

Date: 20-04-2023

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>
--	--

**Sub: Intimation under Regulation 30 and 33 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 regarding submission of audited Financial Results (Standalone) for the quarter and financial year ended March 31, 2018 of Educomp Solutions Limited.**

Dear Sir / Madam,

Pursuant to Regulation 33 and 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, please find enclosed herewith the duly signed unaudited Quarterly Financial Statements (Standalone) for the quarter and financial year ended on March 31, 2018.

The Quarterly Financial Statements (Standalone) of the Company for the quarter and financial year ended on March 31, 2018 have been prepared by the Company, RP and his team. The Standalone Financial Statements have been approved by the RP and presented to auditors for their report thereon and the Standalone Financial Statements for the quarter and financial year ended on March 31, 2018 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.

Furthermore, please take note that as the Company is in CIRP accordingly, the regulation pertaining to calling and holding meeting of Board of Directors are not applicable to company. Moreover, no meeting were called, accordingly the company has not given any prior intimation for approval of accounts. Further, for the purpose of filing, we have taken the date of signing and approval by the RP as date of board meeting.

Kindly take the above on record and oblige.

Thanking You,  
Yours Truly,

For Educomp Solutions Limited  
(Under CIRP)



**Mahender Khandelwal**

**Resolution Professional in the matter of Educomp Solutions Limited**

**Taken on record**

**IBBI Reg. No IBBI/IPA-001/IP-P00033/2016-17/ 10086**

**Encl: as above**



*Note: As informed earlier also vide various communications, pursuant to an application for Corporate Insolvency Resolution Process ("CIRP") under Section 10 of the Insolvency and Bankruptcy Code, 2016 ("the Code") on May 12, 2017, Hon'ble National Company Law Tribunal, Delhi ("Adjudicating Authority"), vide its order dated 30th May 2017, had ordered the commencement of CIRP in respect of the Company under the provisions of Code. Thereafter, in accordance with Section 17 of the Code, the powers of the Board stood suspended and Dr. Sanjeev Aggarwal was appointed as interim resolution professional of the Company. The IRP carried out his duties from May 30, 2017 till Mr. Mahender Khandelwal was appointed as Resolution Professional ("RP") vide the order of NCLT dated September 12, 2017 and took over the management of the affairs of the Company.*

**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 Review Report on Review of Interim Standalone Financial Results**

**To The Resolution Professional**

**Educomp Solutions Limited**

We have reviewed the accompanying statement of unaudited standalone financial results of **Educomp Solutions Limited** (the "Company") for the quarter ended and year ended March 31, 2018 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirement of regulation 33 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended (the "Listing Regulations").

This statement which is the responsibility of the Company's Management has been approved by the Resolution Professional as the powers of the Board of Directors have been suspended on initiation of Corporate Insolvency Resolution Process on 30.05.2017. This statement has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" (Ind AS 34), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued there under and other accounting principles generally accepted in India.

We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information performed by the Independent Auditors of the Entity" issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

### **Basis of Adverse Conclusion**

1. The company has not conducted physical verification of Property, Plant and equipment at certain locations having a net carrying value of Rs. 173.60 lakhs as at March 31, 2018. In absence of the same, we are unable to comment over existence, valuations and extent of the adjustment, if any required in respect of these assets as at March 31, 2018.
2. The Company has not evaluated its investment in one of its subsidiary, namely Educomp Learnings Private Limited aggregating to Rs. 19.62 lakhs as at March 31, 2018 for impairment. In absence of such assessment, we are unable to comment upon appropriateness of carrying amount of such investment and possible impact of the same on the loss for the quarter ended and year ended March 31, 2018 and investments as on that date.
3. As regards trade receivable amounting Rs. 26,604.43 lakhs (net of provision of Rs. 1,37,266.00 lakhs), as on March 31, 2018, the management is of the view that the same are good and recoverable in due course and hence no further provision is required. In the absence of appropriate audit evidence including balance confirmations, correspondences from parties, and details of subsequent realization, we are unable to comment on the recoverability of balance outstanding trade receivables



and the possible impact on the loss for the quarter ended and year ended March 31, 2018 and on the balance of trade receivables and equity as at March 31, 2018.

