting date, the useful life of property, plant and equipment and intangible asset and changes, if any, are adjusted prospectively, if appropriate

■ Recoverable amount of property, plant and equipment

The recoverable amount of plant and equipment is based on estimates and assumptions regarding in particular the expected market outlook and future cash flows. Any changes in these assumptions may have a material impact on the measurement of the recoverable amount and could result in impairment.

■ Estimation of defined benefit obligation

Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, the rate of salary increases and the inflation rate. The Group considers that the assumptions used to measure its obligations are appropriate and documented. However, any changes in these assumptions may have a material impact on the resulting calculations.

■ Recognition of deferred tax assets for carried forward tax losses and current tax expenses

The Group review carrying amount of deferred tax assets and Liabilities at the end of each reporting period. The policy for the same has been explained under Note No 2(k).

■ Provision for warranty

Provision for warranty-related costs are recognised when the product is sold or services provided to the customers. Initial recognition is based on historical experience. The initial estimate of warranty-related costs is revised annually.

■ Going concern

When preparing consolidated financial statements, management make an assessment of an entity's ability to continue as a going concern. Financial statements prepared on a going concern basis unless management either intends to liquidate the entity or to cease trading, or has no realistic alternative but to do so. When management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the entity's ability to continue as a going concern, those uncertainties shall be disclosed.

■ Impairment of trade receivables

The Group review carrying amount of Trade receivable at the end of each reporting period and Provide for Expected Credit Loss. The policy for the same explained in the Note No.2 (g) (4).

■ Fair value measurement

Management uses valuation techniques in measuring the fair value of financial instruments where active market quotes are not available. Details of the assumptions used are given in



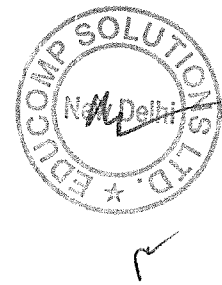
**Educomp Solutions Limited**

**Notes to the Consolidated Ind AS Financial Statements for the year ended March 31, 2023**

the notes regarding financial assets and liabilities. In applying the valuation techniques, management makes maximum use of market inputs and uses estimates and assumptions that are, as far as possible, consistent with observable data that market participants would use in pricing the instrument. Where applicable data is not observable, management uses its best estimate about the assumptions that market participants would make. These estimates may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

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Note 3 Property plant and equipment  
Current year

	Gross block			Accumulated depreciation			Net block Balance as at March 31, 2023			
	Balance as at April 01, 2022	Additions	Disposals	Adjustments	Balance as at March 31, 2022	Balance as at April 01, 2022		Depreciation for the year	On disposals/Adjustme nts	Impairment loss/Assets written off
Property plant and equipment										
Freehold land (refer note 3.1)	914.69	-	-	-	914.69	-	14.65	-	-	900.04
Building	57.74	-	-	-	57.74	1.88	23.99	-	-	33.75
Leasehold improvements	2.19	2.19	-	-	2.19	-	2.10	-	-	0.09
Office equipment	20.35	0.49	-	-	20.84	0.53	16.96	-	-	3.88
Vehicles	0.51	-	-	-	0.51	-	0.30	-	-	0.21
Furniture and fixtures	12.67	-	-	-	12.67	0.12	9.77	-	-	2.78
Computers and equipment	23.60	0.16	-	-	23.76	0.47	21.27	-	-	2.49
<b>Total</b>	<b>1,031.75</b>	<b>0.65</b>	<b>-</b>	<b>-</b>	<b>1,032.40</b>	<b>3.00</b>	<b>86.16</b>	<b>-</b>	<b>-</b>	<b>943.24</b>

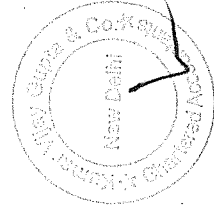
Previous year

	Gross block			Accumulated depreciation			Net block Balance as at March 31, 2022			
	Balance as at April 01, 2021	Additions	Disposals	Adjustments	Balance as at March 31, 2022	Balance as at April 01, 2021		Depreciation for the year	On disposals/Adjustme nts	Impairment loss/Assets written off
Property plant and equipment										
Freehold land (refer note 3.1)	914.69	-	-	-	914.69	-	14.65	-	-	900.04
Building	57.74	-	-	-	57.74	1.99	22.11	-	-	35.63
Leasehold improvements	2.19	-	-	-	2.19	-	2.10	-	-	0.09
Office equipment	19.56	0.96	0.17	-	20.35	1.16	16.43	0.17	-	3.92
Vehicles	0.51	-	-	-	0.51	-	0.30	-	-	0.21
Furniture and fixtures	12.67	-	-	-	12.67	0.26	9.77	-	-	2.90
Computers and equipment	22.45	1.15	-	-	23.60	0.76	20.04	-	-	2.80
<b>Total</b>	<b>1,029.81</b>	<b>2.11</b>	<b>0.17</b>	<b>-</b>	<b>1,031.75</b>	<b>4.17</b>	<b>82.16</b>	<b>0.17</b>	<b>-</b>	<b>945.59</b>

Note:

3.1 The Directorate of Enforcement vide its order dated March 28, 2022 has provisionally attached the land of EPEL, measuring 23 acres and 18 guntas situated at district Ranga Reddy, Andhra Pradesh under the Prevention of Money Laundering Act, 2002 along with rent of Rs. 0.19 Million and Rs. 2.12 million available in a Bank account and deposited with Delhi High Court respectively. The gross value of the land as at March 31, 2022 was Rs. 891.10 Million (carrying value : Rs. 891.1 million as at March 31, 2021). The further investigation is in progress and the Group Management is yet to get any directions in this respect from the said Authorities. This being a provisional Order, the Consolidated IndAS Financial Statement have not been adjusted in respect of this matter.

3.2 No physical verification of fixed assets has been conducted during the year.



Note 5 Goodwill

	As at March 31, 2023	As at March 31, 2022
Goodwill on Consolidation	2.22	2.22
Goodwill on Purchase	2.22	2.22
Goodwill on Purchase	-	-

Opening Balance

Note 6 Other Intangible Assets

Current Year	Gross block			Accumulated amortization			Net Block
	Balance as at April 01, 2022	Other adjustments	Balance as at March 31, 2023	Balance as at April 01, 2022	Amortization for the year	On disposals	
Software	3.09	0.40	3.49	3.09	0.11	-	3.20
Knowledge-based content (refer note 6.1 & 6.3)	831.85	-	831.85	831.86	-	-	831.86
Total	834.94	0.40	835.34	834.95	0.11	-	835.06

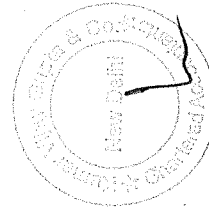
Previous Year

	Gross block			Accumulated amortization			Net Block
	Balance as at April 01, 2021	Other adjustments	Balance as at March 31, 2022	Balance as at April 01, 2021	Amortization for the year	On disposals	
Software	3.09	-	3.09	3.09	-	-	3.09
Knowledge-based content (refer note 6.1 & 6.3)	831.85	-	831.85	831.86	-	-	831.86
Total	834.94	-	834.94	834.95	-	-	834.95

Note 6.1 Knowledge based content includes internally generated asset:

	Gross block			Accumulated amortization			Net Block
	Opening balance	Other adjustments	Closing balance	Opening balance	Amortization during the year	On disposals	
For the year ended March 31, 2023	447.31	-	447.31	447.31	-	-	447.31
For the year ended March 31, 2022	447.31	-	447.31	447.31	-	-	447.31

6.2 The intangible assets have been fully amortized till the previous year 2020-21 in accordance with the accounting policy of the company. However the intangible assets are still in use and continue to generate revenue.





Note 4 Capital work in progress

	2022-23			2021-22				
	Balance as at April 01, 2021	Additions during the year	Adjustments (Refer note 4.2)	Balance as at March 31, 2022	Balance as at April 01, 2020	Additions during the year	Adjustments (Refer note 4.2)	Balance as at March 31, 2021
Capital work in progress	49.15	-	-	49.15	49.15	-	-	49.15
Provision for Capital work in progress	(49.15)	-	-	(49.15)	(49.15)	-	-	(49.15)
Net block	-	-	-	-	-	-	-	-

The capital work-in-progress ageing schedule for the year ended March 31, 2023

Particulars	Amount in capital work-in-progress for a period of			Total
	Less than 1 year	1-2 years	2-3 years	
Projects temporarily suspended	-	-	-	49.15
Provision for Capital work-in-progress	-	-	-	(49.15)

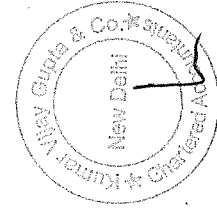
The capital work-in-progress ageing schedule for the year ended March 31, 2022

Particulars	Amount in capital work-in-progress for a period of			Total
	Less than 1 year	1-2 years	2-3 years	
Projects temporarily suspended	-	-	-	49.15
Provision for Capital work-in-progress	-	-	-	(49.15)

Note 4.1 Capital work-in-progress (CWIP) represents expenditure incurred in respect of capital projects and are carried at cost.

4.2 The balance amount of CWIP as of March 31, 2022, pertains to the work performed on the basis of a contract with the Chhattisgarh government. The Company has completed the work on certain schools but progress payment has not been received as per the Contract. The Company has initiated arbitration proceedings against the Directorate of Public Instruction, Government of Chhattisgarh, Raipur by appointing an Arbitrator invoking arbitration clause of Agreement dated January 27, 2011. The claim filed by the Company before the Arbitrator was to recover the due amount along with the revocation of Bank Guarantee. After completion of Arbitration proceedings, the award was passed in favour of the Company vide order dated March 21, 2017.

In order to execute the award, the Company has filed an execution case under section 36 of the Arbitration Act before a commercial court. The Directorate of Public Instruction, Government of Chhattisgarh, Raipur appeared before the court and is contesting the case. The Hon'ble Judge of the commercial court has held the mandate of the arbitral tribunal as null and void ab-initio and all the proceedings held by the arbitral tribunal have been quashed and consequently the company has fully provided the balance amount of CWIP. The Management of the Company has filed appeal against verdict of the commercial court before Chhattisgarh High Court. On January 09, 2023 the matter was directed to be listed after two weeks but the same has not been listed since then.

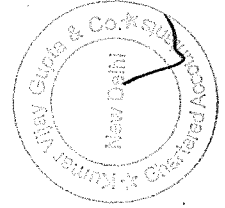


Educomp Solutions Limited  
Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2023

Note	7A Investments accounted using equity method Particulars	Number of shares/units as at		Face value	Proportion of the ownership interest		Amount As at March 31, 2023	Amount As at March 31, 2022
		March 31, 2023	March 31, 2022		March 31, 2023	March 31, 2022		
	Unquoted							
	Associate companies (Refer note 42)							
	Little Millenium Education Private Limited (refer note 7A.1)	16,110,239	16,110,239	Rs. 10	48.29%	48.29%	170.94	168.43
	Net carrying value of investment						170.94	168.43

7A.1 Shares are earmarked as per terms of Master Restructuring Agreement (MRA) pursuant to CDR (Refer note 18.5).

Note	7B Investments - Non-Current Particulars	Number of shares/units as at		Face value	Amount As at March 31, 2023	Amount As at March 31, 2022
		March 31, 2023	March 31, 2022			
a)	Investment in others in equity instruments					
	Unquoted					
	Educomp Asia Pacific Pte Ltd., Singapore (Refer note 7B.1 & 7B.2)	24,085,351	24,085,351	USD 1	1,220.51	1,220.51
	Less: Provision for impairment of investment				(1,220.51)	(1,220.51)
	8% Cumulative Redeemable Non-convertible Preference Shares in Edu Smart Services Private Limited (Equity component) (Refer note 7B.4 & 7B.5)				394.18	394.18
	Less: Provision for impairment of investment				(394.18)	(394.18)
	Savvica Inc., Canada (Refer note 7B.2)	3,503,522	3,503,522.00	CAD 1	150.72	150.72
	Less: Provision for impairment of investment				(150.72)	(150.72)
	Edumatics Corporation Inc, USA (Refer note 7B.1 & 7B.2)	1,366,092	1,366,092.00	USD 1	62.09	62.09
	Less: Provision for impairment of investment				(62.09)	(62.09)
	Educomp Intelliprop Ventures Pte Limited, Singapore (Refer note 7B.3)	1,198,755	1,198,755.00	SGD 1	39.30	39.30
	Less: Provision for impairment of investment				(39.30)	(39.30)
	Educomp Global Holding W.L.L, Kingdom of Bahrain (Refer note 7B.1 & 7B.2)	2,475	2,475.00	BHD 100	29.61	29.61
	Less: Provision for impairment of investment				(29.61)	(29.61)
	Educomp Global FZE, United Arab Emirates (Refer note 7B.1 & 7B.2)	1	1	AED 100,000	1.46	1.46
	Less: Provision for impairment of investment				(1.46)	(1.46)
	Vidyamandir Classes Limited	39,088	39,088	Rs. 10	277.97	277.97
	Less: Provision for impairment in value of investment				(277.97)	(277.97)
	Greycells 18 Media Limited (Refer note 7B.1)	2,999,749	2,999,749	Rs. 10	159.91	159.91
	Less: Provision for impairment in value of investment				(159.91)	(159.91)



Educomp Solutions Limited  
Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2023

Particulars	Number of shares/units as at		Face value	Amount As at	
	March 31, 2023	March 31, 2022		March 31, 2023	March 31, 2022
(b) Investments in others in preference shares					
Unquoted					
8% Cumulative Redeemable Non-convertible Preference Shares, Edu Smart Services Private Limited (Financial Liability portion) (Refer note 7B.4 & 7B.5)	4,500,000	4,500,000	Rs. 100	121.72	121.72
Less: Provision for impairment of investment				(121.72)	(121.72)
<b>Net value of Investment (Unquoted)</b>				<b>2,297.56</b>	<b>2,297.56</b>
<b>Aggregate carrying amount of quoted investments and market value thereof</b>				<b>(2,297.56)</b>	<b>(2,297.56)</b>
<b>Aggregate value of provision for impairment in value of investments</b>					

7B.1 Shares are earmarked as per terms of Master Restructuring Agreement (MRA) pursuant to CDR. (Refer note 18).

7B.2 51% shares are pledge to FCCB & ECB lenders and balance shares earmarked to CDR lenders of EISML. (Refer note 18.5).

7B.3 These investments are pledged against loan taken by the subsidiary companies.

7B.4 The Company is undergoing liquidation proceedings under the Insolvency and Bankruptcy Code, 2016 vide order dated March 23, 2021 passed by Hon'ble NCLT New Delhi.

7B.5 Edu Smart Services Private Limited was undergoing liquidation proceedings under the Insolvency and Bankruptcy Code, 2016. As on 31st March, 2023, the following balances are appearing in the name of Edu Smart Services Private Limited (ESSPL).

Particulars	Amount (in million)
Investment in Preference Shares	515.90
Trade Receivable	9,784.55
Receivable against Corporate Guarantee	258.19

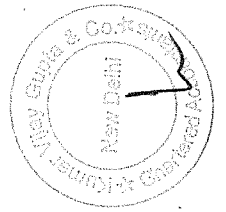
\* The Company has fully provided for the above balances.

The Hon'ble NCLT, New Delhi vide its Order dated 25.04.2023 has approved a Revival Plan for ESSPL. Under the Revival Plan the Company has been allotted 0.01% Non-Cumulative, Redeemable, Non-Convertible Preference shares of ESSPL as stated below.

No. of Shares	Face Value of Share	Amount (in million)	Remarks
10,000	Rs. 100	1.00	Allotted in lieu of Investment
97,717,495	Rs. 100	9,771.75	Allotted in lieu of Trade Receivable

There is no provision in the Revival Plan for settlement of Receivables against Corporate Guarantee.

