

Date: 30-07-2022

<p>The Secretary Listing Department BSE Limited PJ Towers, Dalal Street, Mumbai - 400 001 Script Code: 532696</p>	<p>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 Script Code: EDUCOMP</p>
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Sub: Intimation under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") - Annual Report for the Financial Year 2018-19 including notice of the 25th Annual General Meeting of the Company.

Dear Sir / Madam,

This is to inform that the 25th Annual General Meeting ("AGM") of the members of the Company will be held on Thursday, August 25, 2022 at 11:30 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), in accordance with the relevant circulars issued by the ministry of Corporate Affairs and the Securities and Exchange Board of India.

The details such as manner of (i) registering / updating email addresses, (ii) casting vote through remote e-voting and (iii) attending the AGM through VC / OAVM has been set out in the Notice of the AGM.

The Annual Report for the Financial Year 2018-19, including the Notice convening Annual General Meeting, being sent to the members through electronic mode, is enclosed for your record. The Company has fixed Thursday, August 18, 2022 as the "Cut-off Date" for the purpose of determining the members eligible to vote through remote e-voting on the resolutions set out in the Notice of the AGM or to attend the AGM and cast their vote thereat.


The Annual Report including Notice is also available on the website of the Company, <http://www.educomp.com/content/company>.

You are requested to acknowledge and update the same in your records.

Thanking You,

Yours Truly,

**For Educomp Solutions Limited
(Under CIRP)**


Mahender Khandelwal

**Resolution Professional in the matter of Educomp Solutions Limited
Email: {mkpeducomp@bdo.in}
IBBI Registration No.: [IBBI/IPA-001/IP-P00033/2016-17/ 10086]**

**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 1, 5, Rajendra Place, New Delhi-110008.
Web site www.educomp.com, email investor.services@educomp.com**



Educomp Solutions Limited

25th Annual Report
2018-2019

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Notice of Annual General Meeting

NOTICE is hereby given that Twenty Fifth Annual General Meeting of the Members of Educomp Solutions Limited ("the Company") will be held on Thursday, August 25, 2022 at 11.30 A.M. IST through video conference / other audio-visual means ("VC") to transact the following businesses:

ORDINARY BUSINESS

ITEM NO. 1:

To receive, consider and adopt the Audited Financial Statements (including the consolidated Financial Statements) of the Company for the financial year ended 31st March, 2019, together with the reports of the Resolution Professional and Auditor thereon.

ITEM NO. 2:

TO APPROVE THE APPOINTMENT & REMUNERATION OF STATUTORY AUDITORS OF THE COMPANY FOR THE FINANCIAL YEARS 2019-20; 2020-21; 2021-22

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (the Rules), and other applicable provisions of Insolvency and Bankruptcy Code, 2016, (including any statutory modification(s) or re-enactment thereof), the members of the Company be and hereby appoints M/s Saxena & Saxena, Chartered Accountants (Registration No. 006103N) as the Statutory Auditor of the Company to conduct the statutory audits of the Company for the Financial Year(s) 2019-20, 2020-21 and 2021- 22 at a remuneration of:

- (a) Rs. 7,50,000/- (Rupees Seven Lakhs Fifty Thousand Only), excluding applicable taxes, for each financial year for standalone financial statements of the Company; and
- (b) Rs. 3,50,000/- (Rupees Three Lakhs Fifty Thousand Only), excluding applicable taxes, for each financial year for the consolidated financial statement of the Company,

as approved by the Committee of Creditors (COC) of the Company under section 28(1)(m) of the Insolvency and Bankruptcy Code, 2016 during the corporate insolvency resolution process.

RESOLVED FURTHER THAT Mr. Mahender Khandelwal, Resolution Professional of the Company be and is hereby authorized to sign/authenticate all the necessary papers and documents required to be submitted before the Registrar of Companies and to do all such acts and deeds to give effect to the above said resolution."

SPECIAL BUSINESS

ITEM NO. 3:

TO APPROVE AND RATIFIED THE REMUNERATION OF M/S AHUJA SUNNY & CO., COST ACCOUNTANTS OF THE COMPANY AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS, THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred as “the Act”) and the Companies (Audit and Auditors) Rules, 2014, (including any amendments, statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable provisions, if any, of the Act, M/s. Ahuja Sunny & Co., Cost Accountants appointed as Cost Auditors by the Resolution Professional (as the power of the Board is suspended and delegated to Resolution Professional, as appointed in terms of Insolvency and Bankruptcy Code, 2016) of the Company to audit the cost records of the Company for the financial year 2018-19, be paid a remuneration of Rs. 40,000/- (Rupees Forty Thousand only) per annum (plus applicable taxes) and out of pocket expenses that may be incurred.”

For **Educomp Solutions Limited**
(Under CIRP)

Sd/-

Mahender Khandelwal
Resolution Professional

Taken on record

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

Date :July 25, 2022
Place : New Delhi

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 02/2022 dated May 05, 2022 (collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (collectively referred to as "SEBI Circulars") and other applicable circulars, permitted holding of the Annual General Meeting ("the Meeting/ AGM") through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), without the physical presence of the Members, Directors or other eligible persons at a common venue. In compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and aforesaid MCA and SEBI Circulars, the AGM of the Company will be conducted through VC/OAVM.
2. In accordance with the provisions of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations and in view of the aforesaid MCA and SEBI Circulars, the Company has engaged the services of Link Intime (India) Private Limited ("LIPL") to provide the facility of voting by electronic voting system to all the Members to enable them to cast their votes electronically during the AGM in respect of the business to be transacted at the aforesaid Meeting. The facility of casting the votes by the Members using such electronic voting system from a place other than venue of the AGM ("remote e-voting") is also being provided by LIPL.
3. In accordance with the MCA and SEBI Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC / OAVM. Since the AGM will be held through VC / OAVM, no Route Map is being provided with the Notice. The deemed venue for the AGM shall be the Registered Office of the Company.
4. The Company has enabled the Members to participate in the 25th AGM. The participation of members through VC/OAVM shall be counted for the purpose of reckoning quorum for the AGM under Section 103 of the Act.
5. In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
6. Since this AGM will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip & Route Map are not annexed to this Notice.
7. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), relating to the Special Business to be transacted at this Annual General Meeting ('AGM') is annexed.
8. Institutional /Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to mkipeducomp@bdo.in with copies marked to the Company at lakshay.void@educomp.com and to its RTA at swapann@linkintime.co.in.
9. Members who have not registered their E-mail address so far are requested to register their e-mail for receiving all communication including Annual Report, Notices and Circulars etc. from the company electronically. **Members can do this by updating their email addresses with their depository participants.**

Registration of email ID and Bank Account details:

- (a) In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.
- (b) In case the shareholder has not registered his/her/their email address with the Company/its

RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

(i) Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit. **OR**

(ii) ***In the case of Shares held in Demat mode:***

The shareholder may please contact the Depository Participant (“DP”) and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

10. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR Code and IFSC Code, mandates, nomination, power of attorney, change of address, change of name, e-mail address, contact numbers, etc to their depository participant (“DP”). Members holding shares in physical form are requested to intimate such changes to Company's RTA, i.e. Link Intime Private Limited along with relevant evidences or supporting.
11. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in electronic form are therefore requested to submit PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Company's RTA i.e. Link Intime India Private Limited.
12. SEBI has also made amendment to Regulation 40 of SEBI LODR Regulations with respect to mandatory dematerialization for transfer of securities. Pursuant to the aforesaid amendment to SEBI LODR Regulations, Listed Companies and their Registrars and Transfer Agents (“RTAs”) are advised to ensure that shares which are lodged for transfer are mandatory in dematerialized form with effect from April 1, 2019. Therefore, shareholders are requested to get their physical shareholding dematerialized for any further transfers.
13. Pursuant to Section 91 of the Companies Act, 2013 read with Rules framed there under and Regulation 42 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Register of Members and Share Transfer Books will remain closed from Friday, August 19, 2022 to Thursday, August 25, 2022 (both days inclusive) for the purpose of Annual General Meeting.
14. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file their nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in electric/demat form, the nomination form may be filed with the respective Depository Participant.
15. The AGM Notice along with the Annual Report for the financial year 2018-19 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories or the Registrar and Share Transfer Agent i.e. Link Intime India Private Limited or the Depository Participant(s) in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated May 12, 2020 read with SEBI Circular dated January 15, 2021. Members may note that the AGM Notice along with the Annual Report for the financial year 2018-19 will also be available on the Company's website <http://www.educomp.com/content/investors-home>; websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at www.nseindia.com and www.bseindia.com respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only. The Notice shall also be available on the e-voting website of the agency engaged for providing e-voting facility, i.e. Link Intime India Private Limited, (LIPL) viz., instavote.linkintime.co.in.

All documents referred to in the Notice and the Explanatory Statement/Annexure shall be made available for inspection by the Members of the Company, without payment of fees upto the date of AGM. Members desirous of inspecting the same may send their requests not later than August 18, 2022 at 11:00 A.M. at mkipeducomp@bdo.in from their registered e-mail addresses mentioning their names and folio

numbers/demat account numbers.

In accordance with the MCA Circulars, the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and Relevant documents referred to in this Notice of AGM and explanatory statement will be available for inspection on the date of AGM in electronic mode and shall remain open and be accessible to any Member.

16. Members of the Company holding shares either in physical form or in Dematerialised forms as on Friday, July 22, 2022 will receive Annual Report and AGM Notice through electronic mode.

17. **PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:**

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and administration) Rules, 2014, as amended by the Companies (Management and administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements), 2015 (“**Listing Regulations**”), the Company is pleased to provide members, the facility to exercise their vote at the 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the eligible members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) and e voting during Annual General Meeting will be provided by the Link Intime India Private Limited. The instructions to cast votes through remote e-voting and through e-voting system during the AGM are annexed separately and form part of this Notice.

The Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owners (in case of electronic shareholding) as on the cut-off date i.e. Thursday, August 18, 2022. The remote-e-voting period commences on Monday, August 22, 2022 (9.00 a.m. IST) and ends on Wednesday, August 24, 2022 (5.00 p.m. IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form as on the cut off date i.e. Thursday, August 18, 2022 (hereinafter called as “Cut-off Date”), may cast their vote electronically. The remote E-voting module shall be forthwith blocked by Link Intime for voting thereafter. Once the vote on resolution is casted by the Member, he shall not be allowed to change it subsequently as well as a person who is not a member as on the Cut-off date should treat this Notice for information purpose only.

Only those Members who are present in the Meeting through VC or OAVM facility and have not cast their votes on resolutions through remote e-Voting and are otherwise not barred from doing so, shall be allowed to vote through e-Voting system during the AGM. However, Members who would have cast their votes by remote e-Voting may attend the Meeting, but shall neither be allowed to change it subsequently nor cast votes again during the Meeting and accordingly, their presence shall also be counted for the purpose of quorum under Section 103 of the Act. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on cut off date i.e. Thursday, August 18, 2022 are entitled to vote on the Resolutions set forth in the Notice. The voting rights of the Members shall be in proportion to their share(s) of the paid-up equity share capital of the Company as on the cut-off date.

The resolution Professional has appointed Mr. P.C. Jain, Proprietor (C.O.P. No.3349) of M/s P.C. Jain & Co., Practicing Company Secretaries (FRN : P2016HR051300) as the Scrutinizer to scrutinize the e- voting at the meeting and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any. Thereafter, the Results of e-Voting shall be declared forthwith by the Chairman or a person authorised by him, in writing, in this regard. The Results along with the report of the Scrutinizer shall be placed on the website of the Company (www.educomp.com) and on the website of Link Intime India Private Limited (<https://instavote.linkintime.co.in>) immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

Subject to the receipt of requisite number of votes, the businesses mentioned in the Notice / the resolution(s) forming part of the Notice shall be deemed to be passed on the date of the AGM, i.e., Thursday, August 25, 2022.

18. Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none"> • Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.

Type of shareholders	Login Method
	<ul style="list-style-type: none"> • After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-Voting service provider name to cast your vote. • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in ▶ Click on “Sign Up” under 'SHARE HOLDER' tab and register with your following details: - <ol style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI : Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number : Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> • Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$&*), at least one numeral, at least one alphabet and at least one capital letter).

Type of shareholders	Login Method
	<ol style="list-style-type: none"> ▶ Click “confirm” (Your password is now generated). 2. Click on 'Login' under 'SHARE HOLDER' tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'. 4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon for Educomp Solutions Limited. 5. E-voting page will appear. 6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). 7. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/CDSL have forgotten the password:

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- ▶ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- ▶ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ▶ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at voting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & e-voting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

19. Process and manner for attending the Annual General Meeting through InstaMeet:

For a smooth experience of AGM proceedings, shareholders who are registered for the event are requested to download and install the Webex application in advance on the device that you would be using to attend the meeting by clicking on the link <https://www.webex.com/downloads.html>. Shareholders also have an option to click on the URL provided to attend the meeting. Please read the instructions carefully and participate in the meeting. For any support, shareholders may also call the RTA on the dedicated number provided in the instructions. Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>
 - ▶ Select the “Company” and 'Event Date' and register with your following details: -
- A. Demat Account No. or Folio No :** Enter your 16 digit Demat Account No. or Folio No
- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

2. Members can log in and join 15 minutes prior to the schedule time of the AGM and window for joining the meeting shall be kept open till the expiry of 15 minutes after the scheduled time. The Company shall provide VC/OAVM facility to Members to attend the AGM. The said facility will be available for 1000 Members on first come first served basis. This will not include large Members (i.e. Members with 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, chairpersons of the audit committee, nomination & remuneration committee and stakeholders' relationship committee, auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
20. Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:
 1. Shareholders who would like to speak during the meeting must register their request 7 days in advance with the company by sending their request on the e-mail id at mkipeducomp@bdo.in.
 2. Speakers will only be allowed to express their views/ask questions on first come first served basis during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
 3. Shareholders who would like to ask questions, may send the same in advance mentioning their name, demat account number/folio number, email id, mobile number at mkipeducomp@bdo.in, atleast 48 hours prior to the date of AGM i.e. on or before 10.00 a.m. (IST) on Tuesday, August 23, 2022. The same will be replied by the Company suitably.
 4. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
 5. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
 6. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
 7. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
 8. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.
 9. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
21. Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

 1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”.

2. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.

Shareholders/Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel : 011 – 49411000 InstaMeet Support Desk, Link Intime India Private Limited

Annexure to the Notice (Explanatory Statement in respect of the Special Businesses to be transacted at the AGM and set out under Item No. 3 of the accompanying Notice of AGM pursuant to Section 102 (1) of the Companies Act, 2013, as amended)

ITEM NO. 3

Section 148 of the Act, inter-alia, provides that the Central Government may direct audit of cost records of class of Companies. Further, as you are aware that w.e.f 30th May 2017 the Company has been admitted to CIRP under Section 10 of the Code. Thereafter, in accordance with Section 17 of the Code, the powers of the Board stood suspended and be exercised by the Interim Resolution Professional until replaced by Resolution Professional.

In pursuance of Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual who is a cost accountant in practice or a firm of cost accountants in practice, as cost auditor, which shall also recommend remuneration for such cost auditor. The remuneration recommended shall be considered and approved by the Board and ratified subsequently by the shareholders.

EDUCOMP SOLUTIONS LIMITED

In terms of the same, as specified above that post the initiation of the CIRP the powers of the Board stood suspended and be exercised by the Interim Resolution Professional until replaced by Resolution Professional. Accordingly, Resolution Professional has, considered and approved the appointment of M/s Ahuja Sunny & Co., Cost Accountants as the cost auditor for the financial year 2018-19 at a remuneration of Rs. 40,000/- per annum plus applicable taxes and reimbursement of out of pocket expenses.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution.

The resolution mentioned in Item no. 3 of the Notice is recommended for your approval.

For Educomp Solutions Limited
(Under CIRP)

Sd/-

Mahender Khandelwal
Resolution Professional

Taken on record

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

Date :July 25, 2022
Place : New Delhi

RESOLUTION PROFESSIONAL'S REPORT ON WORKING & AFFAIRS OF THE COMPANY

(As approved by Resolution Professional appointed pursuant to order dated September 12, 2017 of Hon'ble National Company Law Tribunal)

Dear Shareholders,

Company under Insolvency and Bankruptcy Code 2016 (IBC)

The Corporate Insolvency Resolution Process ("CIRP") against the Educomp Solutions Limited ("Corporate Debtor") was initiated by the Hon'ble National Company Law Tribunal, Principal Bench at New Delhi ("Adjudicating Authority") under Section 10 of the Code vide its order dated 30th May 2017. The Adjudicating Authority vide the order of same date appointed Dr. Sanjeev Aggarwal as the Interim Resolution Professional ("IRP") to conduct the CIRP of the Corporate Debtor. Later, in the third CoC Meeting of the Corporate Debtor held on 12th September 2017, Mr. Mahender Kumar Khandelwal was appointed as the Resolution Professional ("RP") to run the CIRP of the Corporate Debtor.

Pursuant to the appointment, the RP published Expression of Interest ("EoI") in terms of the code and applicable Regulations thereby inviting resolution plans for the revival and restructuring of the Corporate Debtor. Further to the issuance of the EoI, the resolution plans were received from one Ebix Singapore Pte. Ltd. ("Ebix") and one Boundary Holdings SARL SPF. Pursuant to the discussions and deliberations with the CoC, the Resolution plan submitted by the Ebix was put to vote. Ebix's resolution plan, in terms of Section 30(4) of the Code, was finally approved by the CoC with 75.35% majority voting share on 22nd February 2018 including vote of Chhattisgarh State Electricity Board ("CSEB") whose vote was received subsequently due to a technical glitch. Pursuant thereto, the Resolution Professional submitted the Ebix's Resolution Plan for the approval of the Adjudicating Authority by way of an application under Section 30(6) and 31 of the Code (CA 195 of 2018) ("Plan Approval Application").

Around July 2019, while the Plan Approval Application was pending adjudication before the Adjudicating Authority, Ebix filed its first application seeking withdrawal of the Resolution Plan on account of the purported inordinate delay in approval of resolution plan by the Adjudicating Authority, and ongoing investigations into the affairs of the Corporate Debtor. The said application was dismissed by the Adjudicating Authority. Thereafter, Ebix filed another withdrawal application in August 2019 on the similar cause of action. The second application was also dismissed by the Adjudicating Authority. However, the third withdrawal application filed by Ebix (IA 1816 of 2019) after having been heard at length on 25th November 2019 was allowed by the Adjudicating Authority vide its order dated 02nd January 2020 ("Order dated 02 January 2020"). Thereby Ebix was permitted to withdraw its plan despite the same having been approved by the Committee of Creditors of Educomp ("CoC"). The Adjudicating Authority also imposed a cost of Rs. 1 lakh on Ebix and extended the CIRP of the Corporate Debtor by 90 days to begin from 16th November 2019. The Adjudicating Authority directed the Resolution Professional to expedite the possibility of achieving resolution of the stressed assets within such extended period.

As a consequence of the Order dated 02 January 2020 passed by the Adjudicating Authority in third withdrawal application filed by Ebix (IA 1816 of 2019), the Adjudicating Authority dismissed the Plan Approval Application filed by the Resolution Professional vide its another order dated 3rd January 2020 ("Order dated 03 January 2020").

Thereafter, the Committee of Creditors of Educomp ("CoC") challenged the order dated 02 January 2020 passed by the Adjudicating Authority allowing the withdrawal before the Hon'ble National Company Law Appellate Tribunal ("NCLAT") on 28.01.2020 by way of an Appeal bearing number Company Appeal (AT) (Insolvency) No. 203 of 2020 ("First Appeal"). The First Appeal was listed for consideration before the NCLAT on 03.02.2020 wherein, the Appellate Tribunal was pleased to issue notice in the appeal and further stayed the operation of the order dated 2nd January 2020.