4. The Company follows Expected Credit Loss (ECL) model for measuring impairment 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. We have not been provided with the workings of such loss rate computed by the Company. Further, the Company has not taken effect of aforesaid loss rate in computation of impairment provision, if any on trade receivable 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 provision.
5. The company has received advance from its customers which includes amount received from non-corporate entities which may be considered as 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 Unaudited standalone financial results Statements is presently not ascertainable.
6. The Company has not evaluated impairment on its Knowledge Based Content (Other Intangible Assets) having a net block of Rs. 1,334.00 lakhs (Gross block Rs. 8318.54 lakhs, net of accumulated amortization and impairment of Rs. 6,984.54 lakhs) as at March 31, 2018. In absence of such assessment, we are unable to comment upon the appropriateness of the carrying amount of such asset as at March 31, 2018 and possible impact of the same on the loss for the quarter ended and year ended March 31, 2018.
7. We not been provided with the bank statements for borrowings from banks and financial institutions amounting Rs. 1,71,950.35 lakhs as at March 31, 2018. In absence of sufficient appropriate audit evidence, we are unable to determine any possible impact thereof on the loss for the quarter ended and year ended March 31, 2018 and on the balance of borrowings and equity as at March 31, 2018.
8. As disclosed in Note 8 to the Unaudited standalone financial results, the Company has not accrued interest on borrowing post May 30, 2017, being CIRP commencement date. The amount of such interest not accrued is estimated to be Rs. 6,557.00 lakhs for the quarter ended March 31, 2018. This has resulted in understatement of financial liabilities by Rs 21,678.31 lakhs as at March 31, 2018 and understatement of loss for the year and overstatement of equity as on that date by that amount.
9. The 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 quarter ended and year ended March 31, 2018 and on the balance of borrowings and equity as on March 31, 2018.
10. As disclosed in Note 6 to the unaudited standalone financial results, the Limited Review report for the unaudited financial results for the quarter ended March 31, 2017 has not been issued by the erstwhile statutory auditors.
11. As disclosed in Note 16 to the unaudited standalone financial results, as per the Insolvency and Bankruptcy Code, 2016, the RP has received, verified and admitted the claims submitted by the creditors (Operational and Financial), employees and workmen of the Company aggregating to Rs.



3,04,377.23 lakhs. These claims have been taken into cognizance by CoC in its 12th meeting held on February 17, 2018, while approving the Resolution Plan of the Company. The details of such claims have been disclosed in the said Note. As represented by the Management/RP, a reconciliation of the admitted claims vis-à-vis liabilities outstanding in the books of accounts has not been prepared and any impact thereof has not been considered in the preparation of these unaudited standalone financial results for the quarter ended March 31, 2018. In the absence of the above, we are unable to comment on the possible impact thereof on the loss for the quarter ended and year ended March 31, 2018.

12. The company has issued financial guarantees aggregating Rs. Rs. 1,16,216.90 lakhs to banks on behalf of its 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 quarter. In absence of such measurement, we are unable to comment on the resultant impact thereof on the loss for the quarter ended and year ended March 31, 2018 and corresponding liability and equity as on that date.
13. As explained in Note 15 to the unaudited standalone financial results regarding managerial remuneration paid to one of the whole time directors of the Company during the quarter ended June 30, 2015 and during 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.
14. As disclosed in Note 19 to the unaudited standalone financial results and based on the information and explanations provided to us by the Management, the Company is currently subjected to the investigations by Serious Fraud Investigation Office (SFIO) and the Central Bureau of Investigation (CBI). As further explained to us, certain information has been requested by them from the Company and the investigations are currently underway and the Company is yet to get any orders or directions in this respect from the said Authorities till the date of signing this review report. In absence of pending final outcome of the investigations, we are unable to comment on the consequential impact of these matters on these Standalone Un- Audited Financial Results as at and for the quarter ended and year ended March 31, 2018.
15. As disclosed in Note 17 to the unaudited standalone financial results, the Company did not have any internal audit conducted during the quarter as required under sections 138 of the Act. The impact of the noncompliance on the accompanying unaudited standalone financial results is presently not ascertainable.
16. As disclosed in Note 22 to the unaudited standalone financial results, the Company has not been in compliance with various other provisions of the Companies Act 2013, SEBI (LODR) Regulations, 2015, RBI circulars and Foreign Exchange Management Act, 1999. The financial or other impact of these non-compliances on these unaudited standalone financial results is presently not ascertainable.



17. The company has obtained an interest free loan from the promoters in an earlier year but it has not recorded the impact of unwinding of interest on such interest free loan for the quarter ended and year ended March 31, 2018. In absence of such measurement, we are unable to comment on the resultant impact thereof on the loss for the quarter ended and year ended March 31, 2018.