Any adjustment required in the books pursuant to Approved Revival Plan would be made in the Financial Year 2023-24.



**Note 8 Loans**

Particulars	As at March 31, 2023		As at March 31, 2022	
	Non current	Current	Non current	Current
Security deposits				
Unsecured, considered good	3.41	9.74	3.41	9.72
Security deposits considered doubtful	-	156.59	-	156.64
Less: Allowance for doubtful	-	(156.59)	-	(156.64)
Earnest money deposits				
Unsecured, considered good	-	0.18	-	0.18
Unsecured, considered doubtful	-	10.47	-	10.47
Less: Allowance for doubtful	-	(10.47)	-	(10.47)
Loans to employees				
Unsecured, considered good	-	0.66	-	0.62
Unsecured, considered doubtful*	-	18.84	-	18.70
Less: Allowance for doubtful	-	(3.46)	-	(3.46)
Loans to others				
Unsecured, considered doubtful	-	137.59	-	137.59
Less: Allowance for doubtful	-	(137.59)	-	(137.59)
<b>Total</b>	<b>3.41</b>	<b>25.96</b>	<b>3.41</b>	<b>25.76</b>

For explanation on the group's credit risk management, please refer note 33.2.

\* The advance given to employees is adjustable against provision for expenses amounting to Rs. 15.24 million (March 31, 2022 Rs. 15.24 million) as appearing under the head trade payable in current liabilities.

**Note 9 Other financial assets**

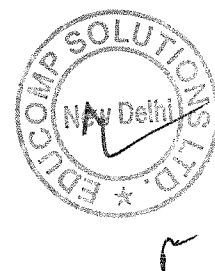
(Unsecured, considered good, unless stated otherwise)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Non current	Current	Non current	Current
Considered good				
Margin money (refer note 9.1 below)	-	-	-	-
Interest accrued but not due on loans				
Unsecured, considered good	0.73	1.14	-	1.76
Unbilled revenue	-	1.76	-	6.63
Deposits with more than 12 months maturity	0.20	-	0.20	-
Considered Doubtful				
Receivable against corporate guarantee (refer note 9.2 below)	-	258.19	-	258.19
Less: Allowance for doubtful	-	(258.19)	-	(258.19)
<b>Total</b>	<b>0.93</b>	<b>2.90</b>	<b>0.20</b>	<b>8.39</b>

**Note 9.1** Margin money deposits are given against borrowings, letter of credit and bank guarantees including to revenue authorities.

**9.2** This receivable is recognised against the corporate guarantee given on behalf of Edu Smart Services Private Limited to a bank. Simultaneously a payable to the bank for the same amount is recognised as a liability against the guarantee given by the Holding Company (Refer note 20).

**9.3** For explanation on the companies credit risk management please refer note 33.2.



Note 10 Tax assets

Particulars	As at March 31, 2023		As at March 31, 2022	
	Non current	Current	Non current	Current
Advance income tax (net of provision for tax)	3.48	8.28	3.90	8.28
	<u>3.48</u>	<u>8.28</u>	<u>3.90</u>	<u>8.28</u>

Note 11 Other non-current assets  
(Unsecured, considered good, unless stated otherwise)

Particulars	As at March 31, 2023	As at March 31, 2022
Considered good		
Prepaid expenses	0.10	0.13
Considered Doubtful		
Capital advances-Unsecured	2,187.84	2,187.84
Less: Allowance for doubtful	(2,187.84)	(2,187.84)
Balance with government authorities	19.88	19.88
Less: Allowance for doubtful	(19.88)	(19.88)
	<u>0.10</u>	<u>0.13</u>

Note 12 Inventories (valued at lower of cost and net realisable value)

Particulars	As at March 31, 2023	As at March 31, 2022
Work-in-progress	11.23	11.23
Less: Provision for obsolescence (Refer note 12.2) (A)	(11.23)	(11.23)
	-	-
Stock in trade (Refer note 12.1)		
- Technology equipment	119.88	119.98
- Educational products	-	-
	<u>119.88</u>	<u>119.98</u>
Less: Provision for obsolescence (Refer note 12.2) (B)	(100.06)	(100.16)
	<u>19.82</u>	<u>19.82</u>
Total (A+B)	<u>19.82</u>	<u>19.82</u>

12.1 Stock in trade includes inventory of Rs 17.80 million which pertains to Educomp School Management Limited (ESML), a subsidiary of Holding Company, and comprises educational books. Such inventory is outstanding for more than three years. The ESML has not made any provision for obsolescence as these are curriculum books and the management of ESML estimates its net realisable value more than its cost.

12.2 Provision for obsolescence of Rs,100.06 Million pertains to holding co. & Rs.11.23 Million related to Educomp Learning Private limited.

Note 13 Trade receivables

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured, Considered good		
- due from related parties (Refer note 13.1)	-	-
- due from others	1,187.42	1,190.35
	<u>1,187.42</u>	<u>1,190.35</u>
Unsecured, Considered doubtful		
- due from related parties (Refer note 13.1)	16.09	16.10
- due from others	14,677.80	14,681.47
Less: Allowance for doubtful (Refer note 13.5)	(14,693.89)	(14,697.57)
	<u>1,187.42</u>	<u>1,190.35</u>

The trade receivables ageing schedule for the year ended March 31, 2023.

Particulars	Outstanding for followings periods from due date of payment					Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables - Considered good	2.19	0.04	0.02	0.62	76.11	78.98
Undisputed trade receivables - Credit impaired	-	-	-	0.78	10,913.27	10,914.05
Disputed trade receivables - Considered good	-	-	-	-	1,108.44	1,108.44
Disputed trade receivables - Credit impaired	-	-	-	0.19	3,779.65	3,779.84
						<u>15,881.31</u>
Less: allowance for doubtful						<u>14,693.89</u>
Total trade receivables						<u>1,187.42</u>



The trade receivables ageing schedule for the year ended March 31, 2022.

Particulars	Outstanding for followings periods from due date of payment					Total
	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed trade receivables - Consided good	7.41	-	7.44	17.28	81.47	113.60
Undisputed trade receivables - Credit impaired	2.21	-	1.84	1.38	10,871.72	10,877.15
Disputed trade receivables - Consided good	-	-	-	3.19	1,110.78	1,113.97
Disputed trade receivables - Credit impaired	-	-	0.19	6.40	3,776.61	3,783.20
						15,887.92
Less: allowance for doubtful						14,697.57
Total trade receivables						1,190.35

13.1 Trade receivable from related parties comprise:

	As at March 31, 2023	As at March 31, 2022
Trade Receivables which have significant increase in credit risk		
Receivable from associate		
Little Millenium Education Private Limited	0.26	0.26
Other related parties		
Savvica Inc.	-	-
Learning Leadership Foundation	0.14	0.14
League India Education Foundation	9.04	9.04
Siya Ram Educational Trust	0.01	0.01
Total	9.45	9.45

13.2 For terms and conditions of transactions with related parties refer note 37.

13.3 No trade receivables are due from directors or other officers of the company either severally or jointly with any other person or from any firms or private companies in which any director is a partner, a director or a member.

13.4 For explanation on the company's credit risk management, please refer note 34.

13.5 The Holding Company has initiated proceedings for recovery of outstanding amount from certain trade receivables amounting to Rs. 4,838.77 million ( March 31, 2022 Rs. 4,848.14 million), in respect of which the Company has created a provision of Rs. 3,610.14 million (March 31, 2022 Rs. 3,615.82 million), which in the opinion of the management is adequate to mitigate the risk of any possible non recovery from such receivables.

Note 14.1 Cash and cash equivalents

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with banks		
- in current accounts*	46.14	47.75
Stamp-in-hand	0.89	0.89
Term deposit with bank less than 3 months maturity	20.38	30.56
	67.41	79.20

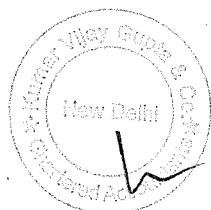
\*It includes bank balance of subsidiaries companies amounting to Rs.28.84 Million.

\*In the above balance with banks in current account of Rs. 7.45 million is not reflected in the bank statement as the bank has adjusted the same in October 2017 against Term Loan during CIRP period. The bank was not supposed to recover any amount during the moratorium under section 14 of the Insolvency and Bankruptcy Code, 2016. Since the company has taken up the matter with the concerned bank, the amount is shown in balance with banks in current account.

Note 14.2 Bank balances other than cash and cash equivalents

Particulars	As at March 31, 2023	As at March 31, 2022
Margin money deposit (refer note 14.2.1)	16.02	14.75
Deposit with original maturity of more than three months but less than twelve months	109.68	132.90
Unpaid dividend	0.31	0.31
	126.01	147.96

14.2.1 Margin Money Deposits are given against borrowings, letter of credit and bank guarantees including to revenue authorities.



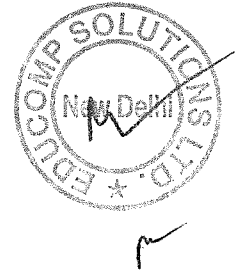
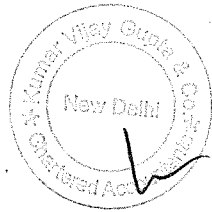
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Note 15 Other current assets

Particulars	As at March 31, 2023	As at March 31, 2022
Unsecured considered good, unless stated otherwise		
(i) Advances other than capital advances		
Advance to suppliers		
- considered good	23.01	23.21
- considered doubtful	268.99	253.63
Less: Allowance for doubtful	(268.99)	(253.63)
Advance to others (Refer note 15.1 below)		
- considered good	-	-
- considered doubtful	0.10	0.10
Less: Allowance for doubtful	(0.10)	(0.10)
(ii) Others		
Prepaid expenses	0.29	0.27
Balance with government authorities (Refer note 15.3 below)	29.18	54.19
<b>Total</b>	<b>52.48</b>	<b>77.67</b>
15.1 Includes advances to related parties as follows:		
India Education Fund	0.10	0.10
<b>Total</b>	<b>0.10</b>	<b>0.10</b>

15.2 For explanation on the company's credit risk management, please refer note 34.2.

15.3 During the year in the course of proceedings under GST, input credit of GST availed by the Company in the earlier years of Rs. 21.48 million was reversed on account of non deposit of GST by 3 vendors. The Company has debited the aforesaid amounts to the respective vendors along with interest and penalty paid to the respective vendors account. The Company has initiated legal proceedings against the vendors for recovery of aforesaid amount and the matter has now been referred before the arbitrator and statement of claim has been filed by the Company before the Ld. Arbitrator. Arbitration Proceedings are pending as on date.



Note 16 Equity share capital  
Particulars

	As at March 31, 2023	As at March 31, 2022
a) Authorized shares 200,000,000 (March 31, 2019: 200,000,000) equity shares of Rs. 2 each	400.00	400.00
b) Issued, subscribed and fully paid-up shares 122,467,168 (March 31, 2019: 122,467,168) equity shares of Rs. 2 each fully paid up	244.93	244.93
	<u>244.93</u>	<u>244.93</u>

c) Movement in equity share capital

	Year ended March 31, 2023		Year ended March 31, 2022	
	No. of Shares	Amount	No. of Shares	Amount
Shares outstanding at the beginning of the year	122,467,168	244.93	122,467,168	244.93
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	122,467,168	244.93	122,467,168	244.93

d) Terms/ rights attached to equity shares

The Holding Company has only one class of equity shares having a par value of Rs. 2 per share. Each holder of equity shares is entitled to one vote per share. The Holding Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting except where interim dividend is distributed.

In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive remaining assets of the Holding Company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

e) Details of shareholders holding more than 5% equity shares in the Holding Company

	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	% of holding	No. of Shares	% of holding
Equity shares of Rs. 2 each fully paid-up				
Mr. Shantanu Prakash	44,315,205	36.19%	44,315,205	36.19%
A.P Eduvision Private Limited	7,284,600	5.95%	7,284,600	5.95%

f) Details of the shares held by promoters in the Company as on March 31, 2023

Promoter Name	No. of Shares	% of total shares	% change during the year
Equity shares of Rs. 2 each fully paid-up			
Mr. Shantanu Prakash	44,315,205	36.19%	-
Mrs. Anjlee Prakash	3,238,440	2.64%	-
A.P Eduvision Private Limited	7,284,600	5.95%	-
Total	<u>54,838,245</u>	<u>44.78%</u>	-

Details of the shares held by promoters in the Company as on March 31, 2022

Promoter Name	No. of Shares	% of total shares	% change during the year
Equity shares of Rs. 2 each fully paid-up			
Mr. Shantanu Prakash	44,315,205	36.19%	-
Mrs. Anjlee Prakash	3,238,440	2.64%	-
A.P Eduvision Private Limited	7,284,600	5.95%	-
Total	<u>54,838,245</u>	<u>44.78%</u>	-

g) Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date

No equity shares has been issued by way of bonus shares during the said period.

No equity shares fully paid up has been issued pursuant to contract(s) without payment being received in cash during the period.

No equity shares bought back pursuant to section 68, 69 and 70 of the Act during the period.

h) Share reserved for issue under option/contracts

For details of shares reserved for issue on conversion of Zero Coupon Foreign Currency Convertible Bonds (refer note 18.3)

For details of shares reserved for issue on employee stock option, (refer note 39)

For details of shares reserved for issue to lender banks as per CDR scheme(refer note 18.5)





Note 17 Other Equity

(A) Equity component of compound financial instruments  
Particulars

Equity component of compound financial instruments (Refer note 17.1)  
Total

As at March 31, 2023	As at March 31, 2022
524.45	524.45
<b>524.45</b>	<b>524.45</b>

(B) Reserves & Surplus (Refer note 17.2)  
Particulars

Security premium reserves  
General reserves  
Employee stock option outstanding account ( Refer note 39)  
Capital reserves  
Retained earnings  
Foreign currency monetary items translation difference account  
Other comprehensive income  
Total

As at March 31, 2023	As at March 31, 2022
10,240.32	10,240.32
1,198.29	1,198.29
-	-
411.66	411.66
(42,828.21)	(42,028.31)
-	-
34.06	34.00
<b>(30,943.88)</b>	<b>(30,144.04)</b>

Notes:

17.1 Movement of Other Equity

Equity component of compound financial instruments

Particulars  
Opening Balance  
Closing Balance

Year ended March 31, 2023	Year ended March 31, 2022
524.45	524.45
<b>524.45</b>	<b>524.45</b>

The above balance represents portion of the compound financial instruments that evidence a residual interest in the assets of the Company after deducting financial liability component.

17.2 Reserves & Surplus

(i) Securities premium reserves

Particulars

Opening Balance  
Closing Balance

Year ended March 31, 2023	Year ended March 31, 2022
10,240.32	10,240.32
<b>10,240.32</b>	<b>10,240.32</b>

(ii) General reserve

Particulars

Opening Balance\*  
Closing Balance\*

Year ended March 31, 2023	Year ended March 31, 2022
1,198.29	1,198.29
<b>1,198.29</b>	<b>1,198.29</b>

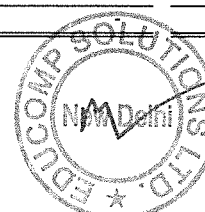
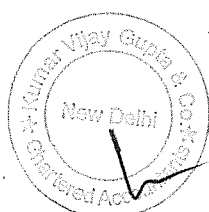
\* It Includes investment written off pertaining to one of the subsidiary company Educomp School Management Ltd (ESML) which is holding investment in equity shares of Educomp Infrastructure & School Management Ltd (EISML) for Rs.72.55 Million. The Investee company EISML has undergone CIRP and a resolution plan has already been approved by Hon'ble NCLT Chandigarh vide its order dated 14.12.2020 which has no provision for any distribution to shareholders. Consequently the said investment of Rs. 72.55 Million has got fully impaired but the same has not been duly recognised and accounted for in the financial statements of ESML. However the same has been considered in the consolidated financial statements and said investment has been fully written off during the year.