On 22nd June 2020, the CoC filed another Appeal i.e. Company Appeal (AT)(Ins) No. 587 of 2020 ("Second Appeal") before the NCLAT against the Order dated 3rd January 2020 passed by the Adjudicating Authority thereby dismissing the application of the RP seeking approval of the Resolution Plan filed by Ebix. It may be noted that the CoC gained the knowledge of the order dated 3rd January 2020 only during the hearing in the First Appeal and therefore, could not challenge the same at an earlier date.

The NCLAT allowed the First Appeal filed by the CoC vide its judgment dated 29th July 2020 and set aside the order dated 2nd January 2020 passed by the Adjudicating Authority inter alia holding that the Adjudicating Authority did not have the power to allow Ebix (RA) to withdraw its resolution plan after it was approved by the CoC.

Thereafter Ebix filed a Civil Appeal No. 3224 of 2020 ("Ebix Appeal/Appeal") before the Hon'ble Supreme Court of India ("Hon'ble Supreme Court") challenging the NCLAT Judgment dated 29.07.2020 passed in the First Appeal on the ground that (a) Ebix is not bound by the Resolution Plan until the same is approved by the Adjudicating Authority; (b) inordinate delay in approval of the application under Section 31 and (c) pending SFIO and CBI investigations into the affairs of Educomp called for withdrawal.

The Hon'ble Supreme Court was pleased to issue notice in the Ebix Appeal on 07th October 2020 and vide the same order stayed the proceedings under Second Appeal before the NCLAT. The question of law involved in Ebix's Appeal was "Whether the withdrawal of Resolution Plan is permitted after it has been approved by the CoC".

The Hon'ble Supreme Court after hearing the parties vide its judgment dated 13th September 2021 dismissed the Appeal on the ground that "The existing insolvency framework in India provides no scope for effecting further modifications or withdrawals of CoC-approved Resolution Plans, at the behest of the Successful Resolution Applicant, once the plan has been submitted to the Adjudicating Authority. The Hon'ble Court further held that "A submitted Resolution Plan is binding and irrevocable as between the CoC and the successful Resolution Applicant in terms of the provisions of the IBC and the CIRP Regulations."

Accordingly, the Hon'ble Supreme Court dismissed Ebix's Appeal.

Consequent to the Supreme Court's order the NCLT allowed the Second appeal, on 12th November 2021, dated against the NCLT Order dated 3rd January 2020, and immediately thereafter the certified copy of NCLAT order dated 12th November 2021 along with the certified copy of Hon'ble Supreme Court Order were filed with the Registry of the NCLT. However, despite filing of the said orders with the NCLT, the NCLT did not list the matter in time. Therefore, to escalate the matter an application for restoration was (RA 39 of 2021) filed. Finally, the RA 39 of 2021 came up before the NCLT on 3rd December 2021, where the Hon'ble NCLT remarked that 'it's a shame that this matter couldn't be taken up on its own' and vide its order dated 03rd December 2021 it was said that there was no requirement of filing restoration application, nevertheless this application has been filed in the deference of the Hon'ble Supreme Court and NCLT Order. The NCLT thereafter listed the Plan Approval Application for hearing on 22nd December 2021.

On 22nd December 2021, the matter was listed for hearing and part argument took place. The matter was then adjourned to 25th January 2022. However, before the matter could be taken up on the said adjourned date i.e., 25th January 2022, an application (IA 187 of 2022) Ex-Director's Application was filed by the Ex-Director- Mr Shantanu Prakash, also the promoter of Corporate Debtor, seeking direction from the NCLT to direct Resolution Professional to take action w.r.t the transaction which concerns the insolvency of Corporate Debtor's subsidiary based out of Singapore. This application is also listed on 01.06.2022 along with Resolution Professional's Plan Approval Application. However, the NCLT has not issued any notice in this application so far.

Thereafter, the application for plan approval was listed for 25th January 2022, but was simpliciter adjourned to 15th March 2022. Meanwhile, the Resolution Applicant filed another application IA 397/2022, which came up for hearing on 27th January 2022, and in the said application the Resolution Applicant sought certain information irrespective of

Information Memorandum from the Resolution Professional regarding the annual returns, financial statement and status of affairs of the Corporate Debtor. RP's Counsel opposed IA 397 of 2022 and also filed a reply to IA 397 of 2022.

On 14th February 2022, IA 397/2022 was listed before the NCLT, however, the reply filed by RP was not available on record. The NCLT on that date granted liberty to RA to file Rejoinder to IA 397 of 2022 and adjourned it to 28th February 2022. On 28th February 2022, IA 397 of 2022 got listed before the Special Bench, therefore, again it was adjourned to 08th March 2022 for it to be heard by the Regular Bench, matter was adjourned to 8th March 2022. The IA 397 of 2022 was finally taken up on 8th March 2022, where the RP Counsel opposed the application extensively and the same was dismissed on the ground of being premature.

On 11th April 2022, fresh application IA 1611 of 2022 was filed by the Resolution Applicant seeking issuance of a direction to the Resolution Professional to take steps to protect the assets owned by Corporate Debtor's Wholly Owned Subsidiary ("EPEL") attached by the Enforcement Directorate which was dismissed by the Adjudicating Authority the same day since the attached asset(s) were owned by EPEL and not the Corporate Debtor. The Adjudicating Authority adjourned the Plan Approval Application for hearing on 19 April 2022.

On 19th April 2022, the Adjudicating Authority directed the Resolution Professional to file the soft copy of the complete order sheets along with the list of dates of events in the form of an Additional Affidavit along with the soft copy of the Order(s) dated 02 January 2020 and 03rd January 2020 as also the judgments passed by the Hon'ble Supreme Court and Hon'ble NCLAT dated 12 November 2021. Thereafter, the matter was adjourned to 06 May 2022 for further hearing.

On 06 May 2022, the NCLAT heard the Co. Appeal (Ins.) No. 507 of 2022 filed by the Resolution Applicant challenging the order dated 08 March 2022 passed by the NCLT dismissing IA 397 of 2022. The NCLAT dismissed the appeal on the direction to RP that on the approval of the Resolution Plan, all of the required information which is available with the Resolution Professional shall be provided to the Resolution Applicant.

On 06 May 2022, the Plan Approval Application was also listed before the Adjudicating Authority for hearing, however, the same could not be taken up due to non-availability of Technical Member constituting the Bench hearing the matter. The matter was adjourned to 24.05.2022 accordingly.

Thereafter on 19 May 2022, Co. Appeal (Ins.) No. 550 of 2022 preferred by Resolution Applicant against order dated 11.04.2022 passed by NCLT in IA 1611 of 2022 was listed. The Hon'ble NCLAT pursuant to the submissions made by respective parties disposed of the appeal by directing the Resolution Professional to share the Provisional Attachment Order passed by Directorate of Enforcement with the Resolution Applicant.

On 24 May 2022, the Plan Approval Application was again listed for hearing before the Adjudicating Authority however, the matter could not be taken up due to non-availability of the Bench to hear the matter post the lunch hours. Accordingly, matter was adjourned to 01 June 2022.

On 01 June 2022, when the Plan Approval Application was taken up, the Judicial Member stated that since both him and the technical member constituting the present Bench are retiring in June 2022, all pending matters would only now be heard in the month of July. Accordingly, a short date of 08 July 2022 was given by the Registry for listing the Plan Approval Application.

It is pertinent to state that at present along with the pending Plan Approval Application, IA 187 of 2022 filed by suspended Director Mr. Shantanu Prakash is also pending adjudication before the Adjudicating Authority and would be listed on 08 July 2022 along with the Plan Approval Application.

1. FINANCIAL PERFORMANCE :

The highlights of the consolidated and standalone audited financial results for the year ended 31st March 2019 are as follows:

(Rs. in Million)

Particulars	Standalone		Consolidated	
	Audited		Audited	
	31.03.2019	31.03.2018	31.03.2019	31.03.2018
Total Income	225.05	719.77	229.01	1067.27
Expenditure	1,073.47	9,021.77	1245.89	24958.35
Finance Cost	31.88	462.10	48.85	1,372.23
Depreciation	114.36	147.77	790.55	306.58
Profit / Loss for the year before Exceptional Items & Tax	(994.66)	(8,911.87)	(1856.28)	(25569.89)
Share of profit/(loss) of associates (net of tax)	-	-	16.99	(9.78)
Exceptional Items	55.63	14,797.33	-	476.90
Tax Expense	-	-	-	19.81
Net Profit / (Loss) for the year after Tax	(1,050.29)	(23,709.20)	(1839.29)	(26056.57)

2. DIVIDEND AND TRANSFER TO RESERVE:

In view of losses incurred during the period under review, the Company does not recommend any dividend on the equity shares for the financial year ended as on March 31, 2019.

During the year under review, the Company has made no transfer to reserves.

3. OPERATING RESULTS AND BUSINESS:

On Standalone basis Company's total income stands at Rs. 225.05 million as on March 31, 2019 as compared to Rs. 719.77 million as on March 31, 2018, a decline of 68.73%. The loss before taxes is Rs. 1050.29 million as on March 31, 2019 as against loss before taxes of Rs. 23,709.20 million as on March 31, 2018.

On Consolidated basis Company's total income stands at Rs. **229.01** million as on March 31, 2019 as compared to Rs. 1067.27 million as on March 31, 2018, registering a decline of 78.54 %. The loss before tax and exceptional items stands at Rs. 1856.28 million as on March 31, 2019 as against loss of Rs. 25569.89 million as on March 31, 2018.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review detailing economic scenario and outlook, as stipulated under Schedule V of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("SEBI LODR Regulations") is presented in a separate section and forms integral part of this Report.

4. CHANGES IN CAPITAL STRUCTURE:

A. AUTHORIZED SHARE CAPITAL

Authorised Share Capital of the Company is Rs. 40,00,00,000/- (Rupees Forty Crores Only) divided into 20,00,00,000 (Twenty Crores) equity shares of Rs. 2/- (Rupees Two Only) each.