### **Adverse Conclusion**

Based on our review conducted and the matters described in the basis of adverse opinion, the unaudited standalone financial results, for the quarter ended and year ended March 31, 2018 have not been prepared in accordance with the accounting principles generally accepted in India including the Indian Accounting Standards ("Ind AS"), as prescribed under section 133 of the Companies Act, 2013.

### **Emphasis of Matter**

We draw attention to the following matters in the Notes to the unaudited standalone financial results:

- a. As disclosed in Note 1 of unaudited standalone financial results, wherein it is stated that CIRP has been initiated in case of the Company vide an order of the Hon'ble NCLT, New Delhi dated May 30, 2017 under the provisions of the Insolvency and Bankruptcy Code, 2016. Pursuant to the order, the management of the affairs of the Company and powers of board of directors of the Company are now vested with the Resolution Professional (RP), who is appointed by the CoC. Accordingly, these unaudited standalone financial results have been prepared and approved by the RP.
- b. As disclosed in Note 7 of unaudited standalone financial results, which indicates that the Company has incurred substantial losses during the quarter, 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 Company is under the CIRP. These conditions indicate that a material uncertainty exists that may cast significant doubt about the Company's ability to continue as a going concern. However, these unaudited standalone financial results have been prepared on a going concern basis as the management is of the view that the Company has been able to discharge its operational liabilities from its internal accrual of funds till the date of these financial results and is also confident that the Company is having sufficient fund balance to continue as going concern as stated in the said Note.
- c. The company has not made provision of interest on unpaid dues of the MSMEs as these liabilities pertains to the pre CIRP period and would be settled in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016.

### **Other Information**

- i. The limited review of the Statement for the quarter ended and year ended March 31, 2018 has been conducted by us after the statutory audit for the financial year 2017-18 was conducted by the erstwhile statutory auditors.
- ii. As disclosed in Note 6 to the unaudited standalone financial results the figures for the quarters ended March 31, 2018 and March 31, 2017 are balancing figures between audited figures in respect of the full financial year and year to date published figure up to December 31, 2017 and December



31, 2016 respectively. Also, the figure up to the end of third quarter were only reviewed and not subjected to audit.

- iii. As disclosed in Note 18 to the unaudited standalone financial results, the comparative financial information of the Company for the year ended March 31, 2018 and March 31, 2017 included in this statement were audited by predecessor auditors. The report of the predecessor auditors for the year ended March 31, 2018 and March 31, 2017 expressed an adverse opinion.