(iii) Employee stock option outstanding account

Particulars

Opening Balance  
Add: Employee stock compensation provided  
Less: Employee stock compensation reversed  
Less: transfer to retained earnings due to loss of control in subsidiaries  
Closing Balance

Year ended March 31, 2023	Year ended March 31, 2022
-	-
-	-
-	-
-	-
<b>-</b>	<b>-</b>



(iii) Capital Reserve Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Others		
Opening Balance	411.66	411.66
Closing Balance	<u>411.66</u>	<u>411.66</u>
<b>Total</b>	<b><u>411.66</u></b>	<b><u>411.66</u></b>
(iv) Retained Earnings Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Opening balance	(42,028.31)	(41,584.46)
Add: Loss for the year	(799.90)	(443.85)
Closing Balance	<u>(42,828.21)</u>	<u>(42,028.31)</u>
(v) Foreign currency monetary item translation difference account (FCMITDA) Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Opening balance	-	-
Add: Created during the year	-	-
Less: Amortisation during the year	-	-
Closing Balance	<u>-</u>	<u>-</u>
(vi) Other comprehensive income Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Opening balance	34.00	33.42
Add: Profit( Loss) for the year	0.06	0.58
Closing Balance	<u>34.06</u>	<u>34.00</u>

#### Securities Premium Reserve

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

#### Employee stock option outstanding account

The share options outstanding account is used to recognise the grant date fair value of options issued to employees under different Employee stock option plans issued by the company. (refer note 39)

#### Capital Reserve

The Holding Company on July 26, 2012 had allotted 11,479,096 warrants to Promoter Group Entity at an issue price of Rs. 193.74 per warrant, as per the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009, convertible into equal number of equity shares of the face value of Rs. 2/- each convertible within a period of 18 months from the date of allotment. The Holding Company on January 22, 2013 had allotted 2,979,939 equity shares of face value of Rs. 2/- each at a premium of Rs. 191.74/- per share on conversion of warrants issued under provisions of Chapter VII Of SEBI (ICDR) Regulations, 2009. During the year 2013-14 the Holding Company had forfeited 8,499,157 warrants amounting to Rs. 411.66 million, due to non receipt of balance 75% of the issue price in the stipulated period of 18 months from the date of issuance of these warrants. The forfeited amount is disclosed as 'Capital Reserve' under the 'Reserve & Surplus'.

#### Foreign currency monetary item translation difference account (FCMITDA)

The Group has a policy for the long-term foreign currency monetary items recognised in the financial statements on or before March 31, 2016 and the exchange difference on foreign currency loan (including FCCB) is accounted for by addition or deduction to the cost of the assets so far it relates to depreciable capital asset and in other cases by transfer to "Foreign Currency Monetary Items Translation Difference Account" (FCMITDA) to be amortized over the period of such foreign currency loans.

#### General reserve

This represents appropriation of profit by the Company and is available for distribution of dividend.



**Note 18 Borrowings****18.1 Non-current borrowings**

## Particulars

	As at March 31, 2023	As at March 31, 2022
(i) Secured**		
Bonds and debentures		
13.25%, 100 Non Convertible Debentures of Rs. 1,000,000 each	100.00	100.00
13.50%, 350 Non Convertible Debentures of Rs. 1,000,000 each	350.00	350.00
10 Zero Coupon Foreign Currency Convertible Bonds of \$ 1,000,000 each (refer note 18.3 below)	1,093.33	1,010.61
Term loans		
from banks	17,142.55	17,142.55
from others		
- External commercial borrowings	5,747.90	5,313.03
(ii) Unsecured		
Loan from related parties (refer note 18.4 below)*	414.21	363.33
Loan from other parties	353.20	353.20
Less: Current maturities of long term borrowings (refer note 20)	(24,786.98)	(24,269.40)
	<u>414.21</u>	<u>363.32</u>

## Notes:

\* Refer note 37 for terms and conditions of transaction with related parties.

\*\* Refer note 18.5 for details of security &amp; terms of long term borrowings.

**18.2 Current borrowings**

## Particulars

	As at March 31, 2023	As at March 31, 2022
(i) Term loan		
- from bank-secured	113.50	113.50
(ii) Borrowing repayable on demand		
-Working capital loans from Banks-secured	1,249.92	1,249.92
(iii) Other loans		
-Loans from other parties-unsecured	12.00	12.00
Total	<u>1,375.42</u>	<u>1,375.42</u>
(iv) Current maturities of long term borrowings		
Current maturities of long term debts - ECB*	5,747.90	5,313.03
Current maturities of long term debts - FCCB *	1,093.33	1,010.61
Current maturities of long term debts - Term Loans*	17,142.55	17,142.55
Current maturities of long term debts - Non- Convertible Debentures*	450.00	450.00
Current maturities of long term debts - from other parties*	353.20	353.20
	<u>26,162.40</u>	<u>25,644.81</u>

Refer note 18.5 for details of security &amp; terms of current borrowings.

## Liability component of compounded financial instruments

**18.3 Foreign Currency Convertible Bond (FCCB)**

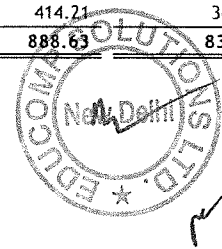
The Holding Company had issued 10, zero coupon foreign currency convertible bonds of \$ 1,000,000 each. These FCCB were convertible into equity shares based on the ratio calculated in accordance with the terms of offering circular dated July 13, 2012. The bonds were convertible latest by July 24, 2017 at initial conversion price of Rs. 188.62 for each equity share at the applicable exchange rate (fixed). As on March 31, 2021 USD 10 million (March 31, 2020 USD 10 million) FCCB remained outstanding for conversion into equity shares of Rs. 2 each, as the Holding Company has filed for corporate insolvency and resolution process on May 30, 2017.

	As at March 31, 2023	As at March 31, 2022
Equity portion as at balance sheet date	50.03	50.03
Financial liability portion as on date (including 33.15% premium component)	1,093.33	1,010.61
	<u>1,143.36</u>	<u>1,060.64</u>

**18.4 Promoters contribution**

The Promoters of the Group have provided interest free loans amounting Rs. 614.65 million to the Holding Company which has been fair valued at amortised cost and the balance portion due to the control of the promoter over the Holding Company has been considered to be equity and has been valued at cost.

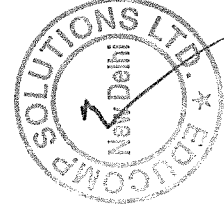
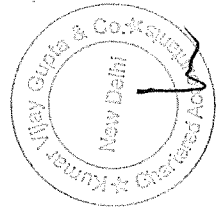
	As at March 31, 2023	As at March 31, 2022
Equity component as on date	474.42	474.42
Financial liability component as on date	414.21	363.33
	<u>888.63</u>	<u>837.75</u>



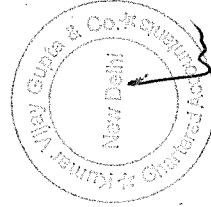
Educomp Solutions Limited  
Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2023  
(Rs. in millions unless otherwise stated)

Note 18.5 Particulars of security, interest and terms of repayment of Loans taken by the Group are as follows :

Particulars	Amount Outstanding as at		Terms of repayment		Security	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
<b>Bonds, Debentures &amp; External Commercial Borrowings</b>						
Non Convertible Debentures (NCD)	450.00	450.00	NCD aggregating Rs. 350.00 million and Rs. 100.00 million were issued on May 24, 2012 and July 20, 2012 respectively and are repayable at par on May 24, 2019 and July 20, 2019 respectively. Further, the investors have put option on May 24, 2017 and July 24, 2017, five years from their respective dates of issue.			
Foreign Currency Convertible Bonds (FCCB)-Debt component of compounded financial instrument	5,747.90		Second charge on following assets - 51% of the fully paid up equity shares of EISML held by the Company.			
External Commercial Borrowings (ECB)	5,313.03	5,313.03	Repayable in 11 half yearly equal installments of USD 6.36 million starting from January 15, 2016 and ending January 15, 2021. - First charge on following assets - 51% of the fully paid up equity shares of the EISML held by the Company.			
<b>Term Loans &amp; Working Capital Loan from Banks - CDR (Secured)</b>						
Term loan (a)	102.40	102.40	Repayment in 10 quarterly equal installments of Rs. 10.25 million commencing from quarter ended December 31, 2015 and ending in quarter ending 31 March 2018.			
Term loan (b)	216.39	216.39	Repayment in 30 quarterly structured installments after moratorium of 30 months from the cut-off date i.e. April 01, 2013 commencing from quarter ended December 31, 2015 and ending in quarter ending March 31, 2023.			
Term loan (c)	309.85	309.85	Amount per inst.			
Term loan (d)	204.07	204.07	93.29			
Term loan (e)	62.72	62.72	139.94			
Working capital term loan	2,837.33	2,837.33	174.92			
Funded interest term loan - FITL	910.34	910.34	- First pari passu charge on all fixed assets (movable and immovable) of the company, both present and future. - First pari passu charge on all the, intangible assets including without limitation computer software and knowledge based content, current assets, other non current assets and other receivables and unencumbered receivables of ESSPL, both present and future. - First charge on the borrower's bank accounts, including but not limited to Trust & Retention Account. - Pledge of all unencumbered shares held by the Promoters Group in company. - Pledge of all unencumbered shares held by company in various companies. - Pledge of all unencumbered shares of subsidiaries of the borrower held by Mr. Shantanu Prakash in the share capital of such subsidiaries. - Unconditional & irrevocable Personal Guarantees from Mr. Shantanu Prakash & Mr. Jagdish Prakash and Corporate Guarantee of ESSPL. - First pari-passu charge by way of mortgage of personal property of Mr. Shantanu Prakash situated at Residential Plot No. P-63, Sector 56, Gurgaon, Haryana.			
Term loan (f)	2,813.00	2,813.00	Repayment in 30 quarterly structured installments after moratorium of 30 months from the cut-off date i.e. April 01, 2013 commencing from quarter ended December 31, 2015 and ending in quarter ending March 31, 2023.			
Term loan (g)	4,550.00	4,550.00	Amount per inst.			
Term loan (h)	397.65	397.65	357.85			
Term loan (i)	1,960.00	1,960.00	536.77			
Term loan (j)	1,171.16	1,171.16	298.21			
Term loan (k)	947.83	947.83	Payable on demand			
Working capital facility (a) (Refer note (ix))	1,192.83	1,192.83				



Particulars	Amount Outstanding as at		Terms of repayment		Security
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022	
<b>Term Loans &amp; Working Capital Loan from Banks other than CDR (Secured)</b>					
Term loan (l)	300.00	300.00	Balance repayable upto quarter ending September 30, 2017		- Sub-servient charge on the current assets of the Company. - Subservient charge on all current assets of Educomp Infrastructure & School Management Limited (EISML). - Personal guarantee of Mr. Shantanu Prakash
Term loan (m)	359.80	359.80	Repayable in 14 unequal quarterly installments commencing from quarter ended December 31, 2015 and ended in quarter ending March 31, 2019.		- First ranking pari passu charge on the entire current assets of the Company. - Second part-passu charge over the fixed assets of the Company. - Personal guarantee of Mr. Shantanu Prakash and Mr. Jagdish Prakash and equitable mortgage on one of the personal property of Mr. Shantanu Prakash.
Working capital facilities from bank (Taken by Educomp Software Ltd.) (b) (Refer note ix)	57.32	57.32	Repayable on demand		- Exclusive charge on all present and future receivables of ICT Project from AMTRON/ Assam Government and designated receivables of ESSPL. - Exclusive charge on all present and future current assets of the borrower Group. - Subservient charge on all present and future movable fixed assets and exclusive charge on entire intangible assets of the Group. - Unconditional and irrevocable personal guarantee of promoter Mr. Shantanu Prakash
Loan From Bank (Loan Taken by Educomp Software Ltd.) (n) (Refer note ix)	113.50	113.50	Repayment in four equal quarterly installments starting from December, 2016.		- First exclusive charge by way of assignment of specific ESSPL receivables (including arbitration awards) with a minimum receivable cover of 1.5x. - DSRA in the form of subsequent quarter's Principal + Interest obligation to keep upfront. - Personal guarantee of Shantanu Prakash.
<b>Loan from others-unsecured</b>					
From others - unsecured (a)	353.20	353.20	There are two loans to repayable in 26 & 45 unequal monthly installments as per their repayment schedules.		Not Applicable
From others - unsecured (b) (Refer note ix)	12.00	12.00	Rs. 12.00 million is over due as on Balance Sheet date.		Pledge of shares of the Company held by Mr. Shantanu Prakash.
From others - unsecured (c)	Refer note 18.4	Refer note 18.4	Interest free loan repayable after final settlement date as per CDR MRA.		Not Applicable



**Notes:**

- (i) Term loan (a) to (k), working capital term loan, funded interest term loan, working capital facility are at interest rate of ranging 10% to 13% p.a. (March 31, 2022 10% to 13% p.a.)
- (ii) Term loan (l) to (m), are at varying rate of interest ranging from 9% to 11% p.a. (March 31, 2022 9% to 11% p.a.),
- (iii) FCCB are zero coupon bonds and do not carry interest.
- (iv) ECB are at interest rate of 4.5% p.a.+LIBOR (March 31, 2022 4.5% p.a.+LIBOR)
- (v) Non Convertible Debentures are at interest rate ranging from 13.25% to 13.50% p.a. (March 31, 2022 13.25% to 13.50% p.a.)
- (vi) Aggregate of loan amount guaranteed by promoter Mr. Shantanu Prakash and Mr. Jagdish Prakash Rs. 18,505.95 million (March 31, 2022 Rs. 18,505.95 million)
- (vii) Loans from other unsecured (a) and (b) are at varying rate of interest ranging from 12.50% to 18.00% p.a. (March 31, 2022 12.5% to 18.00% p.a.)
- (viii) Aggregate of loan amount guaranteed by Edu Smart Services Pvt.Ltd. Rs.17,674.21 Million ( March 31,2022 Rs.17,674.21 Million)
- (ix) Working capital facility (a) to (b), term loan (n) and loan from others unsecured (b) constitute short term borrowings.
- (x) Corporate debt restructuring scheme- ES1

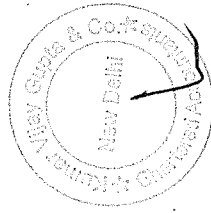
The Company executed the Master Restructuring Agreement (MRA)/other definitive documents on March 26, 2014 with the majority of its lenders banks, consequent to approval from Corporate Debt Restructuring Empowered Group (CDR-EG) to re-structure Company's existing debt obligations, including interest, additional funding and other terms (hereafter referred to as "the CDR Scheme").

As a part of the CDR Scheme, the promoters were required to contribute funds in accordance with letter of approval. As a consequence, the Company has received a contribution from its promoter amounting to Rs. 614.65 million as at March 31, 2023 (As at March 31, 2022 Rs. 614.65 million). The same has been received as interest free unsecured loan. Refer above loan from others - unsecured (c).

The MRA has been signed by all the lender banks and the Company has complied with all necessary conditions precedent. From April 01, 2013 (the "cut-off date"), the interest on the restructured debts has been recomputed and provided at the effective interest

- (i) The rate of interest was changed and reduced to 11% with effect from April 01, 2013. The interest due with effect from April 01, 2013 till March 31, 2016 at revised rates amounting to Rs. 919.62 million in March 31, 2016 and Rs. 886.60 million in April 01, 2015 was converted into Funded Interest Term Loan (FITL (a)).