B. ISSUED AND PAID-UP SHARE CAPITAL

During the year under review, the Company has not issued and allotted any equity shares and the paid up share capital stood at Rs. 24,49,34,336/- consisting of 12,24,67,168 Equity Shares of the face value of Rs. 2/- each as on 31st March, 2019 and as on the date of report.

5. FOREIGN CURRENCY CONVERTIBLE BONDS

In Year 2012-13, the Company had raised US\$ 10 million, Zero Coupon Foreign Currency Convertible Bonds ("FCCB") for redemption of outstanding Zero Coupon Foreign Currency Convertible Bonds. The Bond holders, as per the agreement, have the option to convert these bonds into Equity Shares, at a price of Rs.188.62 per share within 5 years and 1 day from the date of disbursement. The FCCB are redeemable at a premium of 33.15 % on principal after 5 years and 1 day. The FCCB were raised for the purposes of redemption of earlier FCCB of the Company. As on March, 31, 2017 US\$ 10 million (previous year US\$ 10 million) FCCB were outstanding for conversion into equity shares of Rs. 2 each. The bonds were convertible latest by July 24, 2017. The Company was not able to redeem these FCCB and thus has defaulted on redemption. In this regard, please note that the Company is CIRP since May 30, 2017 and a moratorium period is in effect since 30th May 2017 wherein no judicial proceedings for recovery, enforcement of security interest, sale or transfer of assets, or termination of essential contracts can be instituted or continued against the Company.

6. SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES & EXTERNAL COMMERCIAL BORROWINGS

Non-Convertible Debentures

As on 31st March 2019, the Company has outstanding Secured Non-Convertible Debentures (NCDs) for an aggregate value of Rs. 45 Crores comprising 350, 13.5% Secured Non-Convertible Debentures (Listed on Bombay Stock exchange) of the face value of Rs.10,00,000/- each aggregating to Rs.35 Crores and 100, 13.25% Secured Non-Convertible Debentures of the face value of Rs.10,00,000/- each aggregating to Rs.10 Crores.

The debenture trustee of these debentures is Axis Trustee Services Limited having its registered office at Axis House, 2nd Floor, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai, Maharashtra-400025. Ph:-022-24255215/5216; email:-complaints@axistrustee.com; debenturetrustee@axistrustee.com.

The Company has defaulted on interest and redemption of these NCDs. In this regard, please note that the Company is under CIRP since May 30, 2017 and a moratorium period is in effect since 30th May 2017 wherein no judicial proceedings for recovery, enforcement of security interest, sale or transfer of assets, or termination of essential contracts can be instituted or continued against the Company.

External Commercial Borrowings

In Year 2012-13, the Company has raised US\$ 70 million through External Commercial Borrowing ("ECB") comprising US\$ 30 million from International Financial Corporation ("IFC") a member of the World Bank Group and US\$ 40 million from Société De Promotion Et De Participation Pour La Coopération Économique (PROPARCO), a French development financial institution. The ECB has a term of 8.5 years with a 3 years moratorium and the coupon rate is LIBOR + 4.5%. The ECB has been raised for purposes of redemption of existing FCCB. The said ECB is outstanding at the Financial Year ending on March 31, 2019. The Company has made a default in payment of interest and repayment of these ECBs. In this regard, please note that the Company is under CIRP from May 30, 2017 and a moratorium period is effective since 30th May 2017 wherein no judicial proceedings for recovery, enforcement of security interest, sale or transfer of assets, or termination of essential contracts can be instituted or continued against the Company.

7. MATERIAL CHANGES AND COMMITMENTS

Material Changes affecting the financial position of the Company which have occurred between the F.Y.2018-19 and the date of this report:

The Corporate Insolvency Resolution Process ("CIRP") against the Educomp Solutions Limited ("Corporate

Debtor) was initiated by the Hon'ble National Company Law Tribunal, Principal Bench at New Delhi (**"Adjudicating Authority"**) under Section 10 of the Code vide its order dated 30th May 2017. The Adjudicating Authority vide its order, appointed Dr. Sanjeev Aggarwal as the Interim Resolution Professional (**"IRP"**) to conduct the CIRP of the Corporate Debtor. Thereafter, in the third CoC Meeting held on 12th September 2017, the IRP was replaced and Mr. Mahender Kumar Khandelwal was appointed as the Resolution Professional (**"RP"**) to run the CIRP of the Corporate Debtor.

Subsequently, the RP published Expression of Interest (**"Eoi"**) \ inviting resolution plans for the revival and restructuring of the Corporate Debtor. Further to the issuance of the Eoi, the resolution plans were received from one Ebix Singapore Pte. Ltd. (**"Ebix"**) and one Boundary Holdings SARL SPF. Pursuant to the discussions and deliberations with the CoC, the Resolution plan submitted by the Ebix was put to vote. Ebix's resolution plan, in terms of Section 30(4) of the Code, was finally approved by the CoC with 75.35% majority voting share on 22nd February 2018 including vote of Chhattisgarh State Electricity Board (**"CSEB"**) whose vote was received subsequently due to a technical glitch. Pursuant thereto, the Resolution Professional submitted the Ebix's Resolution Plan for the approval of the Adjudicating Authority by way of an application under Section 30(6) and 31 of the Code (CA 195 of 2018) (**"Plan Approval Application"**).

Around July 2019, while the Plan Approval Application was pending adjudication before the Adjudicating Authority, Ebix filed its first application seeking withdrawal of the Resolution Plan on account of the purported inordinate delay in approval of resolution plan by the Adjudicating Authority, and ongoing investigations into the affairs of the Corporate Debtor. The said application was dismissed by the Adjudicating Authority. Thereafter, Ebix filed another withdrawal application in August 2019 on the similar cause of action. The second application was also dismissed by the Adjudicating Authority. However, the third withdrawal application filed by Ebix (IA 1816 of 2019) after having been heard at length on 25th November 2019 was allowed by the Adjudicating Authority vide its order dated 02nd January 2020 (**"2nd January Order"**). Thereby Ebix was permitted to withdraw its plan despite the same having been approved by the Committee of Creditors of Educomp (**"CoC"**). The Adjudicating Authority also imposed a cost of Rs. 1 lakh on Ebix and extended the CIRP of the Corporate Debtor by 90 days to begin from 16th November 2019. The Adjudicating Authority directed the Resolution Professional to expedite the possibility of achieving resolution of the stressed assets within such extended period.

As a consequence of the 2nd January Order passed by the Adjudicating Authority in third withdrawal application for filed by Ebix (IA 1816 of 2019), the Adjudicating Authority dismissed the Plan Approval Application filed by the Resolution Professional vide its further order dated 3rd January 2020.

Thereafter, the Committee of Creditors of Educomp (**"CoC"**) challenged the 2nd January Order passed by the Adjudicating Authority allowing the withdrawal before the National Company Law Appellate Tribunal (**"NCLAT"**) on 28.01.2020 by way of an Appeal bearing number Company Appeal (AT) (Insolvency) No. 203 of 2020 (**"First Appeal"**). The First Appeal was listed for consideration before the NCLAT on **03.02.2020** wherein, the Appellate Tribunal was pleased to issue notice in the appeal and further stayed the operation of the 2nd January order.

On 22nd June 2020, the CoC filed another Appeal i.e. Company Appeal (AT)(Ins) No. 587 of 2020 (**"Second Appeal"**) before the NCLAT against the 3rd January order passed by the Adjudicating Authority thereby dismissing the application of the RP seeking approval of the Resolution Plan filed by Ebix. It may be noted that the CoC gained the knowledge of the 3rd January order only during the hearing in the First Appeal and therefore, could not challenge the same at an earlier date.

The NCLAT allowed the First Appeal filed by the CoC vide its judgment dated 29th July 2020 and set aside the 2nd January order passed by the Adjudicating Authority *inter alia* holding that the Adjudicating Authority did not have the power to allow Ebix (RA) to withdraw its resolution plan after it was approved by the CoC.

Thereafter Ebix filed a Civil Appeal No. 3224 of 2020 (**"Ebix Appeal/Appeal"**) before the Hon'ble Supreme Court of India (**"Hon'ble Supreme Court"**) challenging the NCLAT Judgment dated 29.07.2020 passed in the First Appeal on

the ground that (a) Ebix is not bound by the Resolution Plan until the same is approved by the Adjudicating Authority; (b) inordinate delay in approval of the application under Section 31 and (c) pending SFIO and CBI investigations into the affairs of Educomp called for withdrawal.

The Hon'ble Supreme Court was pleased to issue notice in the Ebix Appeal on 07th October 2020 and vide the same order stayed the proceedings under Second Appeal before the NCLAT. The question of law involved in Ebix's Appeal was "*Whether the withdrawal of Resolution Plan is permitted after it has been approved by the CoC*".

The Hon'ble Supreme Court after hearing the parties vide its judgment dated 13th September 2021 dismissed the Appeal on the ground that "*The existing insolvency framework in India provides no scope for effecting further modifications or withdrawals of CoC-approved Resolution Plans, at the behest of the Successful Resolution Applicant, once the plan has been submitted to the Adjudicating Authority. The Hon'ble Court further held that "A submitted Resolution Plan is binding and irrevocable as between the CoC and the successful Resolution Applicant in terms of the provisions of the IBC and the CIRP Regulations."*

Accordingly, the Hon'ble Supreme Court dismissed Ebix's Appeal.

Consequent to the Supreme Court's order the NCLT allowed the Second appeal, on 12th November 2021, dated against the NCLT Order dated 3rd January 2020, and immediately thereafter the certified copy of NCLAT order dated 12th November 2021 along with the certified copy of Hon'ble Supreme Court Order were filed with the Registry of the NCLT. However, despite filing of the said orders with the NCLT, the NCLT did not list the matter in time. Therefore, to escalate the matter an application for restoration was (RA 39 of 2021) filed. Finally, the RA 39 of 2021 came up before the NCLT on 3rd December 2021, where the Hon'ble NCLT remarked that 'it's a shame that this matter couldn't be taken up on its own' and vide its order dated 03rd December 2021 it was said that there was no requirement of filing restoration application, nevertheless this application has been filed in the deference of the Hon'ble Supreme Court and NCLT Order. The NCLT thereafter listed the Plan Approval Application for hearing on 22nd December 2021.