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


**Rajneesh Ghei**  
Partner  
Membership No.: 086329

Place: New Delhi

Date: 31.03.2023

UDIN: 23086329BGXTC01732

**EDUCOMP SOLUTIONS LIMITED**

CIN No:-L74999DL1994PLC061353

Regd. Office: 1211, Padma Tower I, Rajendra Place, New Delhi-110008

PART 1							(Rupees in lacs)
STATEMENT OF FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2018							
S.NO	Particulars	Quarter ended			Year ended		
		Unaudited March 31, 2018	Unaudited December 31, 2017	Unaudited March 31, 2017	Audited March 31, 2018	Audited March 31, 2017	
1	<b>Income from operations</b>						
(a)	Net sales/income from operations	1,000.07	1,115.31	4,808.40	6,444.59	17,747.68	
(b)	Other operating income	-	-	-	-	-	
	<b>Total Income from operations (net)</b>	<b>1,000.07</b>	<b>1,115.31</b>	<b>4,808.40</b>	<b>6,444.59</b>	<b>17,747.68</b>	
2	<b>Expenses</b>						
(a)	Purchases of stock-in-trade	5.59	0.08	718.14	359.32	3,673.31	
(b)	Changes in inventories of finished goods, work-in-progress and stock-in-trade	230.37	(68.23)	51.84	234.44	519.16	
(c)	Employee benefit expenses	646.18	609.31	3,388.82	3,732.62	11,169.42	
(d)	Depreciation and amortisation expenses	341.62	357.50	544.11	1,477.70	2,721.94	
(e)	Other expenses	1,888.07	1,523.06	3,473.92	8,230.62	8,690.42	
(f)	Provision for doubtful trade receivables/advances	6,989.58	(127.87)	236.93	76,226.11	236.93	
(g)	Foreign exchange fluctuation (Net)	805.97	(299.08)	(521.31)	1,434.81	1,541.00	
	<b>Total Expenses</b>	<b>10,907.38</b>	<b>1,994.77</b>	<b>7,892.45</b>	<b>91,695.62</b>	<b>28,552.18</b>	
3	<b>Loss from operations before other income , finance costs and exceptional items (1-2)</b>	<b>(9,907.31)</b>	<b>(879.46)</b>	<b>(3,084.05)</b>	<b>(85,251.03)</b>	<b>(10,804.50)</b>	
4	Other income	333.99	82.16	969.83	753.18	3,797.04	
5	<b>Loss from ordinary activities before finance costs and exceptional items (3+4)</b>	<b>(9,573.32)</b>	<b>(797.30)</b>	<b>(2,114.22)</b>	<b>(84,497.85)</b>	<b>(7,007.46)</b>	
6	Finance costs	1.39	4.78	5,546.60	4,356.81	25,369.91	
7	<b>Loss from ordinary activities after finance costs but before exceptional items (5-6)</b>	<b>(9,574.71)</b>	<b>(802.08)</b>	<b>(7,660.82)</b>	<b>(88,854.66)</b>	<b>(32,377.37)</b>	
8	Exceptional Items/Prior period items (refer note 9)	1,42,814.27	-	17,376.89	1,47,973.34	15,178.58	
9	<b>Loss from ordinary activities before tax (7-8)</b>	<b>(1,52,388.98)</b>	<b>(802.08)</b>	<b>(25,037.71)</b>	<b>(2,36,828.00)</b>	<b>(47,555.95)</b>	
10	Tax Expense	-	-	-	-	-	
11	<b>Net Loss from Ordinary activities after tax (9-10)</b>	<b>(1,52,388.98)</b>	<b>(802.08)</b>	<b>(25,037.71)</b>	<b>(2,36,828.00)</b>	<b>(47,555.95)</b>	
12	Extraordinary Item (net of tax expense)	-	-	-	-	-	
13	<b>Net Loss for the period (11-12)</b>	<b>(1,52,388.98)</b>	<b>(802.08)</b>	<b>(25,037.71)</b>	<b>(2,36,828.00)</b>	<b>(47,555.95)</b>	
14	Other Comprehensive income	67.55	-	145.85	67.55	243.22	
15	<b>Total Comprehensive income (13+14)</b>	<b>(1,52,321.43)</b>	<b>(802.08)</b>	<b>(24,891.86)</b>	<b>(2,36,760.45)</b>	<b>(47,312.73)</b>	
16	Paid up Equity share capital (Face Value Rs.2/- each)	2,449.34	2,449.34	2,449.34	2,449.34	2,449.34	
17	Reserve excluding revaluation reserves	-	-	-	-	-	
18	<b>(Loss)/ Earning Per Share (before and after extraordinary items) (not annualized)</b>						
(a)	Basic	(124.38)	(0.65)	(20.33)	(193.38)	(38.83)	
(b)	Diluted	(124.38)	(0.65)	(20.33)	(193.38)	(38.83)	
19	Debt Equity Ratio				(0.94)	(4.27)	
20	Debt Service Coverage Ratio				(19.06)	(0.04)	
21	Interest Service Coverage Ratio				(19.39)	(0.28)	





**Segment wise Revenue, Results and Capital Employed**

(Rupees in lacs)