- (ii) The moratorium period for principle amount after restructure shall be 30 months from the cut off date of April 01, 2013.
- (iii) The CDR scheme envisages monetization of certain assets of the Company and its subsidiaries.
- (iv) The revised charge in favour of lenders as per the terms of MRA, is pending registration.



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(Rs. in millions unless otherwise stated)

**Note 18.5 Particulars of security, interest and terms of repayment of Loans taken by the Group are as follows :**

Pursuant to implementation of approved Corporate Debt Restructuring Scheme (CDR scheme), certain lenders have disbursed fresh corporate loans to the Company and corresponding trade receivables were bought from Edu Smart Services Private Limited (ESSPL) together with future business relating to this customers, as explained above. Due to this restructuring, the remaining receivables in ESSPL may not yield adequate surplus to discharge its liability towards the Company for trade receivables and redemption of redeemable non convertible preference shares. However, the approved CDR Scheme has mandated merger of ESSPL with the company and accordingly, the company has initiated the process and has taken the approval of Board of Directors in the board meeting held on January 13, 2015. The impact for the amalgamation shall be given/recorded in the books of accounts upon obtaining approvals and implementation of the Scheme.

Pursuant to MRA, the Company had committed default in payment or repayment of installments of principal amounts of the Restructured Loans, Corporate loans and/or the Additional Rupee Loan or interest thereon or any combination thereof, accordingly CDR Lenders, Corporate loan lenders and/or the Additional Rupee Lenders, at their discretion, have the right to convert the whole of the outstanding amount or part of the defaulted amount into fully paid-up equity shares of the Company, but the lenders have not exercised the rights as at balance sheet date.

**Holding Company**

**a) Details of defaults of principal and interest for loans payable during the year**

Particulars	FY 2022-23		
	Delay upto 3 month	Delay of 3 to 6 month	Delay of 6 to 12 month
Repayment of principal	-	-	-
Interest	-	-	-

**FY 2021-22**

Particulars	FY 2021-22		
	Delay upto 3 month	Delay of 3 to 6 month	Delay of 6 to 12 month
Repayment of principal	-	-	-
Interest	-	-	-

**b) Details of carrying amount of loans payable in defaults (including interest due) at the end of the year**

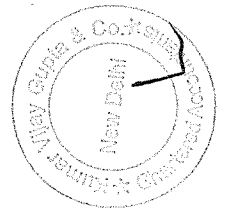
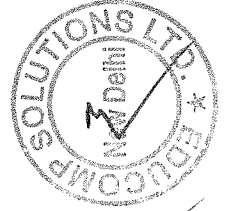
Particulars	FY 2022-23		
	Delay upto 3 month	Delay of 3 to 6 month	Delay of 6 to 12 month
Repayment of principal	-	-	25,991.58
Interest	-	-	3,775.18
	-	-	29,766.76

**FY 2021-22**

Particulars	FY 2021-22		
	Delay upto 3 month	Delay of 3 to 6 month	Delay of 6 to 12 month
Repayment of principal	-	-	25,473.99
Interest	-	-	3,686.61
	-	-	29,160.60

c) The above defaults are not remedied before the financial statements were approved.

\*The above amounts reflect the contractual undiscounted cash flows, which may differ from the carrying values of the borrowings at the reporting date.



Note 19 Trade Payables

Particulars	As at	As at
	March 31, 2023	March 31, 2022
Trade Payables		
- due to micro and small enterprises( Refer Note 50)	11.54	11.54
- due to Others		
- others	1,399.75	1,320.33
- related parties*	69.66	69.66
<b>Total</b>	<b>1,480.95</b>	<b>1,401.53</b>
Other related parties		
Unnati Educational Trust	69.66	69.66
	<b>69.66</b>	<b>69.66</b>

Tarde Payables ageing schedule for the year ended March 31, 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Outstnading dues to MSME	-	-	0.18	0.30	11.06	11.54
Others	67.12	6.62	3.11	0.02	1,392.54	1,469.41
<b>Total</b>	<b>67.12</b>	<b>6.62</b>	<b>3.29</b>	<b>0.32</b>	<b>1,403.60</b>	<b>1,480.95</b>

Tarde Payables ageing schedule for the year ended March 31, 2022

Particulars	Outstanding for following periods from due date of payment					Total
	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Outstnading dues to MSME	-	0.18	0.30	0.18	10.88	11.54
Others	59.69	6.31	0.35	3.74	1,319.90	1,389.99
<b>Total</b>	<b>59.69</b>	<b>6.49</b>	<b>0.65</b>	<b>3.92</b>	<b>1,330.78</b>	<b>1,401.53</b>

Trade payables are generally due in 30-90 days and are non interest bearing. Accordingly, the carrying value of the same is considered as fair value.

Note 20 Other current financial liabilities

Particulars	As at	As at
	March 31, 2023	March 31, 2022
Payables against corporate guarantee (refer note 9.2)	258.19	258.19
Interest accrued and due (refer note 20.1,20.2 & 20.3 below)	3,784.11	3,695.54
Interest accrued and due to micro and small enterprises	5.95	5.85
Employee related payables	338.69	337.95
Security deposits	22.30	22.30
Unpaid dividend	0.31	0.31
Retention money	1.00	1.00
Expenses payable	8.92	8.92
<b>Total</b>	<b>4,419.47</b>	<b>4,330.06</b>

\* Refer note 18

Note 20.1: The Holding Company has not accrued interest on borrowing post May 30, 2017, being Corporate Insolvency Resolution Process ("CIRP") commencement date. The amount of such interest not accrued is estimated to be Rs. 4,017.70 Million for the year (for the year ended March 31, 2022 Rs. 3,643.95 Million). The cumulative amount of interest not accrued as at March 31, 2023 is estimated to be Rs. 19,005.18 million (March 31, 2022: Rs. 14,987.48 Million)

Note 20.2: The Holding Company has not determined the provision for penal interest for defaults on borrowings as per the contractual terms of the underlying agreements.

Note 20.3: it includes Rs.89.29 Million as interest by Educomp software limited.

Note 21 Provisions

Particulars	As at March 31, 2023		As at March 31, 2022	
	Non current	Current	Non current	Current
Provisions for employee benefits				
Provisions for gratuity (refer note 21.1 below)	2.09	0.07	1.78	0.08
Provisions for leave encashment (refer note 21.1 below)	0.24	0.01	0.20	0.01
<b>Total</b>	<b>2.33</b>	<b>0.08</b>	<b>1.98</b>	<b>0.09</b>

Note 21.1 Post employment benefits

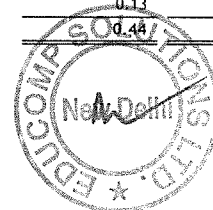
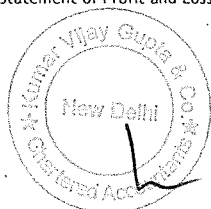
Gratuity

The Group, excluding foreign entities, provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Under its gratuity plan, every employee who has completed at least one year of service is entitled to gratuity on departure at 15 days of last drawn salary for each completed year of service.

a) Net employee benefit expense recognised

Particulars

Particulars	Gratuity-Unfunded	
	March 31, 2023	March 31, 2022
Current service cost	0.31	0.28
Net interest cost	0.13	0.11
<b>Total expenses recognised in the Statement of Profit and Loss</b>	<b>0.44</b>	<b>0.39</b>





Remeasurement actuarial (gain) / loss from changes in financial assumptions	(0.04)	0.06
Remeasurement actuarial (gain) / loss from changes in demographic assumptions	-	(0.11)
Remeasurement actuarial (gain) / loss arising from Experience Adjustment	0.05	0.21
Total amount recognised in the Other comprehensive income	<u>0.01</u>	<u>0.15</u>

b) Reconciliation of opening and closing balance of defined benefit obligation.

Particulars	Gratuity-Unfunded	
	Year ended March 31, 2023	Year ended March 31, 2022
Present value of obligation as at the beginning of the year	1.86	1.65
Impact of transfer of holding		
Interest cost	0.13	0.11
Current service cost	0.31	0.28
Benefit paid	(0.16)	(0.34)
Actuarial (gain)/loss	0.02	0.16
Present value of obligation as at the end of the year	<u>2.16</u>	<u>1.86</u>
Current	0.07	0.08
Non current	2.09	1.78

c) Principal actuarial assumptions at the Balance Sheet date:

	March 31, 2023	March 31, 2022
Discount rate*	7.36%	7.18%
Expected rate of increase in salary**	Salary increase for FY 2022-23 @9.50% & there after it will be expected to increase by 5%	Salary increase for FY 2022-23 @9.50% & there after it will be expected to increase by 5%
Demographic assumptions		
i) Retirement age (Years)	58	58
ii) Mortality table	IALM (2012-14)	IALM (2012-14)
iii) Ages	Withdrawal Rate (%)	
Up to 30 Years	14	14
From 31 to 44 years	5	5
Above 44 years	1	1

\*The discount rate is based upon the market yields available on Government bonds at the accounting date for remaining life of employees.

\*\*The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market on long term basis.

Note 22 Other Current liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Advances from customers (refer note 22.1 and 22.2)	279.55	284.94
Statutory dues	15.73	14.57
Total	<u>295.28</u>	<u>299.51</u>

22.1 The Company had received advances from customers, which are outstanding for more than one year and still lying in the books as on March 31, 2023. These advances mainly pertain to the pre CIRP period and includes amount of Rs.80.47 million ( March 31,2022 Rs.80.47 million ) received from non corporate entites. The advances could not be repaid to the customers after intiation of CIRP and the same will be settled in accordance with the provision of the Insolvency and Bankruptcy Code 2016 and reguations issued there under.

22.2 Includes advances from related parties\*

Particulars	As At March 31, 2023	As At March 31, 2022
Educomp Global Holding W.L.L	42.52	42.52
Edumatics Corporation Inc.	16.21	16.21
Shri Hare Educational Trust	0.37	0.37
Vigyan Education Trust	0.60	0.60
	<u>59.70</u>	<u>59.70</u>

\* for terms and conditions for transaction with related party refer note 37

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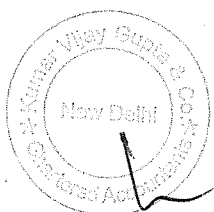


Note	Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<b>23</b>	<b>Revenue from operations</b>		
	Particulars		
	Sale of educational products and technology equipment	0.08	0.55
	Education and other services	39.74	13.26
	<b>Total</b>	<b>39.82</b>	<b>13.81</b>
<b>24</b>	<b>Other income</b>		
	Particulars		
	Interest income on		
	- Fixed deposits	7.16	8.43
	- Financial instruments measured at amortised cost	0.02	0.13
	- Other Interest	0.13	17.73
	Liabilities/Provisions no longer required written back	3.72	-
	Other non operative Income	0.04	0.06
	<b>Total</b>	<b>11.07</b>	<b>26.35</b>
<b>25</b>	<b>Purchase of stock-in-trade</b>		
	Particulars		
	Technology equipment & accessories	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>
<b>26</b>	<b>Change in inventories of work in progress and stock-in-trade</b>		
	Particulars		
	Opening balances		
	Stock-in-trade		
	- Technology equipment	19.82	20.26
		19.82	20.26
	Closing balances		
	Stock-in-trade		
	- Technology equipment	19.81	19.82
		19.81	19.82
	<b>Change in inventory</b>	<b>0.01</b>	<b>0.44</b>
<b>27</b>	<b>Employee benefit expenses</b>		
	Particulars		
	Salaries wages and bonus	22.42	19.71
	Contribution to provident and other funds*	0.88	0.83
	Gratuity expenses (refer note 21.1)	0.45	0.40
	Staff welfare expenses	0.38	0.30
	<b>Total</b>	<b>24.13</b>	<b>21.24</b>

\* Contribution to provident and other funds comprise:

**Defined contribution plan**

	Year ended March 31, 2023	Year ended March 31, 2022
Employer's contribution to provident fund (including admin charges)	0.77	0.71
Employer's contribution to employee state insurance	0.07	0.08
Employer's contribution to employee deposit linked insurance fund	0.03	0.03
Employer's contribution to labour welfare fund	0.01	0.01
<b>Total</b>	<b>0.88</b>	<b>0.83</b>



**Note 28 Finance cost**

## Particulars

Interest expense on financial instruments measured at amortised cost

Interest on delay in payment of income tax

Other borrowing charges

**Total**

1 This pertains to interest on borrowing booked by Educomp Software Limited

Year ended March 31, 2023	Year ended March 31, 2022
50.90	44.74
-	0.01
0.10	0.07
<b>51.00</b>	<b>44.82</b>

**Note 29 Depreciation, amortisation and impairment expense**

## Particulars

Depreciation on property, plant and equipment (Refer note 3)

Amortization on intangible assets (Refer note 6)

**Total**

Year ended March 31, 2023	Year ended March 31, 2022
3.00	4.17
0.11	-
<b>3.11</b>	<b>4.17</b>

**Note 30 Other expenses**

## Particulars

**Repair & Maintainance to**

- Buildings

- Machinery

- Others

Lease Rent (refer note 43.1)

Rates and taxes

Legal and professional fees

Payment to Auditors (refer note 30.1)

Travelling and conveyance

Communication

Advertisement, publicity and business promotion

Freight and forwarding

Printing and stationery

Bad debts and advances written off

Loss allowance on trade receivables

Foreign exchange loss (net)

Provision for doubtful debts/advances

Corporate Social Responsibility expenses

Power &amp; Fuel

Miscellaneous expenses

**Total**

Year ended March 31, 2023	Year ended March 31, 2022
2.49	2.36
0.41	0.55
4.43	3.97
2.82	3.28
5.86	3.08
46.09	54.48
1.54	1.45
2.64	1.65
0.97	0.35
0.37	0.26
0.01	0.03
0.58	0.35
3.42	2.33
-	26.35
684.00	300.74
15.36	-
3.56	3.24
0.43	0.38
<b>774.98</b>	<b>404.85</b>

**Note 30.1 Payment to Auditors as :**

## Particulars

As Auditors

-for Statutory audit

-for Consolidation

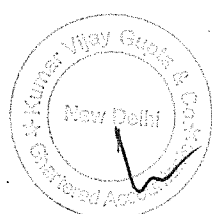
-For limited review

-For Reimbursement of Expenses

**Total**

Year ended March 31, 2023	Year ended March 31, 2022
0.75	0.75
0.30	0.30
0.40	0.40
0.09	-
<b>1.54</b>	<b>1.45</b>

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Note 31 Income tax expense

(a) Income tax expense

	Year ended March 31, 2023	Year ended March 31, 2022
Current tax		
Current tax on the profits of the year	-	-
Tax relating to earlier years	-	-
<b>Total Current tax expense</b>	<b>-</b>	<b>-</b>
Deferred tax		
Decrease in deferred tax assets	-	-
<b>Total Deferred tax expense</b>	<b>-</b>	<b>-</b>
<b>Total Income tax expense</b>	<b>-</b>	<b>-</b>

(b) Movement in deferred tax balances

Current Year

	As At March 31, 2022	Recognized in P&L	Recognized in OCI	Other Adjustments*	As At March 31, 2023
<b>Deferred Tax Assets</b>					
Carried forward losses and tax credits (MAT credit entitlement)	0.25	-	-	-	0.25
<b>Sub- Total (a)</b>	<b>0.25</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.25</b>
<b>Deferred Tax Liabilities</b>					
Property, plant and equipment and intangibles	-	-	-	-	-
<b>Sub- Total (b)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net Deferred Tax Assets (a)-(b)</b>	<b>0.25</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.25</b>

Previous Year

	As at April 1, 2021	Recognized in P&L	Recognized in OCI	Other Adjustments	As At March 31, 2022
<b>Deferred Tax Assets</b>					
Carried forward losses and tax credits (MAT credit entitlement)	0.25	-	-	-	0.25
<b>Sub- Total (a)</b>	<b>0.25</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.25</b>
<b>Deferred Tax Liabilities</b>					
Property, plant and equipment and intangibles	-	-	-	-	-
<b>Sub- Total (b)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net Deferred Tax Asset (a)-(b)</b>	<b>0.25</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.25</b>

(c) Significant estimates

The Holding company has not recognised any deferred tax asset on deductible temporary differences, unused tax losses and unused tax credits as it is not probable that the Company will have sufficient future taxable profit which can be available against the available tax losses and unused tax credits.