On 22nd December 2021, the matter was listed for hearing and part argument took place. The matter was then adjourned to 25th January 2022. However, before the matter could be taken up on the said adjourned date i.e., 25th January 2022, an application (IA 187 of 2022) Ex-Director's Application was filed by the Ex-Director- Mr Shantanu Prakash, also the promoter of Corporate Debtor, seeking direction from the NCLT to direct Resolution Professional to take action w.r.t the transaction which concerns the insolvency of Corporate Debtor's subsidiary based out of Singapore. This application is also listed on 01.06.2022 along with Resolution Professional's Plan Approval Application. However, the NCLT has not issued any notice in this application so far.

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On 14th February 2022, IA 397/2022 was listed before the NCLT, however, the reply filed by RP was not available on record. The NCLT on that date granted liberty to RA to file Rejoinder to IA 397 of 2022 and adjourned it to 28th February 2022. On 28th February 2022, IA 397 of 2022 got listed before the Special Bench, therefore, again it was adjourned to 08th March 2022 for it to be heard by the Regular Bench, matter was adjourned to 8th March 2022. The IA 397 of 2022 was finally taken up on 8th March 2022, where the RP Counsel opposed the application extensively and the same was dismissed on the ground of being premature.

On 11th April 2022, fresh application IA 1611 of 2022 was filed by the Resolution Applicant seeking issuance of a direction to the Resolution Professional to take steps to protect the assets owned by Corporate Debtor's Wholly

Owned Subsidiary ("EPEL") attached by the Enforcement Directorate which was dismissed by the Adjudicating Authority the same day since the attached asset(s) were owned by EPEL and not the Corporate Debtor. The Adjudicating Authority adjourned the Plan Approval Application for hearing on 19 April 2022.

On 19th April 2022, the Adjudicating Authority directed the Resolution Professional to file the soft copy of the complete order sheets along with the list of dates of events in the form of an Additional Affidavit along with the soft copy of the Order(s) dated 02 January 2020 and 03rd January 2020 as also the judgments passed by the Hon'ble Supreme Court and Hon'ble NCLAT dated 12 November 2021. Thereafter, the matter was adjourned to 06 May 2022 for further hearing.

On 06 May 2022, the NCLAT heard the Co. Appeal (Ins.) No. 507 of 2022 filed by the Resolution Applicant challenging the order dated 08 March 2022 passed by the NCLT dismissing IA 397 of 2022. The NCLAT dismissed the appeal on the direction to RP that on the approval of the Resolution Plan, all of the required information which is available with the Resolution Professional shall be provided to the Resolution Applicant.

On 06 May 2022, the Plan Approval Application was also listed before the Adjudicating Authority for hearing, however, the same could not be taken up due to non-availability of Technical Member constituting the Bench hearing the matter. The matter was adjourned to 24.05.2022 accordingly.

Thereafter on 19 May 2022, Co. Appeal (Ins.) No. 550 of 2022 preferred by Resolution Applicant against order dated 11.04.2022 passed by NCLT in IA 1611 of 2022 was listed. The Hon'ble NCLAT pursuant to the submissions made by respective parties disposed of the appeal by directing the Resolution Professional to share the Provisional Attachment Order passed by Directorate of Enforcement with the Resolution Applicant.

On 24 May 2022, the Plan Approval Application was again listed for hearing before the Adjudicating Authority however, the matter could not be taken up due to non-availability of the Bench to hear the matter post the lunch hours. Accordingly, matter was adjourned to 01 June 2022.

On 01 June 2022, when the Plan Approval Application was taken up, the Judicial Member stated that since both him and the technical member constituting the present Bench are retiring in June 2022, all pending matters would only now be heard in the month of July. Accordingly, a short date of 08 July 2022 was given by the Registry for listing the Plan Approval Application.

It is pertinent to state that at present along with the pending Plan Approval Application, IA 187 of 2022 filed by suspended Director Mr. Shantanu Prakash is also pending adjudication before the Adjudicating Authority and would be listed on 08 July 2022 along with the Plan Approval Application.

Further, since the Company is under CIRP, as per Section 17 of the Code, from the date of appointment of the Resolution Professional:

- (a) the management of the affairs of the company shall vest in the Resolution Professional.
- (b) the powers of the Board of Directors of the company shall stand suspended and be exercised by the Resolution Professional.
- (c) the officers and managers of the company shall report to the resolution professional and provide access to such documents and records of the company as may be required by the Resolution Professional.
- (d) the financial institutions maintaining accounts of the company shall act on the instructions of the Resolution Professional in relating to such accounts furnish all information relating to the company available with them to the Resolution Professional.

The Company has received a letter dated October 12, 2018 from Serious Fraud Investigation Office ("SFIO"), Ministry of Corporate Affairs ("MCA"), Government of India, intimating the Company that the Ministry of Corporate Affairs has ordered an investigation into the affairs of the Company by the SFIO. The Company is providing the information as and when being sought by SFIO.

There was no proper composition of the Board and Key Managerial Personnel. Most of the senior employees and other staff had also resigned.

The Company has not complied with the various provisions of the Companies Act, 2013 and SEBI (LODR), 2015. Due to this reason the authorities have imposed penalties on the Company. The overall working of the Company has been affected.

CBI has registered an FIR on the Company and its directors and conducted a search at the premises of office of the Company at Educomp Towers, 514, Udyog Vihar, Phase-III, Gurgaon and several other locations of the Company on February 11, 2020. During the course of proceedings, a number of documents were taken in possession by CBI which were duly provided to them by the officials of the Corporate Debtor

8. EXTRACT OF ANNUAL RETURN

Pursuant to the provision of Section 92 (3) of the Companies Act, 2013, the extract of the Annual Return in **Form No. MGT-9** is presented in a separate section and is annexed herewith as "Annexure- I" to this report. Form No. **MGT-9** has been prepared on the basis of best efforts and information to the extent available.

9. PUBLIC DEPOSITS:

During the year, the Company has not accepted any deposits under the provisions of the Companies Act, 2013.

10. SUBSIDIARIES/ JOINT VENTURES/ ASSOCIATES

As on March 31, 2019, the Company had 5 foreign 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 where Group Management, on the basis of their assessment, has concluded that the Group no longer controls over these subsidiaries and

1) 1 Indian subsidiary namely Educomp Infrastructure & School Management Limited (EISML) and twenty-four of its step down subsidiaries (subsidiaries of EISML) based on the management's assessment of non-existence of the control over these entities by virtue of appointment of resolution professional consequent to initiation of corporate insolvency resolution process of EISML on April 25, 2018.

During the march 2019, the company have, prepared consolidated financial statements of the Company and all its subsidiaries and Associates except ,3 subsidiaries namely EduSmart Services Private Limited (ESSPL) (a subsidiary through potential voting rights), Educomp Asia Pacific Pte Limited. (EAPL), The Learning Internet Inc (L.com) and 1 step down subsidiary, Educomp Learning Hour Private Limited have filed for insolvency on June 27, 2017, June 30, 2017, June 30, 2017 and December 11, 2017 respectively consequent to which Resolution Professionals (RP) have been appointed in the respective companies and all the powers to direct the state of affairs of these companies rests with the respective RP's. Accordingly, by virtue of provisions of Ind AS 110 Consolidated Financial Statement, the Holding Company has lost its controlling power over the above mentioned subsidiaries and have not been consolidated in current year. Further, as per Ind AS110" Consolidated Financial Statements" ,Loss of Control accounting is required to be done on the date on which control is lost by the parent entity. Since the financials on the date of loss of control are not available with the management of the holding company, loss of control accounting in preparing these consolidated Ind AS financial statements has been done on the basis of last financials statements available for the year ended March 31, 2017.

Further, the report on the performance and financial position of each of the subsidiary, associate and joint venture and salient features of the financial statements in the prescribed Form AOC-1 is annexed to this report and marked as Annexure-II.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and financial statements of the subsidiary which is consolidated with the Company will be available on our website <http://www.educomp.com/content/investors-home>.

11. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

As on 31st March 2019, Board of Directors of Educomp Solutions Limited comprises of one Executive Director namely Mr. Vinod Kumar Dandona, Whole Time Director; one non-executive non independent director namely Mr. Shantanu Prakash and one non-executive Independent Director namely Mr. Vijay Kumar Chaudhary.

Mr. Ashish Mittal has resigned as Chief Financial Officer of the Company w.e.f May 30, 2018. Mr. Yogesh Saluja has resigned as Company Secretary and compliance officer of the Company w.e.f October 3, 2019. On May 05, 2021 the company has appointed Mr. Manoj Garg as Chief Financial Officer and Mr. Lakshay Vaid as Company Secretary of the Company. Moreover, as on date of the report, the Company does not have the Managing Director/CEO/WTD.

Board Evaluation

As specified the Company has been admitted to CIRP under Section 10 of the Code w.e.f 30th May 2017. Thereafter, in accordance with Section 17 of the Code, the powers of the Board stood suspended and be exercised by the Interim Resolution Professional until replaced by Resolution Professional. Accordingly, due to the suspension of the powers of the board no Board evaluation has been carried out during the year under review.

12. BOARD MEETINGS

On May 30, 2017, the Company has been admitted to CIRP under Section 10 of the Code. Thereafter, in accordance with Section 17 of the Code, the powers of the Board stood suspended and be exercised by the Interim Resolution Professional until replaced by Resolution Professional. Therefore, no board meeting was convened during the reporting period.

13. COMMITTEES TO THE BOARD OF DIRECTORS

The details regarding committees of the Board of Directors of the Company viz. composition, terms of reference, and other information, as required, have been provided in the Report on Corporate Governance which forms integral part of Annual Report.