Particulars	Quarter ended		Year ended		
	Unaudited	Unaudited	Unaudited	Audited	Audited
	March 31, 2018	December 31, 2017	March 31, 2017	March 31, 2018	March 31, 2017
<b>Segment Revenue</b>					
Higher Learning Solutions	-	-	1,049.74	-	1,049.74
School Learning Solutions	985.26	1,102.33	3,732.17	6,342.83	16,583.21
K-12 Schools	-	-	-	-	-
Online Supplemental & Global	14.81	12.98	26.49	101.76	114.73
<b>Total Net Sales/ Income from Operations</b>	<b>1,000.07</b>	<b>1,115.31</b>	<b>4,808.40</b>	<b>6,444.59</b>	<b>17,747.68</b>
<b>Segment Results ((Loss)/Profit before Interest and tax from each segments)</b>					
Higher Learning Solutions	-	-	1,034.04	-	984.31
School Learning Solutions	(1,123.10)	(691.10)	(3,613.92)	(74,080.60)	(5,719.89)
K-12 Schools	-	-	-	-	-
Online Supplemental & Global	15.13	9.91	(28.75)	94.48	(63.88)
	<b>(1,107.97)</b>	<b>(681.19)</b>	<b>(2,608.63)</b>	<b>(73,986.12)</b>	<b>(4,799.46)</b>
Less : Interest	1.39	4.78	5,546.60	4,356.81	25,369.91
: Other un-allocable expenses	1,51,613.61	198.27	17,852.31	1,59,238.25	21,183.62
Add : Un-allocable Income	333.99	82.16	969.83	753.18	3,797.04
<b>Total Loss before Tax</b>	<b>(1,52,388.98)</b>	<b>(802.08)</b>	<b>(25,037.71)</b>	<b>(2,36,828.00)</b>	<b>(47,555.95)</b>
<b>Segment Assets</b>					
Higher Learning Solutions	21.04	20.94	406.82	21.04	406.82
School Learning Solutions	27,992.70	29,870.23	1,08,752.06	27,992.70	1,08,752.06
K-12 Schools	6.67	6.67	6.67	6.67	6.67
Online Supplemental & Global	1,060.82	1,071.04	873.04	1,060.82	873.04
Unallocated	13,424.78	1,62,284.52	1,68,773.31	13,424.78	1,68,773.31
<b>Total Segment Assets</b>	<b>42,506.01</b>	<b>1,93,253.40</b>	<b>2,78,811.90</b>	<b>42,506.01</b>	<b>2,78,811.90</b>
<b>Segment Liabilities</b>					
Higher Learning Solutions	0.06	0.37	0.30	0.06	0.30
School Learning Solutions	12,906.32	12,623.52	17,761.65	12,906.32	17,761.65
K-12 Schools	1,109.50	1,109.50	1,109.50	1,109.50	1,109.50
Online Supplemental & Global	445.01	438.73	454.64	445.01	454.64
Unallocated	2,91,356.98	2,89,634.03	2,87,239.75	2,91,356.98	2,87,239.75
<b>Total Segment Liabilities</b>	<b>3,05,817.87</b>	<b>3,03,806.15</b>	<b>3,06,565.84</b>	<b>3,05,817.87</b>	<b>3,06,565.84</b>
<b>Capital Employed</b>					
(Segment Assets- Segment Liabilities)					
Higher Learning Solutions	20.98	20.57	406.52	20.98	406.52
School Learning Solutions	15,086.38	17,246.71	90,990.41	15,086.38	90,990.41
K-12 Schools	(1,102.83)	(1,102.83)	(1,102.83)	(1,102.83)	(1,102.83)
Online Supplemental & Global	615.81	632.31	418.40	615.81	418.40
Unallocated	(2,77,932.20)	(1,27,349.51)	(1,18,466.43)	(2,77,932.20)	(1,18,466.44)
<b>Total</b>	<b>(2,63,311.86)</b>	<b>(1,10,552.75)</b>	<b>(27,753.93)</b>	<b>(2,63,311.86)</b>	<b>(27,753.94)</b>



# EDUCOMP SOLUTIONS LIMITED

CIN No:-L74999DL1994PLC061353

Regd. Office: 1211, Padma Tower I, Rajendra Place, New Delhi-110008

## Standalone Statement of Assets & Liabilities

Particulars	(Rupees in Lacs)	
	As at 31-03-18 Audited	As at 31-03-17 Audited
<b>ASSETS</b>		
<b>Non-current assets</b>		
Property, plant and equipment	1,027.40	1,152.29
Intangible assets	1,344.12	2,693.35
Capital work-in-progress	200.00	208.06
Financial assets		
i) Investments	9,184.73	1,51,133.64
ii) Loans	117.67	97.30
iii) Trade receivables	-	-
iv) other financial Assets	68.90	7,111.16
Income tax assets	876.20	1,480.60
Other non-current assets	31.95	36.95
	12,850.97	1,63,913.35
<b>Current assets</b>		
Inventories	144.06	680.47
Financial assets		
i) Loans	276.27	3,960.74
ii) Trade receivables	26,604.43	1,02,364.18
iii) Cash and Cash equivalents	1,856.23	3,859.76
iv) Bank balances other than (iii) above	279.06	128.68
iv) other financial Assets	23.08	2,841.01
Other current assets	471.91	1,063.71
	29,655.04	1,14,898.55
<b>Total Assets</b>	<b>42,506.01</b>	<b>2,78,811.90</b>
<b>EQUITY AND LIABILITIES</b>		
Equity Share capital	2,449.34	2,449.34
Other equity		
i) Equity component of compound financial instruments	5,244.47	5,244.47
ii) Reserves and surplus	(2,71,005.67)	(35,447.75)
<b>Total Equity</b>	(2,63,311.86)	(27,753.94)
<b>LIABILITIES</b>		
<b>Non-current liabilities</b>		
Financial liabilities		
i) Borrowings	1,886.51	1,886.54
Provisions	88.94	322.20
Other non-current liabilities	-	-
	1,975.45	2,208.74
<b>Current liabilities</b>		
Financial liabilities		
i) Borrowings	12,034.73	11,988.71
ii) Trade and other payables	12,562.78	13,270.21
iii) other financial liabilities	2,75,383.73	2,70,979.20
Provisions	46.32	2,646.78
Other current liabilities	3,814.86	5,472.20
	3,03,842.42	3,04,357.10
<b>Total Equity and liabilities</b>	<b>42,506.01</b>	<b>2,78,811.90</b>