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Educomp Solutions Limited  
Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2023

Note 32 Fair valuation measurements

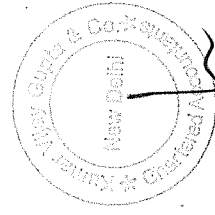
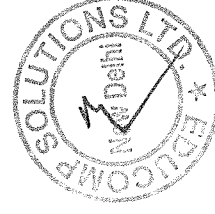
S.No.	Particulars	As at March 31, 2023			As at March 31, 2022		
		FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
	<b>Financial assets</b>						
1	Investments	170.94	-	-	168.43	-	-
2	Loans	-	-	29.37	-	-	29.17
3	Trade receivables	-	-	1,187.42	-	-	1,190.35
4	Other financial assets	-	-	3.83	-	-	8.59
5	Cash & Cash Equivalents	-	-	67.41	-	-	79.20
6	Bank balances other than cash & cash equivalents	-	-	126.01	-	-	147.96
	<b>Total Financial Assets</b>	<b>170.94</b>	<b>-</b>	<b>1,414.04</b>	<b>168.43</b>	<b>-</b>	<b>1,455.27</b>
	<b>Financial Liability</b>						
1	Borrowings (including current maturities & Interest Accrued)	-	-	30,360.71	-	-	29,703.67
2	Trade & Other Payables	-	-	1,480.95	-	-	1,401.53
3	Other financial Liabilities	-	-	635.36	-	-	634.52
	<b>Total Financial Liabilities</b>	<b>-</b>	<b>-</b>	<b>32,477.02</b>	<b>-</b>	<b>-</b>	<b>31,739.72</b>

a) The carrying amounts of trade and other payables, working capital borrowings, current loans and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

b) The carrying amounts of trade receivables, loans, security deposits and investment in preference shares were calculated based on contractual cash flows, discounted using a current lending rate and the amortised values are considered to be the same as their fair values, as their is no change in the current and the previous year lending rates. These are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

c) The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

d) As all the financial instruments have been fair valued using amortised cost accounting considering the unobservable inputs as explained in the note b) and c) above therefore all the financial assets and financial liabilities would fall into level 3 in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk, own credit risk, contractual cash flows and lending rates.



**Note 33 Financial Risk Management**

**Risk management objectives and policies**

The Group is exposed to various risks in relation to financial instruments. The Group's financial assets and liabilities by category are summarised in Note 33. The main types of risks are market risk, credit risk and liquidity risk.

The Group's risk management is coordinated by its board of directors through Resolution Professional, and focuses on actively securing the Group's short to medium-term cash flows by minimising the exposure to volatile financial markets.

The Group does not actively engage in the trading of financial assets for speculative purposes nor does it write options. The most significant financial risks to which the Group is exposed to, are described below:

**33.1 Market risk**

Market risk is the risk that changes in market prices will have an effect on Group's income or value of the financial assets and liabilities. The Group is exposed to various types of market risks which result from its operating and investing activities. The most significant financial risks to which the Group is exposed are described below:

**a Foreign currency risk**

The Company is exposed to exchange rate fluctuations as it undertakes transaction in various currencies. Various operating and investing activities during the year, in currencies other than functional currency of the Company, resulted in foreign currency financial assets and liabilities as on each reporting date.

As the company is currently undergoing CIRP process (refer note 1(a)), Accordingly, a moratorium has been declared under section 14 of the Code. The following table presents non-derivative instruments which are exposed to currency risk and are unhedged as at March 31, 2021 and March 31, 2020 :

Particulars	Foreign currency	As at March 31, 2023		As at March 31, 2022	
		Foreign currency	Amount	Foreign currency	Amount
Trade payable	US\$	12.87	1,056.54	12.87	976.60
	Euro	0.01	0.89	0.01	0.84
Trade receivable	US\$	0.35	28.33	0.35	26.19
	Canadian \$ (CAD)	0.11	6.63	0.11	6.64
Loans payable	US\$	80.00	6,841.23	80.00	6,323.64
Interest accrued and due	US\$	14.94	1,215.17	14.94	1,126.60

To mitigate the Company's exposure to foreign exchange risk, cash flows in foreign currencies are monitored and net cash flows are managed in accordance with Company's risk management policies. Generally, the Company's risk management procedures distinguish short term foreign currency cash flows (due within 6 months) from longer term cash flows (due after 6 months). Where the amounts to be paid and received in a specific currency are expected to largely offset one another, no hedging activity is undertaken.

The following table gives the volatility in exchange rates for the respective reporting years for major currencies:

Currencies	Year ended	Year ended
	March 31, 2023	March 31, 2022
INR/USD	5%	5%
INR/EURO	9%	6%
INR/CAD	8%	7%

These percentages have been determined based on the average market volatility in exchange rates in the previous 12 months. The sensitivity analysis given in the table below is based on the Company's foreign currency financial instruments held at each reporting date.

**Sensitivity analysis for entities with foreign currency balances in INR**

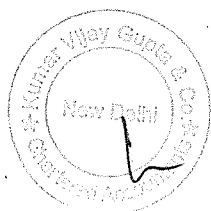
The following tables illustrate the sensitivity of profit/loss and equity in regards to the Company's financial assets and financial liabilities and the movement of exchange rates of respective functional currencies' against INR, assuming 'all other things being equal'.

If the respective functional currencies had strengthened/weakened against the INR by the afore mentioned percentage of market volatility, then this would have had the following impact on profit/loss:

March 31, 2023	Profit and loss			Other Components of equity	
	Movement	Strengthening	Weakening	Strengthening	Weakening
USD Sensitivity	5%	112.17	(112.17)	342.06	(342.06)
EURO Sensitivity	9%	0.08	(0.08)	-	-
CAD Sensitivity	8%	0.53	(0.53)	-	-

March 31, 2022	Profit and loss			Other Components of equity	
	Movement	Strengthening	Weakening	Strengthening	Weakening
USD Sensitivity	5%	103.85	(103.85)	316.18	(316.18)
EURO Sensitivity	6%	0.05	(0.05)	-	-
CAD Sensitivity	7%	0.47	(0.47)	-	-



(b) Price risk sensitivity

The Group does not have any financial asset or liability exposed to price risk as at reporting date.

(c) Interest rate sensitivity

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates.

The Group's policy is to minimise interest rate cash flow risk exposure on long-term financing.

The interest rate profile of the Group's interest-bearing financial instruments as reported to the management of the Group is as follows:

The following table provides a break-up of the Group's fixed and floating rate borrowings:

Particulars	As at	As at
	March 31, 2023	March 31, 2022
Fixed-rate borrowings (Refer note below)	3,577.04	3,494.33
Floating rate borrowings (Refer note below)	23,200.01	22,765.14
<b>Total borrowings</b>	<b>26,777.05</b>	<b>26,259.47</b>

Note: The above amounts reflect the contractual undiscounted cash flows, which may differ from the carrying values of the liabilities at the reporting date.

The following table illustrates the sensitivity of profit or loss and other components of equity to a reasonably possible change in interest rates of +/- 1% (March 31, 2021: +/- 1%). These changes are considered to be reasonably possible based on observation of current market conditions. The calculations are based on a change in the LIBOR rate for each year, and the financial instruments held as at end of reporting year that are sensitive to changes in interest rates, all other variables held constant.

	Impact on profit and loss after tax			
	Year ended March 31, 2023		Year ended March 31, 2022	
	Favourable change of 100 bp	Unfavourable change of 100 bp	Favourable change of 100 bp	Unfavourable change of 100 bp
Loan amount	23,200.01		22,765.14	
Effect on profit and loss after tax	232.00	(232.00)	227.65	(227.65)

### 33.2 CREDIT RISK

Credit risk is the risk that a counterparty fails to discharge an obligation to the Group. The Group is exposed to this risk for various financial assets, for example, by granting loans and receivables to customers, placing deposits, loans etc. the group's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at different reporting dates.

The Group continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls. The Group's policy is to deal only with creditworthy counterparties only.

In respect of trade and other receivables, the Group follows simplified approach which does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. However, the Group records full credit loss on the receivables for which the Group had filed litigation.

Lifetime ECL is the expected credit loss resulting from all possible default events over the expected life of a financial asset.

The Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historically observed default rates are updated and changes in the forward-looking estimates are analysed. On that basis, the Group estimates the following provision matrix at the reporting date:

	0-180 days	180-365 days	more than 360
Default rate	6%	9%	38%

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

The credit risk for cash and cash equivalents and other financial instruments is considered negligible and no impairment has been recorded by the Group.

#### Reconciliation of loss allowance provision at consolidated level - Trade receivables

Particulars	Amount
Loss allowance on 1 April 2021	(14,671.22)
Changes in loss allowance	(26.35)
Loss allowance on 31 March 2022	(14,697.57)
Changes in loss allowance	3.68
<b>Loss allowance on 31 March 2023</b>	<b>(14,693.89)</b>

#### Significant estimates and judgements

##### Impairment of financial assets

The impairment provisions for financial assets disclosed above are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.



### 33.3 Liquidity risk

Liquidity risk is the risk that the Group might not be able to meet its obligations. The Group manages its liquidity needs by monitoring scheduled debt servicing payments for long-term financial liabilities as well as forecast cash inflows and outflows due in day-to-day business. The data used for analysing these cash flows is consistent with that used in the contractual maturity analysis below. Liquidity needs are monitored in various time bands, on a day-to-day and week-to-week basis, as well as on the basis of a rolling 30-day projection. Long-term liquidity needs for a 180-day and a 360-day lookout period are identified monthly. Net cash requirements are compared to available borrowing facilities in order to determine headroom or any shortfalls. This analysis shows that available borrowing facilities are expected to be sufficient over the lookout period.

The Group's objective is to maintain sufficient cash and marketable securities to meet its liquidity requirements for 30-day periods at a minimum.

As the Holding Company is currently undergoing CIRP process (refer note 1(a)), the current liquidity risk management is therefore restricted to the management of current assets and liabilities and the day to day cash flows of the Holding Company.

As at end of reporting year, the Group's financial liabilities have contractual maturities\* as summarised below :

Particulars	March 31, 2023			Total
	Upto 1 year	1 to 3 years	Above 3 years	
Borrowings	26,777.05	614.65	-	27,391.70
Trade payables	1,480.95	-	-	1,480.95
Other financial liabilities	4,419.47	-	-	4,419.47
<b>Total</b>	<b>32,677.47</b>	<b>614.65</b>	<b>-</b>	<b>33,292.12</b>

Particulars	March 31, 2022			Total
	Upto 1 year	1 to 3 years	Above 3 years	
Borrowings	25,644.82	-	614.65	26,259.47
Trade payables	1,401.53	-	-	1,401.53
Other financial liabilities	4,330.06	-	-	4,330.06
<b>Total</b>	<b>31,376.41</b>	<b>-</b>	<b>614.65</b>	<b>31,991.06</b>

\*The above amounts reflect the contractual undiscounted cash flows, which may differ from the carrying values of the liabilities at the reporting date. Further Current maturities of long term loans have been reclassified from other financial liabilities to borrowings to reflect the maturity profile of borrowings in a better manner. Pursuant to delays in repayment of loan/interest payments and ongoing CIRP process of the Holding Company (refer note 1(a)), the future contractual interest payments in respect of Holding Company has not been considered in above table.

The Group did not have access to any undrawn borrowing facilities at the end of the reporting period.

### Note 34 Capital management

#### (a) Risk Management

The Group's capital management objectives are to ensure the Group's ability to continue as a going concern as well as provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

In determining its capital structure, Group considers the robustness of future cash flows and to maintain an optimal structure to reduce the cost of capital.

The Group monitors gearing ratio i.e. Net debt in proportion to its overall financing structure, i.e. equity and debt. Equity comprises of all the components of equity (i.e. share capital, additional paid in capital, retained earnings etc.). Net debt comprises of total borrowings less cash and cash equivalents of the Group. In order to maintain or adjust the capital structure, the Group may adjust the amount by issue of new shares or sell assets to reduce the debt. However, in view of certain adverse factors and liquidity problems faced by the Holding Company, the net worth of the Holding Company has been fully eroded and the Holding Company is presently under CIRP process and however, continues to operate as a going concern.

	As at March 31, 2023	As at March 31, 2022
Net debt	26,509.20	25,928.92
Equity	(30,159.58)	(29,359.74)
Net Debt to equity ratio	(0.88)	(0.88)

#### (i) Loan covenants

Under the terms of the master restructuring agreement, the Group is required to comply with the following financial covenants:

- Without the prior approval of CDR Lenders/Monitoring Institutions the group shall not issue any debentures, raise any Loans, deposits from public, issue equity or preference capital, Change its capital structure or charge on its assets including its cashflow or give any guarantees save and except Permitted indebtedness.

- Without the prior approval of CDR Lenders/Monitoring Institutions the Group shall not recognise or register any transfer of shares in the borrowers' capital made or to be made by Promoter, their friends or associates except as may be specified by the CDR Lenders.

As during the FY 2022-23, no such new debt or equity instruments were issued and holding % of promoter Mr. Shantanu Prakash is same as at March 31, 2023 and March 31, 2022 i.e. 36.19%.

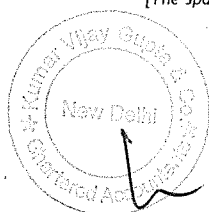
The promoter has given interest free loan to the Company for smooth functioning of its day to day operation which as per the terms of MRA will be payable only after the payment of CDR loans.

For details of defaults in payment of principal and interest, refer note 18 (5).

#### (b) Dividend

The Group has not proposed any dividend for the current and previous year.

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Note 35 Segment Reporting

(i) The board of directors of the Holding Company through Resolution Professional assesses the financial performance and position of the Group, and makes strategic decisions. The RP has been identified as being the chief operating decision maker.

The Group has followings segments namely :-

a) Higher Learning Solutions (HLS) comprising of vocational, higher education and professional development.

b) School Learning Solutions (SLS) comprising of Smart Class & Edureach (ICT) business.

c) K-12 Schools comprising preschools & high schools.

d) Online, Supplemental & Global business (OSG) comprising of internet based educational services and coaching.

In accordance with the provision of Ind AS-108, "Operating Segment" the Group has identified business segment as primary segment. As its Secondary segment, the Group has only one geographical segment based on the geographical location of its customers.

Revenue and expenses directly attributable to segments are reported under each reportable segment. All other expenses, which are not attributable or allocable to segments, have been disclosed under the head "unallocable".

Assets and liabilities that are directly attributable to segments are disclosed under respective reportable segment. All other assets and liabilities are disclosed under the head "unallocable".