14. INDEPENDENT DIRECTORS' DECLARATION

As specified above that w.e.f May 30, 2017 the Company has been admitted to CIRP under Section 10 of the Code. Thereafter, in accordance with Section 17 of the Code, the powers of the Board stood suspended and be exercised by the Interim Resolution Professional until replaced by Resolution Professional. Accordingly, the Company does not have the necessary declaration, for period under review, from the Independent Director as required in accordance with Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence as laid out in sub-section (6) of Section 149 of the Companies Act, 2013 read with Clause 16(1)(b) and 25 of the Listing Regulations, 2015.

15. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

Your Company has put in place a structured induction and familiarization programme for Independent Directors. The Company through such programme familiarizes Independent Directors with a brief background of the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model, operations of the Company, etc. Details on familiarization programme for Independent Directors is posted on the Company's website and can be accessed at <http://www.educomp.com/content/familiarisationprogramme>. No Familiarization program has been carried out by the company during the period under review as the company is under CIRP w.e.f. May 30, 2017.

16. NOMINATION AND REMUNERATION POLICY

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed nomination and

remuneration Policy for selection and appointment of Directors, Key Managerial Personnel and their remuneration as well as policy on the appointment and remuneration of other employees. The Remuneration Policy is stated in the Corporate Governance Report that forms part of this Annual Report.

17. DIRECTORS RESPONSIBILITY STATEMENT:

To the best of knowledge and beliefs and according to the information and explanations obtained by the RP of the Company, the RP makes the following statement in terms of Section 134(3)(c) of the Companies Act, 2013::

- a) That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) That the RP has selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit/loss of the Company for the period ended on March 31, 2017;
- c) That RP has taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) That the annual accounts have been prepared on a going concern basis; and
- e) that proper internal financial controls were laid down and that such internal financial controls are adequate and were operating effectively.
- f) That the RP has devised the proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

18. HUMAN RESOURCE MANAGEMENT:

The Company is having no new operations and servicing only to old customers and hence comprises of very limited staff. Educomp had total employee strength of 387 as on 31st March, 2019 as compared to 958 as on 31st March, 2018.

19. STATUTORY DISCLOSURES:

As specified above that w.e.f May 30th, 2017 the Company has been admitted to CIRP under Section 10 of the Code. Thereafter, in accordance with Section 17 of the Code, the powers of the Board stood suspended and be exercised by the Interim Resolution Professional until replaced by Resolution Professional. The Company does not have the written declaration, for period under review, in Form DIR-8 from all Directors as required under the provisions of Section 164(2) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014.

20. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company has the Corporate Social Responsibility (CSR) Committee and CSR Policy, as per the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules 2014. For other details regarding the CSR Committee, please refer to the corporate governance report, which forms part of this report. Further, the Annual Report on CSR Activities in format prescribed in Companies (Corporate Social responsibility) Rules, 2014 including the brief outline of the corporate social responsibility (CSR) policy of the Company annexed to this report Annexure III.

The Company has losses in the past periods and has no amount attributable to Corporate Social Responsibility as per the Companies Act and the company is currently undergoing Corporate Insolvency and Resolution Process, Hence, no expenses towards the Corporate Social Responsibility is required.

21. AUDITORS & AUDITORS' REPORT:

Haribhakti & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 103523W), who are the Statutory Auditors of the Company, hold office until the conclusion of the 25th (Twenty Fifth) Annual General Meeting (AGM). The Members of the Company at the 20th (Twentieth) AGM held on 29th September, 2014 approved the appointment of M/s Haribhakti & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 103523W) to audit the accounts of the Company for Five years commencing from the FY 2014-15 subject to ratification at every AGM held thereafter.

M/s Haribhakti & Co. LLP, Chartered Accountants, the existing statutory auditors of the Corporate Debtor ("Statutory Auditors") is not eligible to be re-appointed as a Statutory Auditors in accordance with the Section 139 of the Companies Act 2013, as it has completed its 2 (Two) terms. Hence, M/s Haribhakti & Co. LLP retires as the Statutory Auditors of the Company at the conclusion of 25th (Twenty Fifth) annual general meeting ("AGM") of the Company to be held for the FY 2018- 19.

Therefore, Corporate Debtor need to appoint new statutory auditor for the audit of FY 2019-20, 2020-21 and 2021-22.

It is to be noted that Committee of Creditors has power to appoint the statutory auditor of the Corporate Debtor and its through Committee of Creditors' approval only that the appointment can be done. Further, under Insolvency and Bankruptcy Code, 2016 ("Code"), the Resolution Professional, during the CIRP, cannot make changes in the appointment or terms of contract of statutory auditors or internal auditors of the Corporate Debtor without the prior approval of the Committee of Creditors of the Corporate Debtor.

In view of above, subject to the approval of the members of the Company, the Members of the Committee of Creditors approved the appointment of M/s Saxsena & Saxsena, Chartered Accountants as Statutory Auditors of the Company for the FY 2019-20; 2020-21 and 2021-22 by 73.09 per cent of voting share of the financial creditors on the recommendation of the Resolution Professional in the 25th CoC meeting held on 31st May, 2022.

The Company has received consent letter and eligibility certificate from M/s. Saxsena & Saxsena, Chartered Accountants of the Company, along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act 2013 and the rules made thereunder.

Audit Observations and management response

FY 2018-19

S. No.	Audit Observation	Our Remarks
1.	As mentioned in note 3.2 to the Standalone Ind AS Financial Statements, the Management did not conduct physical verification of Property, plant and equipment at certain locations having a net carrying value of Rs. 11.08 million as at March 31, 2019. 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, 2019 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.	The management has physically verified the fixed assets lying only at Corporate Office location Gurgaon on October 23, 2020. The offices at other locations of the company have been shut down due to liquidity and business constraints and the assets lying at these locations, carrying value of Rs. 11.08 million, have been shifted to the warehouse at Mahipalpur (New Delhi) and Chennai which could not be physically verified during the year.

S. No.	Audit Observation	Our Remarks
2.	The Company has not evaluated impairment on its Knowledge Based Content (Other Intangible Assets) having a net block of Rs. 28.91 million (Gross block Rs. 831.85 million, net of accumulated amortization and impairment of Rs. 802.94 million) as at March 31, 2019. In absence of such assessment, we are unable to comment upon the appropriateness of the carrying amount of such asset as at March 31, 2019 and possible impact of the same on the loss for the year ended on that date and on the equity as on that date.	The Company has policy to amortized Knowledge Based Content over the period of four year and its unamortized value of Rs. 28.91 million as at March, 31, 2019. It is the revenue generating assets and the company has continue generating revenue from its.
3.	As regards trade receivable amounting Rs. 2,261.41 million (net of accumulated loss allowance of Rs. 13,840.65 million) as on March 31, 2019, the management is of the view that the same are good and fully recoverable in due course and hence no further loss allowance is required. Out of the above, trade receivables only to the extent of Rs. 294.25 million have subsequently been realized by the Company till September 30, 2021. In absence of appropriate audit evidences including balance confirmations, correspondences from parties and details of subsequent realization post September 30, 2021, we are unable to comment on the recoverability of balance outstanding trade receivables of Rs. 1,967.16million and the possible impact of the same on the loss for the year ended March 31, 2019 and on the equity as on that date.	The Provision has been created on smartclass customers against whom legal action has been initiated and on remaining Customers including ICT (Govt. customers) and retail customers on case to case basis. We are regularly collecting money from these customers. The receivables of Rs. 2,250.61 million are good and recoverable. However due to company being in IBC the auditor had given is qualified opinion. The fact that an amount of Rs. 311 million has been recovered upto March 31, 2022 from these receivables demonstrates that the receivables are good and recoverable. The balance receivables will we collected in the next two years subject to the company keeping their servicing commitments with the customers under these contracts.
4.	As mentioned in Note 25.2 to the Standalone Ind AS Financial Statements, the Company 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 25.2 to the Standalone Ind AS Financial Statements, we have not been provided with any underlying workings of such loss rate computed by the Company. Further, the Company has not taken effect of aforesaid loss rate in computation of impairment loss allowance, if any on trade	<p>The Company following the provisioning method based on the legal recovery status initiated against the customer. Historically we are following norms as under.</p> <ol style="list-style-type: none"> 1. For the cases closed/ cancelled 100% provision. 2. For the cases arbitration award passed in our favour 60% provision. 3. For the cases under arbitration (award not yet passed) 100% provision. <p>The same clarified in note # 25.2 of our Financial Statement.</p>

S. No.	Audit Observation	Our Remarks
	As mentioned in Note 25.2 to the Standalone Ind AS Financial Statements, the Company 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 25.2 to the Standalone Ind AS Financial Statements, we	The Company following the provisioning method based on the legal recovery status initiated against the customer. Historically we are following norms as under. 1. For the cases closed/ cancelled 100%
3.	We have neither got the direct confirmations nor provided with the statements for borrowings from banks and financial institutions amounting to Rs. 11,928.44 million as at March 31, 2019. In absence of sufficient appropriate audit evidence, we are unable to determine any possible impact thereof on the loss for the year ended 31 March 2019 and on the balance of borrowings and equity as at March 31, 2019.	All the loan accounts with lenders were NPA and lenders did not share loan statements with the Company. As audit procedure auditor had sent letters to confirm the balance of loan but lenders hadn't provided balance confirmation. Since the company admitted in IBC on May 30, 2017, lenders had filed their claims. After that date no communication are provided by lenders.
5.	We have neither got the direct confirmations nor provided with the statements for borrowings from banks and financial institutions amounting to Rs. 11,928.44 million as at March 31, 2019. In absence of sufficient appropriate audit evidence, we are unable to determine any possible impact thereof on the loss for the year ended 31 March 2019 and on the balance of borrowings and equity as at March 31, 2019.	All the loan accounts with lenders were NPA and lenders did not share loan statements with the Company. As audit procedure auditor had sent letters to confirm the balance of loan but lenders hadn't provided balance confirmation. Since the company admitted in IBC on May 30, 2017, lenders had filed their claims. After that date no communication are provided by lenders.
6.	Balance in borrowings account amounting Rs. 1,003.99 million (other than those mentioned in paragraph '5' above) as at March 31, 2019 is subject to direct confirmations. Further, in case of borrowings amounting to Rs. 11,594.77 million wherein we have received confirmations, there are differences amounting Rs. 104.83 million (short in books of accounts) between the amounts reported in the confirmations received and the amounts recorded in the Standalone Ind AS Financial Statements. In absence of reconciliations and other alternative audit evidences, we are unable to comment on any possible impact thereof on the loss for the year ended March 31, 2019 and balance of such borrowings and equity as on that date.	As audit procedure auditor had sent letters to confirm the balance of loan accounts but bankers hadn't provided balance confirmation. Since the company admitted in IBC on May 30, 2017, lenders had filed their claims. After that date no communication are provided by lenders. In some of the cases where the lenders provided the confirmation directly to the auditors without complete loan statement, we are unable to reconcile and comment upon the difference in balance as per books and balance as per confirmations.