## Annexure -A

### Disclosures pursuant to Regulation 52(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended March 31, 2018.

1. Credit Rating:- The Company is undergoing CIRP w.e.f May 30, 2017 and all the powers of the board of directors are now vested with the Interim Resolution Professional/ Resolution Professional. The Company has not obtained any rating during the period under review. However, the last credit ratings allocated to the company is given hereunder.

Particulars	Rating Agency	Rating
Non Convertible Debenture Issue	CARE Rating	CARE D (Single D)

2. Asset Cover Available:- The Company has created partial security and is taking necessary steps to create further security in respect of these debentures.
3. Debt Equity Ratio:- (0.94)
4. Previous Due date for payment of Principal/interest:- Principal has not been due for the payment and the company has defaulted in payment of interest due as given hereunder.

S. No.	ISIN	Series ID	Till 31.03.2018	
			Due date of Interest	Principal
1.	INE216H07016	948029	24 <sup>th</sup> May 2017	Not due

5. Next due date for payment of interest/ principal along with amount of interest:-  
As the Company undergoing CIRP, the payment of principal and interest will be made in accordance with the provisions of the insolvency and Bankruptcy code 2016 and regulation issued there under.
6. Debt Service Coverage Ratio:- (19.06)
7. Interest Service Coverage Ratio:- (19.39)
8. Outstanding Redeemable Preference Shares:- NIL
9. Debenture Redemption Reserve:- Debenture Redemption Reserve is not created by the company due to unavailability of the profits of the company available for the payment of dividend.
10. Net Worth:-Rs. (263,311.86) lacs
11. Net Profit After Tax:- (236,828.00) lacs
12. Earnings Per Share:- (193.38)



## Notes

1. 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. 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 has 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) of 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 the matter is listed for next hearing on April 25, 2023. Further a Miscellaneous Application has been filed on November 18, 2022 before Hon'ble Supreme Court seeking appropriate direction for expeditious disposal of Plan Approval Application and the matter is pending for listing.

## 2. 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, under the moratorium period, the Company ("Corporate debtor") is prohibited for 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.

3. Since the power of the Board of Directors stand suspended after the commencement of CIRP, The above unaudited standalone financial results for the quarter and year ended March 31, 2018 have been reviewed and approved by the Resolution Professional.
4. The unaudited standalone financial results for the quarter and year ended March 31, 2018 have been prepared in accordance with the accounting principles generally accepted in India, including Ind AS specified u/s 133 of the Companies Act, 2013, read with the relevant rules issued thereunder
5. The Standalone Unaudited Financial results for the Quarter ended March 31, 2018 have been reviewed by a firm of Chartered Accountants other than the Statutory Auditors of the Company appointed for the Financial Year 2017-18 for which the audit had been completed and the Audit Report has been issued on March 11, 2021.
6. Figures for the quarter ended March 31, 2018 and quarter ended March 31, 2017 are the balancing figures between audited figures for the full financial year ended on March 31, 2018 and year ended March 31, 2017 and the review of the year to date figures upto the third quarter of the financial year ended on December 31, 2017 and December 31, 2016. However, the Limited Review report for the unaudited financial results for the quarter ended March 31, 2017 has not been issued by the erstwhile statutory auditors. Also the figures upto the end of third quarters were only reviewed and not subject to audit.
7. The 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 Insolvency and Bankruptcy Code for CIRP. All these conditions has raised substantial doubt about the Company's ability to continue as a going concern.

The management is of the view that the Company has been able to fund its operational liabilities from its internal accrual of funds and is also confident that the Company would have sufficient fund balance to continue as a going concern. Further, the management is also confident to agree on a Resolution Plan/Business Revival plan for the Company during this ongoing CIR process. Accordingly, the financial statements have been prepared on a going concern basis and do not include any adjustment 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.