The chief operating decision maker primarily uses revenue to assess the performance of the operating segments. However, the chief operating decision maker also receives information about the segment assets on a monthly basis.

a) Business segment information

(ii) Segment Capital Expenditure

	For the year ended March 31, 2023	For the year ended March 31, 2022
HLS	-	-
SLS	-	1.05
K-12	-	-
OSG	-	-
Unallocated	1.05	1.06
	<u>1.05</u>	<u>2.11</u>

(iii) Segment depreciation and amortisation

	For the year ended March 31, 2023	For the year ended March 31, 2022
HLS	-	-
SLS	0.28	1.32
K-12	-	-
OSG	-	-
Unallocated	2.83	2.85
	<u>3.11</u>	<u>4.17</u>

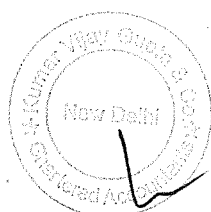
(iv) Segment Revenue & Expenses (External)

	For the year ended March 31, 2023			For the year ended March 31, 2022		
	Revenue	Expenses	Results	Revenue	Expenses	Results
HLS	-	-	-	-	-	-
SLS	39.82	22.51	17.31	13.81	47.40	(33.59)
K-12	-	-	-	-	-	-
OSG	-	-	-	-	-	-
	<u>39.82</u>	<u>22.51</u>	<u>17.31</u>	<u>13.81</u>	<u>47.40</u>	<u>(33.59)</u>
Less: Unallocable Expenditure			779.72			383.30
Less: Finance cost			51.00			44.82
Operating loss			<u>(813.41)</u>			<u>(461.71)</u>
Other Income			11.07			26.35
Loss before exceptional items, share of net loss of investments accounted for using equity method and tax			<u>(802.34)</u>			<u>(435.36)</u>
Share of Profit/( loss) in associates and joint venture			2.44			(8.49)
Loss before exceptional items and tax			<u>(799.90)</u>			<u>(443.85)</u>
Exceptional Items (refer note 31)			-			-
Loss before tax			<u>(799.90)</u>			<u>(443.85)</u>
Less: Tax expense			-			-
a) Current tax			-			-
b) Deferred tax			-			-
Net Loss after tax			<u>(799.90)</u>			<u>(443.85)</u>

(v) Segment assets

Segment assets are measured in the same way as in the financial statements. These assets are allocated based on the operations of the segment and the physical location of the asset.

	As At March 31, 2023	As At March 31, 2022
Segment assets		
HLS	893.78	893.78
SLS	1,232.39	1,264.18
K-12	22.52	22.52
OSG	63.35	63.35
Total Segment assets	<u>2,212.04</u>	<u>2,243.83</u>
Unallocated corporate assets	232.19	269.35
Investments	170.92	168.41
Total assets as per the balance sheet	<u>2,615.15</u>	<u>2,681.59</u>



(vi) Segment liabilities

Segment liabilities are measured in the same way as in the financial statements. These liabilities are allocated based on the operation of the segment.

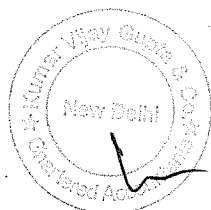
	As At March 31, 2023	As At March 31, 2022
HLS	3.13	3.13
SLS	1,251.97	1,225.54
K-12	111.43	111.43
OSG	63.21	63.21
<b>Total Segment liabilities</b>	<b>1,429.74</b>	<b>1,403.31</b>
Unallocated corporate liabilities	4,768.32	4,629.81
Current Borrowings	26,162.39	25,644.80
Non-Current Borrowings	414.21	363.33
<b>Total liabilities as per the balance sheet</b>	<b>32,774.66</b>	<b>32,041.25</b>

(b) Geographical Segments

Revenue	For year ended March 31, 2023	For year ended March 31, 2022
India	39.82	13.81
Outside India	-	-
	<b>39.82</b>	<b>13.81</b>
Capital Expenditure	For year ended March 31, 2023	For year ended March 31, 2022
India	1.05	2.11
Outside India	-	-
	<b>1.05</b>	<b>2.11</b>
Non-current Assets*	As At March 31, 2023	As At March 31, 2022
India	953.92	955.70
Outside India	-	-
	<b>953.92</b>	<b>955.70</b>

\*Non-current assets are excluding financial instruments.

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## Note 36 Related party transactions

## (a) List of related parties and relationships:

## Associates

## S. No. Name of Related Party

- 1 Little Millennium Education Private Limited

## Key Managerial Personnel (KMP)

## S. No. Name of Related Party

- 1 Mr. Shantanu Prakash, Managing Director (Power suspended due to CIRP)
- 2 Mr. V. K. Dandona, Director(Power suspended due to CIRP)
- 3 Mr. Mahender Kumar Khandelwal, Resolution Professional (RP)

## Enterprises owned or significantly influenced by KMP or their relatives

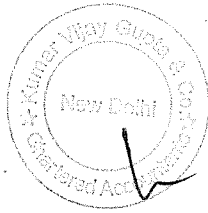
## S. No. Name of Related Party

- 1 Learning Leadership Foundation
- 2 India Education Fund
- 3 Unnati Educational Trust
- 4 League India Education Foundation
- 5 Shri Hare Educational trust
- 6 Siya Ram Educational trust
- 7 Sri Vasudev Educational Trust
- 8 Vigyan Education Trust

## (b) Transactions with related parties:\*

Particulars	Associates	KMP	Others	Total
Remuneration paid (note d.2)	-	3.60	-	3.60
	-	(3.60)	-	(3.60)

\* Figures in brackets denotes corresponding figures of the previous year.



(c) Balances with related parties:\*

Particulars	Subsidiaries	Associate (Little Millennium Education Private Limited )	KMP	Others	Total
Investment (Refer Note 7)		170.94	-	-	170.94
		(168.43)	-	-	(168.43)
Trade receivable (note d.2)	5.83	0.26	-	9.19	15.28
	(5.83)	(0.26)	-	(9.19)	(15.28)
Provision for trade receivable(note d.3)	5.83	0.26	-	9.19	15.28
	(5.83)	(0.26)	-	(9.19)	(15.28)
Trade and other payables (note d.4)		-	-	69.66	69.66
		-	-	(69.66)	(69.66)
Advance received from customers (note d.5)		-	-	59.70	59.70
		-	-	(59.70)	(59.70)
Unsecured Loan (including debt and equity portion of compounded financial instruments) (note d.8)		-	888.63	-	888.63
		-	837.75	-	837.75
Other Current Assets (note d.6)		-	-	0.10	0.10
		-	-	(0.10)	(0.10)
Provision for Other Current Assets (note d.7)		-	-	0.10	0.10
		-	-	(0.10)	(0.10)

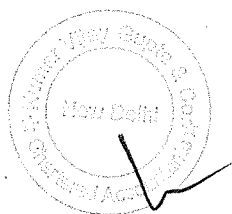
\* Figures in brackets denotes corresponding figures of the previous year.

(d) Notes

Particulars	For the year ended March 31, 2023	For the year ended 31-Mar-22
<b>1. Remuneration paid:</b>		
Mr. Mahender Kumar Khandelwal, RP	3.60	3.60
<b>2. Trade receivable</b>		
Learning Leadership Foundation	0.14	0.14
League India Education Foundation	9.04	9.04
Siya Ram Educational Trust	0.01	0.01
Little Millennium Education Private Limited	0.26	0.26
Savicca	6.36	6.36
	<b>15.81</b>	<b>15.81</b>
<b>3. Provision for Trade Receivable</b>		
Learning Leadership Foundation	0.14	0.14
League India Education Foundation	9.04	9.04
Siya Ram Educational Trust	0.01	0.01
Little Millennium Education Private Limited	0.26	0.26
Savicca	6.36	6.36
	<b>15.81</b>	<b>15.81</b>
<b>4. Trade and other payables</b>		
Unnati Educational Trust	69.66	69.66
<b>5. Advance received from customers</b>		
Educomp Global Holding W.L.L	42.52	42.52
Edumatics Corporation Inc.	16.21	16.21
Shri Hare Educational Trust	0.37	0.37
Vigyan Education Trust	0.60	0.60
	<b>59.70</b>	<b>59.70</b>
<b>6. Other Current Assets</b>		
India Education Fund	0.10	0.10
<b>7. Provision for Other Current Assets</b>		
India Education Fund	0.10	0.10
<b>8. Unsecured Loan taken</b>		
Mr. Shantanu Prakash	888.63	837.75

Terms and conditions

- (i) All outstanding balances are unsecured and repayable/ recoverable on demand.  
(ii) The sales to and purchases from related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables, other than disclosed.



**Note 37 Contingent Liabilities**

The below mentioned details is based on the status provided by the Group till the date of approval of insolvency under the Code i.e. May 30, 2017. Consequently, NCLT has declared the moratorium period as per the provision of section 13 (1) (a) of the Code which is further extended to February 24, 2018 via CoC meeting dated November 2, 2017. As the Resolution Plan is under consideration by Hon'ble NCLT therefore the moratorium period continue to be in effect till conclusion of the CIRP process. Refer Note 1(c) for further details.

The Group has contingent Liabilities at March 31, 2020 in respect of:

Particulars	As at	As at
	March 31, 2023	March 31, 2022
i. Legal proceedings and claims, which have arisen in the ordinary course of business, the contingent liability estimated in relation to these Legal cases is as under:		
- Civil Cases :	59.78	60.08
- Consumer/labour related cases :	34.35	43.21
	<u>94.13</u>	<u>103.29</u>
ii. Corporate guarantee given to bank for secured loan and debenture on behalf of erstwhile subsidiaries		
- Edu Smart Services Private Limited*	2,250.00	2,250.00
- Educomp Infrastructure & School Management Limited	9,371.69	9,371.69
- Educomp Asia Pacific Pte Ltd. - Singapore**	1,724.37	1,593.91
	<u>13,346.06</u>	<u>13,215.60</u>

\* Includes Rs. 530.96 million for which claims have been admitted by the RP but not recorded in the books of the company.

\*\*Includes Rs. 1128.24 million for which claims have been admitted by the RP but not recorded in the books of the company.

37(a) The timing of future outflows in respect of the above will depend on crystallization and demand made by bank.

**Note 38 Commitments**

**Capital commitments**

Capital expenditure contracted but remained to be executed at the end of the reporting period are as follows :

Particulars	As at March 31, 2023	As at March 31, 2022
Uncalled liability on partly paid shares of Educomp Online Supplemental Services Limited (net of Advances)	400.41	400.41
<b>Total</b>	<b>400.41</b>	<b>400.41</b>

**Note 39 Share based payment**

**i) Educomp Solutions Limited**

The Holding Company has certain stock option schemes which provide equity shares to employees and directors (excluding promoter director) of the Holding Company. All the cost including the cost relating to the options granted to employees of subsidiary companies are borne by the Holding Company. Employee stock options are convertible into equity shares in accordance with the respective employees' stock option scheme. The option vesting period is maximum ten years from the date of grant of option to employees at an exercise price approved by the remuneration committee. The exercise period is one year from the end of last vesting date of respective grants. There are no conditions for vesting other than continued employment/directorship with the Holding Company or its subsidiaries. There has been no cancellation or modification to any of the schemes during the year.

**Employee Stock Option Scheme 2006**

Pursuant to shareholder's resolution dated August 24, 2006, the Holding Company had introduced "Educomp Employees Stock Option Scheme 2006" which provides for the issue of 3,125,000 equity shares to employees of the Holding Company and its subsidiaries. All the above options granted are planned to be settled in equity at the time of exercise and have maximum vesting period of 7 years from the date of respective grants. As at March 31, 2023 the Holding Company had Nil (March 31, 2022: Nil) number of shares outstanding for issue under the scheme.



#### Employee Stock Option Scheme 2007

Pursuant to shareholder's resolution dated September 13, 2007, the Holding Company had introduced "Educomp Employees Stock Option Scheme 2007" which provides for the issue of 1,000,000 equity shares to employees of the Holding Company and its subsidiaries. All the above options granted are planned to be settled in equity at the time of exercise and have maximum vesting period of 7 years from the date of respective grants. As at March 31, 2023 the Holding Company had Nil (March 31, 2022: NIL) number of shares outstanding for issue under the scheme.

#### Employee Stock Option Scheme 2008

Pursuant to shareholder's resolution dated November 25, 2008, the Holding Company had introduced "Educomp Employees Stock Option Scheme 2008" which provides for the issue of 1,250,000 equity shares to employees of the Holding Company and its subsidiaries. All the above options granted are planned to be settled in equity at the time of exercise and have maximum vesting period of 7 years from the date of respective grants. As at March 31, 2023 the Holding Company had Nil (March 31, 2022: Nil) number of shares outstanding for issue under the scheme.

#### Employees Stock Option Scheme 2010

Pursuant to shareholder's resolution dated 18 March 2010, the Holding Company had introduced "Educomp Employees Stock Option Scheme 2010" which provides for the issue of 1,000,000 equity shares to employees of the Holding Company and its subsidiaries. All the above options granted are planned to be settled in equity at the time of exercise and have maximum vesting period of 7 years from the date of respective grants. As at March 31, 2023 the Holding Company had Nil (March 31, 2022: Nil) number of shares outstanding for issue under the scheme.

#### Employees Stock Option Scheme 2011

Pursuant to shareholder's resolution dated July 26, 2011, the Holding Company had introduced "Educomp Employees Stock Option Scheme 2011" which provides for the issue of 1,000,000 equity shares to employees of the Holding Company and its subsidiaries. All the above options granted are planned to be settled in equity at the time of exercise and have maximum vesting period of 7 years from the date of respective grants. As at March 31, 2023 the Holding Company had Nil (March 31, 2022: Nil) number of shares outstanding for issue under the scheme.

#### Employees Stock Option Scheme 2012

Pursuant to shareholder's resolution dated July 16, 2012, the Holding Company had introduced "Educomp Employees Stock Option Scheme 2012" which provides for the issue of 3,500,000 equity shares to employees of the Holding Company and its subsidiaries. All the above options granted are planned to be settled in equity at the time of exercise and have maximum vesting period of 10 years from the date of respective grants. As at March 31, 2023 the Holding Company had Nil (March 31, 2022: NIL) number of shares outstanding for issue under the scheme.-

#### Employees Stock Option Scheme 2014

Pursuant to shareholder's resolution dated August 11, 2014, the Holding Company had introduced "Educomp Employees Stock Option Scheme 2014" which provides for the issue of 5,000,000 equity shares to employees of the Holding Company and its subsidiaries. All the above options granted are planned to be settled in equity at the time of exercise and have maximum vesting period of 10 years from the date of respective grants. As at March 31, 2023 the Holding Company had Nil (March 31, 2022: NIL) number of shares outstanding for issue under the scheme.

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Educomp Solutions Limited  
Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2023

Note 40A Particulars of Subsidiaries, Joint Venture and Associate considered in the Consolidated Financial Statements are:

Particulars	Principal Place of business	Extent of Control		Non Controlling Interest		Principal Activities
		As At March 31, 2023	As At March 31, 2022	As At March 31, 2023	As At March 31, 2022	
<b>(i) Subsidiaries</b>						
Directly held						
Wheatstone Productions Private Limited	India	51.00%	51.00%	49.00%	49.00%	Providing internet based educational services and coaching
Educomp Learning Private Limited (ELPL)	India	51.00%	51.00%	49.00%	49.00%	Sale/development of Educational Contents
Educomp School Management Limited (ESML)	India	68.35%	68.35%	31.65%	31.65%	Licensing of Copyright Content, Intellectual Properties (IP)
Educomp Professional Education Limited (EPEL)	India	100.00%	100.00%	Nil	Nil	Vocational, higher education and professional development
Educomp Online Supplemental Service Limited (EOSSL)	India	95.15%	95.15%	4.85%	4.85%	Refer note 40A.1
Educomp Investment Management Limited (EIML)	India	100.00%	100.00%	Nil	Nil	Provision of Investment Consultancy Services to Venture Capital Funds in the Education Sector.
Indirectly Held						
Educomp Software Limited, Subsidiary of EOSSL (Refer Note 40A.1)	India	95.15%	95.15%	4.85%	4.85%	Refer Note 40A.1
<b>(ii) Associates</b>						
Little Millennium Education Private Limited	India	48.29%	48.29%			Sale and supply of educational products and rendering of educational services comprising of Pre-School.