S. No.	Audit Observation	Our Remarks
7.	As mentioned in note 12.4 to the Standalone Ind AS Financial Statements, the 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. 2,813.66 million for the year and Rs.4,981.49 million till March 31, 2019. This has resulted in understatement of financial liabilities by Rs. 4,981.49 million as at March 31, 2019; understatement of loss for the year by Rs. 2,813.66 million and overstatement of equity by Rs. 4,981.49 million as on that date.	Post CRP admission, financial creditors has filed their claims which are crystallized and admitted claims are already filed with NCLT post approval of resolution plan by COC. Since post admission of claim no liability can accrue on account of interest, therefore same is not provided.
8.	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 year ended March 31, 2019 and on the balance of borrowings and equity as on that date	In FY 17 the Company has requested to all its lenders to waive penal interest as company is facing liquidity crunch and not able to generate adequate cash flows to meet its normal debt obligation. Hence company has not computed and provided for penal interest. Post CRP admission, financial creditors has filed their claims which are crystallized and admitted claims are already filed with NCLT post approval of resolution plan by COC. Since post admission of claim no liability can accrue on account of interest, therefore same is not provided.
9.	As disclosed in Note 29 to the Standalone Ind AS Financial Statements, financial guarantees aggregating Rs. 11,621.69 were issued 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	As per the Insolvency Code, the RP has received, verified and admitted the claims submitted by the creditors (Operational and Financial), employees and workmen of the Company till the approval of resolution plan by the CoC. The RP has received claims of Rs. 31,378.12 millions, verified and admitted claims of Rs. 30,437.72 millions and claims of Rs. 940.41 millions not admitted by RP. These claims have been taken into cognizance by CoC in its 12 th meeting held on February 17, 2018, while approving the Resolution Plan of the Company. As represented by the Management/RP, pending approval of the Resolution Plan by Hon'ble NCLT, a reconciliation of the admitted claims vis-à-vis liabilities outstanding as at March 31, 2019 has not been prepared and any impact thereof has not been considered in the preparation of these Standalone Ind AS Financial Statements as at and for the year ended March 31, 2019.

S. No.	Audit Observation	Our Remarks
10.	As disclosed in Note 29 to the Standalone Ind AS Financial Statements, financial guarantees aggregating Rs. 11,621.69 were issued to banks on behalf of its subsidiaries. As per Ind AS 109 “Financial Instruments”, the said financial	It is technical qualification on adoption of Ind AS and the liability against corporate guarantees provided by the company towards borrowings of subsidiaries shall only be crystallized upon default and invocation by the lenders. It doesn’t have any impact on profit and loss account of the company. Financial guarantees are part of the claims submitted by the lenders, so no provision made.
11.	As explained in Note 35 to the Standalone Ind AS Financial Statements 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.	<p>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.</p> <p>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. Further the company had not paid any remuneration to whole time directors after June 30, 2015.</p>
12.	As disclosed in Note 39 to the Standalone Ind AS Financial Statements, 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 have been requested by them	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

S. No.	Audit Observation	Our Remarks
	As disclosed in Note 39 to the Standalone Ind AS Financial Statements, 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 have 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	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
13.	said Authorities till the date of signing this report. As disclosed in Note 40 to the Standalone Ind AS Financial Statements, the Company did not have any internal audit conducted during the year as required under section 138 of the Act. The impact of the non-compliance on the accompanying Standalone Ind AS Financial Statements is presently not ascertainable.	Due to the limited bandwidth the Company has not carried out any internal audit during the year as required under sections 138 of the Act.
14.	As disclosed in Note 41 to the Standalone Ind AS Financial Statements, the Company did not have a full time company secretary as on the date of approval of these Standalone Ind AS Financial Statements. Consequently, these standalone Ind AS Financial Statements could not be authenticated by a company secretary ensuring compliance with all applicable provisions of the Act. Also, the impact of this non-compliances on the accompanying Standalone Ind AS Financial Statements is presently not ascertainable.	The Company did not have the Chief Financial Officer (CFO) for the FY 18-19. However the company has appointed recently CFO for the FY 20-21 onwards.
15.	As disclosed in Note 42 to the Standalone Ind AS Financial Statements, these Standalone 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 Standalone Ind AS Financial Statements is presently not ascertainable.	The Company did not have the Chief Financial Officer (CFO) for the FY 18-19. However the company has appointed recently CFO for the FY 20-21 onwards.
16.	As disclosed in Note 43 to the Standalone Ind AS Financial Statements, 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 Standalone Ind AS Financial Statements is presently not ascertainable.	As the company is under IBC, we don't have control and information regarding foreign subsidiary companies to comply the RBI requirement. Further regular compliances are made based on available information. Similarly SEBI and ROC compliances are not complied with due to non finalization of audited accounts.

22. Secretarial Auditor & Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company appointed M/s. Ankit Bisht & Co., Company Secretaries, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year 2018-19. The Report of the Secretarial Auditor is annexed herewith as Annexure- IV.

MANAGEMENT RESPONSE TO THE OBSERVATIONS IN THE SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDING 31st MARCH 2019:-

With reference to observations provided by the Secretarial Auditor, please note that the observations are related to the non-compliances under the Companies Act, 2013 and SEBI regulations. As the members are aware that the Company is under CIRP and most of the officials of the company including the top management has left. The Company is making its best efforts to make all compliances under all applicable laws to the extent possible.

23. Cost Auditor and Cost Audit Report

As per Section 148 of the Companies Act, 2013, the Company is required to have the audit of its cost records conducted by a Cost Accountant in practice. In this connection, the Company appointed M/s Ahuja Sunny & Co., Cost Accountant, as the Auditor of the Cost records of the Company for the year ending 31st March, 2019. Further, as specified above, as the powers of the board stood suspended and be exercised by the Interim Resolution Professional until replaced by Resolution Professional. The Resolution professional further approved the appointment of M/s Ahuja Sunny & Co., Cost Accountant, as the cost auditors of the Company for the year ending 31st March, 2019, at a remuneration, subject to approval and ratification by the shareholders, of Rs. 40,000 (Rupees Forty Thousand Only) plus out of pocket expenses.

The cost audit report of M/s Ahuja Sunny & Co., Cost Accountant, for the financial year 2018-19 does not contains any adverse qualification or remarks.

24. SHARE REGISTRATION ACTIVITY:

The Company has appointed "LINK INTIME INDIA PRIVATE LIMITED" a category-I Registrar and Share Transfer Agent reregistered with Securities and Exchange Board of India (SEBI) to handle the work related to Share Registry.

25. VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to Section 177 of the Companies Act, 2013 and Regulation 22 of the Listing Regulations, 2015, the Company has a Vigil Mechanism Policy/ Whistle Blower Policy to deal with instance of unethical practices, fraud and mismanagement or gross misconduct by the employees of the Company, if any, that can lead to financial loss or reputational risk to the organization. The details of the vigil mechanism Policy/ Whistle Blower Policy are explained in the Corporate Governance Report and also posted on the website of the Company. It can be accessed on the following link <http://www.educomp.com/content/policies>.

26. RISK MANAGEMENT COMMITTEE AND RISK MANAGEMENT POLICY

Like any other business, the Company too is exposed to various uncertainties and risks such as changing customer preferences and behavior, competition and economic uncertainties. Thus, with the objective of assessing and addressing such business risks and their prioritization on regular basis, a comprehensive risk management policy has been put in place, which describes the scope, objectives, processes as well as roles and responsibilities of various functions in risk management.

By way of a systematic risk assessment process, a detailed enterprise risk identification exercise is carried out every year; and risks are evaluated for their likelihood of materialization, potential impact and mitigation efforts. Management has assigned ownership of key risks to various risk owners who are responsible to monitor and review these risks from time to time, and plan for their mitigation measures. Your Company's Risk Management Policy is backed by strong internal control systems. The risk management framework consists of policies and procedures framed at management level and strictly adhered to and monitored at all levels. The framework also

defines the risk management approach across the enterprise at various levels. Risk management is embedded in our critical business activities, functions and processes. The risks are reviewed for change in the nature and extent of the major risks identified since the last assessment. It also provides control measures for risk and future action plans.

In terms of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 the Company is not required to form Risk Management Committee.

As specified above the Company is present under CIRP w.e.f May 30, 2017 and all the powers of the management are vested to the Interim Resolution Professional followed by the Resolution Professional. Resolution Professional, in accordance with the provisions of the code, is performing his best to mitigate the all risk associated with the company.

27. RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. Audit Committee Policy is also uploaded on the website of the Company & can be accessed on <http://www.educomp.com/content/policies>.

Since all related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business and there was no material related party transactions entered into by the Company during the financial year, accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not required.

The details of the transactions with related parties are provided in the notes to accompanying standalone financial statements.