8. The company has not accrued interest on borrowings post May 30, 2017, being Corporate Insolvency Resolution Process (CIRP) commencement date. The amount of such interest not accrued is estimated to be Rs. 6,557.00 lacs for the quarter. The cumulative amount of interest not accrued as at March 31, 2018 is estimated to be Rs. 21,678.31 lacs.

9. Exceptional Items

- a) During the quarter the Company has carried out further assessment in the value of its investments and recorded the provision for impairment in investments of its subsidiaries and associate:
- (i) Edumatics Corporation Inc. United States of America amounting to Rs. 620.86 lacs since the company is not operational and does not have significant assets;
  - (ii) Educomp Intelipop Ventures Pte Limited, Singapore amounting to Rs. 392.96 lacs since the company is not operational and does not have significant assets;
  - (iii) Educomp Global Holding W.L.L. Kingdom of Bahrain amounting to Rs. 296.09 lacs since the company is not operational and does not have significant assets;
  - (iv) Educomp Global FZE, United Arab Emirates amounting to Rs. 14.59 lacs as the company is not operational and does not have significant assets;
  - (v) Educomp Professional Education Limited amounting to Rs. 25,111.74 lacs as the company is not operational and does not have significant assets;
  - (vi) Greycells 18 Media Limited amounting to Rs. 1599.13 lacs since the company has been in operational losses for several years and net worth is eroded;
  - (vii) Educomp Infrastructure & School Management Limited amounting to Rs. 108,546.38 lacs since the Resolution Plan has been approved by NCLT, Chandigarh and as per the approved resolution plan shareholders are not entitled to any proceeds of the resolution plan;
  - (viii) Educomp Investment Management Limited amounting to Rs. 73.25 lacs since the company is not operational and does not have significant assets;
  - (ix) Educomp School Management Limited amounting to Rs. 422.93 lacs since the company is not operational and does not have significant assets and
  - (x) Vidya Mandir Classes Private Limited amounting to Rs. amounting to Rs. 2,491.71 lacs since the company is not operational and does not have significant assets.
- b) During the previous year ended March 31, 2017, pursuant to a negotiated settlement entered into with ICICI Bank, the Company has divested its entire shareholding in Vidya Mandir Classes Limited (VMCL) (being 67% shareholding in VMCL), a subsidiary of the Company and conditional sale of Educomp Learning Hour Private Limited, a step down subsidiary of the Company. In accordance with the share sale agreement, the Company has transferred the control in VMCL to the buyer. However, pending receipt of full consideration, the shares of VMCL proportionate to outstanding consideration continue to be in the name of the company and are held 'in trust'. These shall be transferred on a pro-rata basis as the consideration is received.

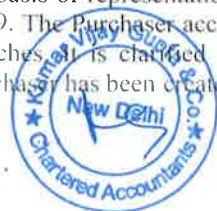
The said "Share Purchase Agreement" (SPA) executed on 25th July 2016 was for sale of 67% equity shares equivalent to 48,776 numbers of shares its subsidiary "Vidya Mandir Classes Limited" (VMC).

As per clause 2.2 of the SPA, purchase and sale of shares shall be completed in two tranches in following manner:

Particulars	# of shares to be transferred	Consideration in Rs. Lacs	Referred in the agreement as
On closing 1 i.e. execution date	9688	16,33.90	Tranche A Shares
On or before March 31, 2019 (closing 2)	39088	74,22.60	Tranche B Shares
<b>Total</b>	<b>48776</b>	<b>90,56.50</b>	

As per clause 2.3 of the agreement is reproduced here:

"The Sellers hereby acknowledge and understand that the Purchaser has agreed to purchase the sale shares on the basis of representation that all of sale Share shall be available to the Purchaser to acquire upto March 31, 2019. The Purchaser accordingly and based on its cash flows, has agreed to purchase all of Sale Shares in two tranches. It is clarified that though sale of all shares would be consummated in two tranches, interest of purchaser has been created in all sale shares no sooner Closing 1 takes place in terms of clause 8 below."



Based on terms and condition of SPA, an unconditional interest of purchaser has been created in all the shares upon transfer of tranche A shares. Further, all the nominee directors of the Company on the board of VMC was replaced by the nominees of the buyers to protect its "interest" created pursuant to this agreement. Hence VMC ceased to be subsidiary w.e.f. 25th July 2016, even though the shares mentioned in Tranche B are still in the name of company and pledged with ICICI Bank.