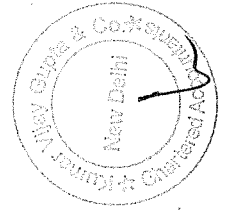
40A.1 These represents EOSSL and it's subsidiaries. They are engaged in providing internet based educational services and coaching.

40A.2 Loss of control:

In absence of financial or other information from the overseas subsidiaries since beginning of CIRP period despite best efforts, it has been determined by the management of the holding company, that the Group has lost control over 5 overseas subsidiaries namely Educomatics Corporation Inc. USA, Savvica Inc., Canada, Educomp IntelProp Ventures Pte Limited, Educomp Global Holding FZE and Educomp Global WLL, during the financial year 2018-19.

Further, According to Ind AS 110 "Consolidated Financial Statements", the Group was required to derecognised assets and liabilities of the subsidiaries on the date when the control was lost. Since the financial statements of these subsidiaries as on the date of loss of control are not prepared/available with the management, loss of control accounting, has been done on the basis the unaudited financial statements for the year ended March 31, 2016 in respect of 1 subsidiary namely Savvica Inc., Canada, and based on the audited financial information for the year ended March 31, 2017 in respect of 4 subsidiaries namely Educomatics Corporation Inc. USA, Educomp IntelliProp Ventures Pte Ltd, Educomp Global Holding WLL- Bahrain and Educomp Global FZE and for the year ended March 31, 2018 in respect of EISML including its step-down subsidiaries.

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Educomp Solutions Limited  
Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2023

40B Non- Controlling Interest (NCI)

(a) Set out below is the summarised financial information for each subsidiary that has non- controlling interest in the Group. The amounts disclosed for each subsidiary are before inter- company eliminations.

i) Summarised Balance Sheet

As at March 31, 2023

Entity	Share of NCI	Current assets (A)	Current liabilities (B)	Net current assets/(liabilities) (C)= (A-B)	Non- current assets (D)	Non- current liabilities (E)	Net non- current assets/(liabilities) (F)=(D-E)	Net Assets/(liabilities) (G)=(C+F)	Accumulated NCI
Educomp Learning Private Limited	49.00%	7.40	6.86	0.53	1.28	-	1.28	1.81	0.89
Educomp School Management Limited	31.65%	20.88	0.80	20.08	72.65	-	72.65	92.73	29.35
Wheatstone Productions Private Limited	49.00%	0.02	1.79	(1.77)	-	-	-	(1.77)	(0.87)
Educomp Software limited	4.85%	14.08	174.15	(160.07)	0.05	32.27	(32.22)	(192.29)	(9.33)
Educomp Online Supplemental Service Limited	4.85%	11.50	117.08	(105.58)	0.11	-	0.11	(105.47)	(5.12)
<b>Total</b>		<b>53.89</b>	<b>300.69</b>	<b>(246.80)</b>	<b>74.09</b>	<b>32.27</b>	<b>41.82</b>	<b>(204.99)</b>	<b>14.92</b>

As at March 31, 2022

Entity	Share of NCI	Current assets (A)	Current liabilities (B)	Net current assets/(liabilities) (C)= (A-B)	Non- current assets (D)	Non- current liabilities (E)	Net non- current assets/(liabilities) (F)=(D-E)	Net Assets/(liabilities) (G)=(C+F)	Accumulated NCI
Educomp Learning Private Limited	49.00%	7.40	6.86	0.53	1.28	-	1.28	1.81	0.89
Educomp School Management Limited	31.65%	20.88	0.80	20.08	72.65	-	72.65	92.73	29.35
Wheatstone Productions Private Limited	49.00%	0.02	1.79	(1.77)	-	-	-	(1.77)	(0.87)
Educomp Software limited	4.85%	14.08	174.15	(160.07)	0.05	32.27	(32.22)	(192.29)	(9.33)
Educomp Online Supplemental Service Limited	4.85%	11.50	117.08	(105.58)	0.11	-	0.11	(105.47)	(5.12)
<b>Total</b>		<b>53.89</b>	<b>300.69</b>	<b>(246.80)</b>	<b>74.09</b>	<b>32.27</b>	<b>41.82</b>	<b>(204.99)</b>	<b>14.92</b>

ii) Summarised statement of profit and loss

For the year ended March 31, 2023

Entity	Revenue	Profit/(loss) for the year	Other Comprehensive Income	Total Comprehensive Income	Total comprehensive income allocated to	Dividend allocated to NCI
Educomp Learning Private Limited	-	-	-	-	-	-
Educomp School Management Limited	-	-	-	-	-	-
Wheatstone Productions Private Limited	-	-	-	-	-	-
Educomp Online Supplemental Service Limited	-	-	-	-	-	-
Educomp Software Limited	-	-	-	-	-	-



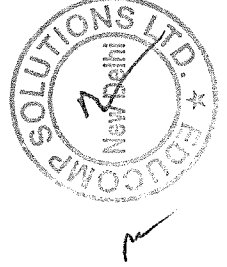
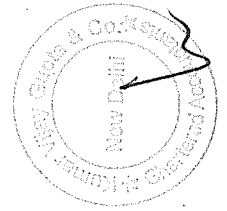
Educomp Solutions Limited  
Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2023

Total	-	-	-	-	-	-	-
<b>For the year ended March 31, 2022</b>							
Entity	Revenue	Profit/(loss) for the year	Other Comprehensive Income	Total Comprehensive Income	Total comprehensive income allocated to NCI	Dividend allocated to NCI	-
Educomp Learning Private Limited	-	-	-	-	-	-	-
Educomp School Management Limited	-	-	-	-	-	-	-
Wheatstone Productions Private Limited	-	-	-	-	-	-	-
Educomp Online Supplemental Service Limited	-	-	-	-	-	-	-
Educomp Software Limited	-	-	-	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

iii) Summarised Cash Flows

<b>For the year ended March 31, 2023</b>							
Entity	Cash flow from Operating activities	Cash flow from Investing activities	Cash flow from Financing activities	Net increase/ (decrease) in cash and cash equivalents			
Educomp Learning Private Limited	-	-	-	-			
Educomp School Management Limited	-	-	-	-			
Wheatstone Productions Private Limited	-	-	-	-			
Educomp Software Limited	-	-	-	-			
Educomp Online Supplemental Service Limited	-	-	-	-			

<b>For the year ended March 31, 2022</b>							
Entity	Cash flow from Operating activities	Cash flow from Investing activities	Cash flow from Financing activities	Net increase/ (decrease) in cash and cash equivalents			
Educomp Learning Private Limited	-	-	-	-			
Educomp School Management Limited	-	-	-	-			
Wheatstone Productions Private Limited	-	-	-	-			
Educomp Software Limited	-	-	-	-			
Educomp Online Supplemental Service Limited	-	-	-	-			



Note 41. Goodwill and Capital Reserve on consolidation as on the Balance Sheet date comprises the following:

	As at	As at
a) Goodwill on consolidation	March 31, 2023	March 31, 2022
Educomp Learning Private Limited	0.66	0.66
Educomp School Management Limited	1.56	1.56
Net Goodwill	2.22	2.22

Note 42 Interest in Associates & Joint Ventures accounted using Equity Method

(i) Details of carrying value of Associates

Name of the entity	Place of Business/country of incorporation	Year	% of ownership interest	Carrying Amount
Associate				
Little Millennium Education Private Limited	India	As at March 31, 2023	48.29%	170.94
		As at March 31, 2022	48.29%	168.43

Little Millennium Education Private Limited

Little Millennium Education Private Limited is a Company incorporated in India. The Company is engaged in sale and supply of educational products and rendering of educational services comprising of Pre-School.

(ii) Summarised financial information for Associates

The tables below provide summarised financial information for the associates. The information disclosed reflects the amounts presented in the financial statements of the relevant associates and not Educomp solutions Limited's share of those amounts. They have been amended to reflect adjustments made by the entity when using the equity method and modifications for differences in accounting policies, if any.

a) Summarised balance sheet

Particulars	Associates	
	Little Millennium Education Limited	
	As at March 31, 2023	As at March 31, 2022
Total current assets	193.72	185.51
Total non-current assets	231.88	155.75
Total assets	425.60	341.26
Total current liabilities	186.03	109.26
Total non-current liabilities	13.05	10.68
Total liabilities	199.08	119.94
Net assets	226.52	221.32

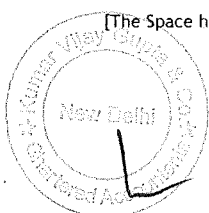
b) Reconciliation to carrying amounts

Particulars	Associates	
	Little Millennium Education Limited	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Opening carrying value	168.43	176.19
Share of post acquisition profit/(loss)	2.44	(8.49)
Other comprehensive income/ (expense)	0.07	0.73
Carrying Cost of Investment	170.94	168.43
Less: Provision for Diminution in value of Investment	-	-
Closing carrying value	170.94	168.43

c) Summarised statement of profit and loss

Particulars	Associates	
	Little Millennium Education Limited	
	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue	444.50	223.77
Other Income	14.42	8.17
Profit/ (loss) before tax	5.41	(17.06)
Profit/ (loss) after tax	5.05	(17.59)
Other comprehensive income/ (expense)	0.16	1.52
Total comprehensive income	5.20	(16.07)

No dividend has been distributed by the Associate during the year.



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Note 43. Leases

43.1 Operating leases (the Group as a lessee)

(a) Assets taken on lease

(i) General description of lease:

- Assets are taken on lease for a period of one to five years.
- Lease rentals are charged on the basis of agreed terms over the lease term.
- There are no restrictions imposed by the lessor.
- There are scheduled escalations.

(ii) The Company has taken office space and technology equipment under non-cancellable operating lease. The lease rental expense recognized in the Statement of Profit and Loss for the year in respect of such leases is Rs. 2.82 million (March 31, 2022 Rs. 3.28 million). The future minimum lease rent payable (minimum lease payments) under non-cancellable operating leases are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Within one year	-	-
Later than one year but not later than five years	-	-
Later than five years	-	-
<b>Total</b>	-	-

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**Note 44. Unhedged foreign currency exposures**

(i) Unhedged foreign currency exposure relating to financial instruments - refer note 34.

(ii) There is no unhedged foreign currency exposure relating to non-financial instruments.

**Note 45.** The Holding Company has filed a legal case against one former employee for recovery of certain damages amounting to Rs. 15 million arising from stealing of Holding Company's intellectual property right. The Management of Holding Company is hopeful of favourable outcome of such proceedings/case. However, the amount likely to be realized on settlement of such proceedings/case is currently not ascertainable realistically. The Holding Company does not expect any adverse impact on the financial position as a consequence of these proceedings/case. The Holding Company has recorded all expenses pertaining to legal & professional charges in respect of all such proceedings/case.

**Note 46. Managerial Remuneration:**

Due to inadequacy of the profits, managerial remuneration paid by the Holding Company to one of its Whole Time Director during the quarter ended June 30, 2015 and year ended March 31, 2015, was in excess of limits prescribed under Section 197 and 198 read with Schedule V to the Companies Act, 2013. Similarly, managerial remuneration paid during the financial year ended March 31, 2014 to one of its Whole Time Director was also in excess of limits prescribed under Section 198, 269 and 309 read with Schedule XIII of the Companies Act, 1956. The management of the Holding Company had filed an applications to the Central Government to obtain its approval for the waiver/approval of the remuneration so paid in years ended March 31, 2014, March 31, 2015 and quarter ended June 30, 2015.

Since the Holding Company has not received any response from the Central Government approving or granting any waiver for the said excess remuneration, pursuant to the provisions of Section 197(9) of the Companies Act, 2013, the Holding Company (through its resolution professional) has sought a refund via email dated December 28, 2020, for the entire excess remuneration paid. The amount is however, yet to be refunded by the Whole Time Director

**Note 47.** In accordance with the provisions of the Insolvency and Bankruptcy Code (Insolvency Code), public announcement has been made for submission of proof of claims against the Holding Company from financial creditors, operational creditors and employees and workmen. As per the Insolvency Code, the Resolution Professional (RP) has to receive, collate and admit all the claims submitted against the Holding Company. Such claims can be submitted to the RP during the Corporate Insolvency Resolution Process (CIRP), till the approval of a resolution plan by Committee of Creditors (CoC).

The following claims were filed against the Holding Company by its creditors (financial and operational), workmen and employees, and taken into cognizance by the committee of the creditors in its meeting dated February 17, 2018

	Claimed Amount	Admitted Amount	Not Admitted
Creditors (financial)	31,080.89	30,242.66	838.23
Creditors (operational)	219.84	164.13	55.71
Workmen and employees	77.40	30.93	46.47
	<b>31,378.13</b>	<b>30,437.72</b>	<b>940.41</b>

A reconciliation of the claims admitted viz-a-viz liabilities outstanding in the books of accounts is yet to be prepared.

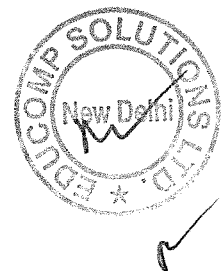
**Note 48 Loss per share (EPS)**

Particulars

	Year ended March 31, 2023	Year ended March 31, 2022
Net loss attributable to equity shareholders of the parent	(799.90)	(443.41)
Nominal value of equity share (Rs.)	2	2
No of shares as at end of the year (No.'s)	122,467,168	122,467,168
No. of weighted average equity shares (No.'s)	122,467,168	122,467,168
Loss per share Basic/ diluted	(6.53)	(3.62)

\*The Company is having potential equity shares as mentioned in note 16(g). These are however, not considered for calculation of dilutive EPS, being anti-dilutive. Consequently, the basic and diluted EPS of the Group remain the same.