Based on the subsequent information, the Purchaser has not exercised such rights till the exercise lapse date i.e. March 31, 2019. Accordingly, the transaction is not enforceable now. Consequently, the transaction of sale of Tranche B shares (53.69% shareholding) recorded in previous year has been reinstated during the period and the related consideration of Rs. 6,024.33 lacs shown as recoverable as at March 31, 2017 has been reversed. Also, profit recognised during the financial year 2016-17 on such transaction of Rs. 3,244.62 lacs has also been reversed during the period.

10. During the quarter ended March 31, 2018, the Company has not granted any stock options under Employee Stock Option Scheme of the Company.

During the quarter ended March 31, 2018, the Company has not allotted any equity Shares.

Paid up Capital of the Company as on Balance Sheet date is Rs. 244,934,336 consisting of 122,467,168 Equity Shares of the face value of Rs. 2 each.

11. In respect of 350, 13.50% Secured Redeemable Non Convertible Debentures of Rs. 1,000,000 each aggregating Rs. 3,500 lacs, the Company has created partial security on the assets of the Company.
12. The segment wise revenue, results and capital employed have been prepared in accordance with the IND AS - 108 "Operating Segments".
13. The basic and diluted earnings per share has been calculated in accordance with the IND AS - 33 "Earnings Per Share".
14. As per regulation 33(3)(d) of SEBI (LODR) Regulation, 2015, if the Listed entity has subsidiaries, it shall, while submitting quarterly and year to date Financial Results, shall also submit quarterly and year to date Consolidated Financial Results. It is to be noted that, the Resolution Professional in his powers shall have control over the management of the company only and not on its subsidiaries, associate, or group companies.

The quarterly Financials of the subsidiaries have not been made available and therefore, only standalone unaudited Financial Results are submitted to the Stock Exchange.

15. Due to inadequacy of the profits, managerial remuneration paid by the 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 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 Company had 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 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.
16. In accordance with the provisions of the Insolvency and Bankruptcy Code (Insolvency Code), public announcement was made for submission of proof of claims against the Company from financial creditors, operational creditors and employees and workmen. As per the Insolvency and Bankruptcy Code, the Resolution Professional (RP) has to receive, collate and admit all the claims submitted against the 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 have been filed against the 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:

(Rs. in lacs)

Particulars	Claimed Amount	Admitted Amount	Not Admitted
Creditors (financial)	3,10,808.93	3,02,426.61	8,382.32
Creditors (operational)	2,198.37	1,641.33	557.05
Workmen and employees	773.99	309.29	464.70
<b>Total</b>	<b>3,13,781.29</b>	<b>3,04,377.23</b>	<b>9,404.07</b>

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

17. The company did not have any internal audit conducted during the year ended March 31, 2018 as required under section 138 of the Act.
18. The comparative financial information of the Company for the year ended March 31, 2018 and year ended March 31, 2017 included in this statement were audited by predecessor auditors. The report of the predecessor auditors for the year ended March 31, 2018 and year ended March 31, 2017 expressed an adverse opinion.
19. The Company is currently subjected to the investigations by Serious Fraud Investigation Office (SFIO) and the Central Bureau of Investigation (CBI). Certain information have been requested by them from the Company and the investigations are currently underway. The Company is yet to get any orders or directions in this respect from the said Authorities till the date of signing these standalone Ind AS Financial Statements.
20. Disclosures under Regulation 52(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended March 31, 2018 are given in Annexure A.
21. The ratios given at serial no. 19, 20 & 21 above have been computed as below:
  - a) Debt equity ratio = Debt fund / net worth  
Debt fund includes long term borrowings+ short term borrowings + current maturities of long term borrowings
  - b) Debt service coverage ratio = Earnings before interest, depreciation, exceptional items and tax / (Finance cost + Principal repayment of term loan)
  - c) Interest service coverage ratio = Earnings before interest, exceptional item and tax/ Finance cost
22. The Company has not been in compliance with various other provisions of the Companies Act 2013, SEBI (LODR) Regulations, 2015, RBI circulars and Foreign Exchange Management Act, 1999.
23. The financial results of the Company for the quarter and year ended March 31, 2018 are also available on website of the Company ([www.educomp.com](http://www.educomp.com)), National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)) and Bombay Stock Exchange Limited ([www.bseindia.com](http://www.bseindia.com)).





24. Previous period/year figures have been regrouped and rearranged, wherever considered necessary to conform to the classification in current period.



Place: New Delhi  
Date : 31.03.2023

By order of the Board of Directors  
For Educomp Solutions Limited

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