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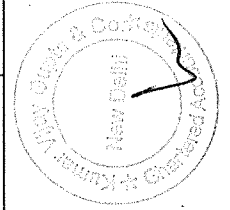
Educomp Solutions Limited  
Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2023

49. Statement of net assets and profit or loss attributable to owner and minority interest

Name of the Entity	Net Assets, i.e. total assets minus total liabilities		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount (in Rs)	As % of consolidated profit or (loss)	Amount (in Rs)	As % of Consolidated other comprehensive income	Amount (in Rs)	As % of total comprehensive income	Amount (in Rs)
For the financial year ended on March 31, 2023								
Educomp Solutions Limited	100.32%	(30,270.30)	100.31%	(802.34)	-16.67%	(0.01)	100.31%	(802.35)
<b>Indian Subsidiaries</b>								
Educomp Investment Management Limited	0.01%	(2.12)	-	-	-	-	-	-
Educomp Learning Private Limited	-0.01%	1.82	-	-	-	-	-	-
Educomp Online Supplemental Services Limited	0.35%	(105.48)	-	-	-	-	-	-
Educomp Professional Education Limited	-2.95%	890.63	-	-	-	-	-	-
Educomp School Management Limited	-0.31%	92.73	-	-	-	-	-	-
Educomp Software Limited	0.53%	(160.02)	-	-	-	-	-	-
Wheatstone Productions Private Limited	0.01%	(1.77)	-	-	-	-	-	-
<b>Investment as per equity method</b>								
Associates - Indian								
Little Millennium Education Pvt Ltd.	NA	NA	-0.31%	2.44	116.67%	0.07	-0.31%	2.51
<b>Non Controlling Interest</b>								
<b>Indian Subsidiaries</b>								
Educomp Learning Private Limited	0.00%	(0.89)	0.00%	-	-	-	-	-
Educomp School Management Limited	0.10%	(29.35)	0.00%	-	-	-	-	-
Educomp Online Supplemental Services Limited	-0.02%	5.12	0.00%	-	-	-	-	-
Educomp Software Limited	-0.03%	9.33	0.00%	-	-	-	-	-
Wheatstone Productions Private Limited	0.00%	0.87	0.00%	-	-	-	-	-
<b>Total Eliminations</b>	2.01%	(605.01)	0.00%	-	-	-	-	-
	100%	(30,174.45)	100.00%	(799.88)	100.00%	0.06	100.00%	(799.84)

For the financial year ended on March 31, 2022

Educomp Solutions Limited	100.35%	(29,467.95)	98.09%	(435.36)	-25.86%	(0.15)	98.25%	(435.51)
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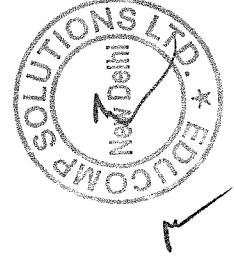
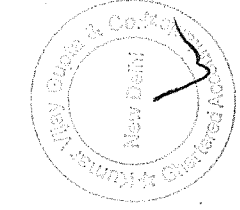


Educomp Solutions Limited  
Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2023

49. Statement of net assets and profit or loss attributable to owner and minority interest

Name of the Entity	Net Assets, i.e. total assets minus total liabilities		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount (in Rs)	As % of consolidated profit or (loss)	Amount (in Rs)	As % of Consolidated other comprehensive income	Amount (in Rs)	As % of total comprehensive income	Amount (in Rs)
<b>Indian Subsidiaries</b>								
Educomp Investment Management Limited	0.01%	(2.12)	-	-	-	-	-	-
Educomp Learning Private Limited	-0.01%	1.82	-	-	-	-	-	-
Educomp Online Supplemental Services Limited	0.36%	(105.48)	-	-	-	-	-	-
Educomp Professional Education Limited	-3.08%	890.63	-	-	-	-	-	-
Educomp School Management Limited	-0.32%	92.73	-	-	-	-	-	-
Educomp Software Limited	0.55%	(160.02)	-	-	-	-	-	-
Wheatstone Productions Private Limited	0.01%	(1.77)	-	-	-	-	-	-
Investment as per equity method								
Associates - Indian								
Little Millennium Education Pvt Ltd.	NA	NA	1.91%	(8.49)	125.86%	0.73	1.75%	(7.76)
<b>Non Controlling Interest</b>								
<b>Indian Subsidiaries</b>								
Educomp Learning Private Limited	0.00%	(0.89)	-	-	-	-	-	-
Educomp School Management Limited	0.10%	(29.35)	-	-	-	-	-	-
Educomp Online Supplemental Services Limited	-0.02%	5.12	-	-	-	-	-	-
Educomp Software Limited	-0.03%	9.33	-	-	-	-	-	-
Wheatstone Productions Private Limited	0.00%	0.87	-	-	-	-	-	-
<b>Total Eliminations</b>	<b>2.07%</b>	<b>(607.52)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>100.00%</b>	<b>(29,374.61)</b>	<b>100%</b>	<b>(443.83)</b>	<b>100%</b>	<b>0.58</b>	<b>100.00%</b>	<b>(443.27)</b>

Figures pertaining to the subsidiary companies have been reclassified wherever necessary to bring them in line with the group financial statements



Educomp Solutions Limited  
Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2023

49. Statement of net assets and profit or loss attributable to owner and minority interest

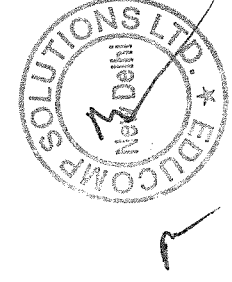
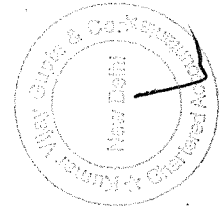
Notes:

49.1 The financial statement as at March 31, 2023 and March 31, 2022, of Educomp Investment Management Limited, Educomp Learning Private Limited, Educomp Online Supplemental Services Limited, Educomp Professional Education Limited, Educomp School Management Limited, Educomp Software Limited, Whitestone Productions Private Limited, are not available with the Group Management/RP. These consolidated financial statements are prepared based on last available unaudited financial statements for the year ended March 31, 2020 in respect of these subsidiaries. The below table represents the Group the balance sheet Total assets & Liabilities) and statement of profit and loss of above mentioned companies as at March 31, 2023 and March 31, 2022 are as under:

Particulars	Educomp Investment Management Limited		Educomp Learning Private Limited		Educomp Online Supplemental Services Limited		Educomp Professional Education Limited	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Balance Sheet	0.39	0.39	8.68	8.68	11.60	11.60	893.75	893.75
Total assets	2.51	2.51	6.86	6.86	117.08	117.08	3.12	3.12
Total liabilities	(2.12)	(2.12)	1.82	1.82	(105.48)	(105.48)	890.63	890.63
Net assets								

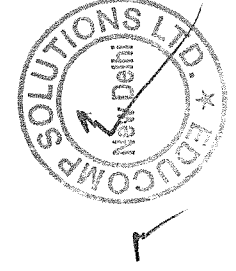
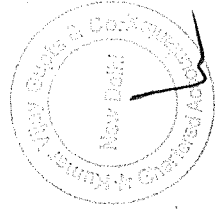
  

Particulars	Educomp School Management Limited		Educomp Software Limited		Whitestone Productions Private Limited	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Balance Sheet	93.53	93.53	14.13	14.13	0.02	0.02
Total assets	0.80	0.80	174.15	174.15	1.79	1.79
Total liabilities	92.73	92.73	(160.02)	(160.02)	(1.77)	(1.77)
Net assets						



Particulars	Educomp Investment Management Limited		Educomp Learning Private Limited		Educomp Online Supplemental Services Limited		Educomp Professional Education Limited	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Statement of profit and loss								
Revenue from operations	-	-	-	-	-	-	-	-
Other income	-	-	-	-	-	-	-	-
Purchase of Stock-in-Trade	-	-	-	-	-	-	-	-
Employee benefit expense	-	-	-	-	-	-	-	-
Finance cost	-	-	-	-	-	-	-	-
Depreciation/Amortization expenses	-	-	-	-	-	-	-	-
Other expense	-	-	-	-	-	-	-	-
Exceptional Items profit/(loss)	-	-	-	-	-	-	-	-
Total comprehensive profit/(loss) for the year	-	-	-	-	-	-	-	-
Net cash flow	-	-	-	-	-	-	-	-

Particulars	Educomp School Management Limited		Educomp Software Limited		Wheatstone Productions Private Limited	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Statement of profit and loss						
Revenue from operations	-	-	-	-	-	-
Other income	-	-	-	-	-	-
Purchase of Stock-in-Trade	-	-	-	-	-	-
Employee benefit expense	-	-	-	-	-	-
Finance cost	-	-	-	-	-	-
Depreciation/Amortization expenses	-	-	-	-	-	-
Other expense	-	-	-	-	-	-
Exceptional Items profit/(loss)	-	-	-	-	-	-
Total comprehensive profit/(loss) for the year	-	-	-	-	-	-
Net cash flow	-	-	-	-	-	-



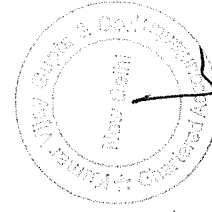
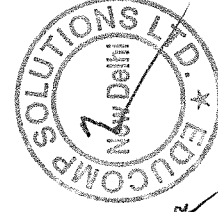


Educomp Solutions Limited  
Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2023

50. Amounts due to suppliers registered under Micro, Small and Medium Enterprise Development Act, 2006:

Particulars	As at	
	March 31, 2023	As at March 31, 2022
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year included in trade payables and other current financial liabilities*		
Principal amount due to micro, small and medium enterprises	11.54	11.54
Interest due on above	5.95	5.85
The amount of interest paid by the buyer in terms of Section 16 of the MSMED ACT 2006 along with the amounts of the payment made to the supplier beyond appointed day.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointment day during the year) but without adding the interest specified under the MSMED Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year.	5.95	5.85
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid for the purpose of disallowance as a deductible under Section 23 of the MSMED Act 2006.	-	-

\* Interest liability on unpaid amount of suppliers registered under MSMED Act, 2006 pertaining to the pre-CIRP period has been provided till the date of initiation of CIRP i.e. May 30, 2017 as these dues will be paid/settled in accordance with the provisions of the Insolvency and Bankruptcy Code,



**Educomp Solutions Limited**  
Notes to the Ind AS financial statements for the year ended March 31, 2023  
(All amount in Rs. million, unless otherwise stated)

**Note 51. Ratios**

The ratios for the year ended March 31, 2023 and March 31, 2022 as follows:

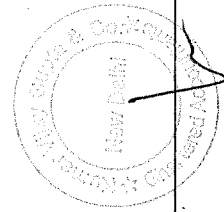
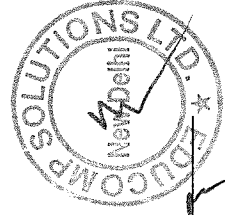
Particulars	Numerator	Denominator	As at March 31, 2023	As at March 31, 2022	Variance (in %)	Reason for change
Current ratio	Current Assets	Current Liabilities	0.05	0.05	(6.33)	
Debt - Equity ratio	Total Debts	Shareholder's equity	(0.88)	(0.89)	(0.52)	
Debt service coverage ratio	EBIDT + Non cash expenses	Interest + Principle repayment	(0.89)	(1.27)	(29.86)	Due to reduction in loss
Return on equity ratio	Net profit after tax	Average shareholders equity	2.69%	1.52%	76.45	Due to Increase in loss
Inventory turnover ratio	Sale	Average inventory	0.00	0.03	-	
Trade receivable turnover ratio	Revenue	Average trade receivable	0.03	0.01	194.19	Due to higher revenue
Trade Payable turnover ratio	Purchase of Services and other expenses	Average trade payables	0.54	0.29	83.27	Due to higher expenses
Net Capital turnover ratio	Revenue	Average working capital	(0.00)	(0.00)	24.42	
Net profit ratio	Net profit	Revenue	-1571.82%	-1105.20%	42.22	Due to increase in losses for the year
Return on capital employed	Earning before interest and tax	Capital employed	2.52%	1.38%	82.96	Due to increase in loss
Return on investment	Income generated from investments	Time weighted average investments	-	-	-	

**Note 52. Transactions with struck off Companies**

The following table summarises the transactions with the companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956:

Name of struck off company	Nature of transactions with struck off company	Balance outstanding as at March 31, 2023	Balance outstanding as at March 31, 2022	Relationship with the struck off company
Indair Carriers Private Limited	Sale of material/Services	0.04 #	0.04 #	# External customer
Educomp.Online Supplement Service Ltd.	Sale of material/Services	0.90 #	0.90 #	# Subsidiary company
Dax Networks Limited	Material purchase	(0.03)	(0.03)	External vendor
Indev Logistics Private Limited	Services availed	(0.31)	(0.31)	External vendor
Office Depot Private Limited	Material purchase	(9.72)	(9.72)	External vendor
Mediaken Productions Private Limited	Services availed	(0.28)	(0.28)	External vendor
Sagacious Hospitality Private Limited	Services availed	(0.07)	(0.07)	External vendor
Educomp Online Supplement Service Ltd.	Advance call money	102.21 #	102.21 #	# Subsidiary company
Educomp Online Supplement Service Ltd.	Investments in securities	517.18 #	517.18 #	# Subsidiary company
Wheatstone Production Private Limited	Investments in securities	3.35 #	3.35 #	# Subsidiary company

# subject to 100% provision



**Note 53.** The Holding Company is currently subjected to the investigations by Serious Fraud Investigation Office (SFIO), the Central Bureau of Investigation (CBI) and SEBI. Certain information have been requested by them from the Holding Company and the investigations are currently underway. The Holding Company is yet to get any orders or directions in this respect from the said Authorities till the date of signing these consolidated financial statements.

**Note 54.** The Holding Company has not carried out any internal audit during the year as required under sections 138 of the Act.

**Note 55.** These Ind AS Financial Statements are not authenticated by a full time company secretary of the Company, which is in non compliance with applicable provisions of the Companies Act, 2013.

**Note 56.** These Ind AS Financial Statements are not approved by a Chief Financial Officer (CFO) of the Company, which is in non compliance with section 134(1) of the Companies Act, 2013.

**Note 57.** The Holding Company has not been in compliance with various other provisions of the Companies Act 2013, SEBI LODR Regulations, 2015, Foreign Exchange Management Act, 1999 and Goods and Service Tax Act, 2017.

**Note 58.** The Financial statements as at 31st March 2023 of Subsidiary companies namely Educomp Investment Management Limited, Educomp Learning Private Limited, Educomp Online Supplemental Services Limited, Educomp Professional Education Limited, Educomp School Management Limited, Educomp Software Limited, Wheatstone Productions Private Limited are not available with group management/RP. These consolidated financial statements are prepared based on last available unaudited financial statements for the year ended March 31, 2020 in respect of these subsidiaries. Further these are in non-compliance with various provisions of the Companies Act 2013 and other statutes.

**Note 59.** The step down subsidiary i.e Educomp software limited did not have any director on board. Further rest of subsidiary companies did not have minimum number of directors on board as required u/s 149(1) of companies Act 2013

**Note 60.** The title deeds of immovable properties are held in the name of the Company. However, the original title deeds have been given as security against borrowings from banks and the same are kept with the trustee of the banks.

**Note 61.** The Holding Company has not revalued its Property, Plant & Equipments (including Right of use assets) or intangible assets during the current or previous year.

**Note 62.** No loans or Advances in the nature of loans have been granted to the promoters, directors, KMPs and the related parties either severally or jointly with any other person by the holding company.

**Note 63.** There are no intangible assets under development in the Holding Company.

**Note 64.** No proceedings have been initiated on or are pending against the holding company for holding Benami property under the Benami Transactions (Prohibition) Act, 1988 and Rules made thereunder.

**Note 65.** The Holding Company is undergoing CIRP and all the borrowings from banks and financial institutions have been declared as NPA and the Company has not filed any quarterly returns or statement of current assets with the banks or financial institutions during the year.

**Note 66.** The Holding Company has not been declared Wilful Defaulter by any bank or financial institution or other lenders.

**Note 67.** There are no Charges or satisfaction of charges required to be registered with the RoC during the year.

**Note 68.** The Holding Company has complied with the number layers prescribed under the Companies Act, 2013

**Note 69. (A)** The Holding Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other persons or entities, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) 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);

b. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

**(B)** The Holding Company has not received any fund from any person or entities, including foreign entities, (Funding Parties) with the understanding (whether recorded in writing or otherwise) that the Company shall:

a. 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);

b. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

**Note 70.** There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961 that has not been recorded in the books of accounts.

**Note 71.** The provisions of section 135 of the Companies Act, 2013 in respect of Corporate Social Responsibility (CSR) are not applicable to the Holding Company since the average net profits of the Company in the preceding three financial years is negative.

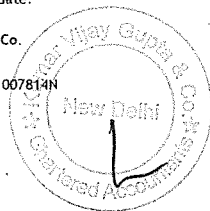
**Note 72.** The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

**Note 73.** The previous year figures have been regrouped and reclassified wherever necessary to conform to current year's classification.


As per our report of even date.

For Kumar Vijay Gupta & Co.  
Chartered Accountants  
ICAI Firm Registration No.: 007814N

  
Gopal Garg  
Partner  
Membership No.: 524345



For and on behalf of Board of Directors of  
Educomp Solutions Limited

  
Mahender Kumar Khandelwal  
Resolution Professional  
Regn No. IBBA/IPA-001/IP-P00033/2016-17/10086



Place: New Delhi  
Date: 30.09.2023

UDIN: 23524345 BGZZWA9543

Place: New Delhi  
Date: 30.09.2023