28. CONSOLIDATED FINANCIAL STATEMENTS:

As required under the Companies Act, 2013 and also under the Listing Regulations, 2015 we have, prepared consolidated financial statements of the Company and all its subsidiaries and Associates except during the year ended March 31, 2018, 3 subsidiaries namely EduSmart Services Private Limited (ESSPL) (a subsidiary through potential voting rights), Educomp Asia Pacific Pte Limited. (EAPL), The Learning Internet Inc (L.com) and 1 step down subsidiary, Educomp Learning Hour Private Limited have filed for insolvency on June 27, 2017, June 30, 2017, June 30, 2017 and December 11, 2017 respectively consequent to which Resolution Professionals (RP) have been appointed in the respective companies and all the powers to direct the state of affairs of these companies rests with the respective RP's. Accordingly, by virtue of provisions of Ind AS 110 Consolidated Financial Statement, the Holding Company has lost its controlling power over the above mentioned subsidiaries and have not been consolidated in current year. Further, as per Ind AS 110 "Consolidated Financial Statements", Loss of Control accounting is required to be done on the date on which control is lost by the parent entity. Since the financials on the date of loss of control are not available with the management of the holding company, loss of control accounting in preparing these consolidated Ind AS financial statements has been done on the basis of last financial statements available for the year ended March 31, 2017.

Further, during the previous year ended March 31, 2017, the holding company had total investment of 41.82% in Joint venture namely Educomp Raffles Higher Education Limited (ERHEL), through two of its wholly owned subsidiaries i.e. 41.17% through Educomp Asia Pacific Pte Ltd. (EAPL) and 0.65% through Educomp Professional Education Limited (EPEL). During current year, the High Court of the Republic of Singapore, on the grounds of insolvency, vide its order dated June 30, 2017 has passed an order of compulsory winding up against EAPL pursuant to which liquidators have been appointed in EAPL. Hence, by virtue of Ind AS 110 "Consolidated Financial Statements" the holding company has lost its controlling power over EAPL leading to loss of significant influence in ERHEL as the investment of the Holding company in ERHEL has reduced to 0.65% from 41.82% during the year. Accordingly, ERHEL has ceased to be a Joint venture of the Holding Company as at March 31, 2018 and hence the same has been disclosed as an investment in others.

The audited consolidated financial statements together with Auditor's Report form part of this Annual Report.

29. LISTING OF SHARES:

The Equity Shares of your Company are listed on National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE). The Listing fee for the financial year 2018-19 has already been paid to BSE and NSE.

30. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars are prescribed under section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014 regarding the energy conservation, technology absorption and foreign exchange earnings and outgo are set out in 'Annexure – V' attached to this report.

31. RATINGS, AWARDS, ACHIEVEMENTS & RECOGNITIONS:

As specified above the Company is present under CIRP w.e.f May 30, 2017 and all the powers of the management are vested to the Interim Resolution Professional followed by the Resolution Professional. The Company has not carried out any rating during the period under review. So we are reproducing the last ratings as allocated to the company.

Ratings

Credit Analysis & Research Ltd, or CARE, has assigned the following ratings in relation to our long term and short term financing facilities:

Bank facilities: 'CARE D' (Single D) to our bank facilities aggregating to Rs. 1921.80 Crore.

Receivable assignment facilities: 'CARE D' (Single D) to our Receivable Assignment facilities, aggregating to Rs. 404.08 Crore.

Non-Convertible Debentures (NCDs): 'CARE D' (Single D) to our Non- Convertible Debenture issuance of Rs. 45 crore.

32. CORPORATE GOVERNANCE

A detailed report on Corporate Governance along with the Certificate from M/s P.C. Jain & Co., Company Secretaries, confirming compliance with conditions of Corporate Governance as stipulated under Part C of Schedule V of the Listing Regulations, 2015 are annexed and forms part of this Annual Report.

33. CODE OF CONDUCT:

As per the Listing Regulations, 2015, the Board of the Company has laid down Code of Conduct for all the Board members of the Company and Senior Management Personnel as well and the same has been posted on Website of the Company which can be access by the following link <http://www.educomp.com/content/code-conduct>.

34. NOTES TO ACCOUNTS:

They are self-explanatory and do not require any explanations.

35. INTERNAL FINANCIAL CONTROLS AND INTERNAL CONTROL SYSTEM

The Company has established Internal Financial Control System for ensuring the orderly and efficient conduct of the business including adherence to Company's Policies, the safeguarding of assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable Financial Statements.

As specified above the Company is present under CIRP w.e.f May 30, 2017 and all the powers of the management are vested to the Interim Resolution Professional followed by the Resolution Professional. Resolution Professional, in accordance with the provisions of the code, is performing his best to mitigate the all risk associated with the company along with the internal financial control and internal control system.

36. PARTICULARS OF EMPLOYEES:

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed to this report and Marked as Annexure VI

Further, the disclosure pursuant to Section 197(14) of the Companies Act, 2013 in respect of remuneration or commission received from any holding or subsidiary company of the company by any Managing Director or Whole Time Director who is also in receipt of commission from that company is not available with the company.

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any statutory modification or amendment in these Rules, a statement showing the name of top ten employees in terms of Remuneration drawn forms part of the Report and annexed to this report and marked as Annexure VII. Further, there was no employee in the Company who drawn the remuneration in excess of the limits set out in the said Rules. Therefore, the disclosure for the same is not required.

37. EMPLOYEES STOCK OPTION SCHEMES (ESOPs)

The Nomination and Remuneration Committee of the Board of Directors of the Company, inter alia, administers and monitors the Employees' Stock Option Schemes of the Company in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (erstwhile Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999) hereinafter referred as the "SEBI Guidelines".

The Details as required under the SEBI Guidelines, for Employees' Stock Option Schemes have been uploaded on the website of the Company and can be accessed through the link <http://www.educomp.com/content/employee-stock-option-schemes>. There is no material change in the ESOP schemes of the Company during the year.

38. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The particulars of loans, guarantees given, security provided and investments made during the year as per Section 186 of the Companies Act, 2013 form part of the notes and schedules of the Financial Statements provided in this Annual Report.

39. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS OR TRIBUNAL

Please refer point no. 7 - Material Changes and Comments of this report.

40. DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance towards sexual harassment at the workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder.

The detailed disclosure, as required, have been provided in the Report on Corporate Governance which forms integral part of Annual Report.

Note: The Company is undergoing CIRP and the powers of Board are suspended. Hence this report has been initiated by RP in order to meet the compliance.

Date : 25.07.2022

Place : New Delhi

For **Educomp Solutions Limited**
(Under CIRP)

Sd/-
Mahender Khandelwal
Resolution Professional
Taken on record

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

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i)	CIN	L74999DL1994PLC061353
ii)	Registration Date	07 th September, 1994
iii)	Name of the Company	Educomp Solutions Limited (Under CIRP)
iv)	Category / Sub-Category of the Company	Company Limited by Shares / Indian Non-Government Company
v)	Address of the Registered office and contact details	1211, Padma Tower – I, 5 Rajendra Place, New Delhi-110008 TEL: 91-11-25755920 Fax: 91-11-25766775 Email: investor.services@educomp.com Website: www.educomp.com
vi)	Whether listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited Link Intime India Pvt. Ltd 44, Community Centre, Phase-I, Near PVR, Naraina Ind. Area, New Delhi – 110028 TEL: 011-41410592-94 Fax: 011-41410591 Email: delhi@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Educational Support Services	85500*	100%

*As per National Industrial Classification 2008

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III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Wheatstone Productions Private Limited No.71/5 IV Main Road, Chennai-600004, Tamil Nadu	U52599TN1998PTC041563	Subsidiary	51.00	2(87)(ii)
2	Eduomatics Corporation Inc., USA 5701 W. Slaughter LN Suite A130-400, Austin TX 78749	Foreign Company	Subsidiary	100	2(87)(ii)
3	Educomp Learning Private Limited CornicheAllatheef, NO. 25, Cunningham Road, Banglore, Karnataka-560001	U72900KA2003PTC032674	Subsidiary	51.00	2(87)(ii)
4	Educomp Infrastructure & School Management Limited 514, UdyogVihar, Phase-III, Gurgaon, Haryana – 122001	U70104HR2006PLC045915	Subsidiary	83.61	2(87)(ii)
5	Educomp School Management Limited 1211 Padma Tower 1, L 5, Rajendra Place New Delhi-110008	U80103DL2006PLC153405	Subsidiary	68.35	2(87)(ii)
6	ELHPL Private Limited**(Formerly known asEducomp Learning Hour Private Limited) Second Floor, Kamal Theatre Building, Safdarjung Enclave, New Delhi-110029	U72200DL2005PTC142030	Subsidiary	95.15	2(87)(ii)
7	Educomp Asia Pacific Pte. Ltd.**, 8 Shenton Way #47-01, AXA tower, Singapore (068811)	Foreign Company	Subsidiary	100	2(87)(ii)
8	Educomp Software Limited 1210, Padma Tower 1, 5, Rajendra Place New Delhi-110008	U72900DL2007PLC171509	Subsidiary	95.15	2(87)(ii)
9	Educomp Infrastructure Services Private Limited 1211, Padma Tower 1, 5, Rajendra Place New Delhi-110008	U45400DL2008PTC174712	Subsidiary	83.61	2(87)(ii)
10	Educomp Professional Education Limited 514, UdyogVihar, Phase-III, Gurgaon, Haryana – 122001	U80300HR2008PLC037672	Subsidiary	100	2(87)(ii)

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11	Learning Internet Inc., U.S.A. 1620 SW Taylor Street Suite 100Portland, Oregon 97205	Foreign Company	Subsidiary	56.85	2(87)(ii)
12	Educomp APAC Services Ltd., BVI	Foreign Company	Subsidiary	83.61	2(87)(ii)
	ATC Trustees (BVI) Limited, 2nd Floor, Abbott Building, Road Town, Tortola, British Virgin Islands				
13	Savica Inc., Canada 110 Fourth Avenue, Courtice, Ontario, Canada	Foreign Company	Subsidiary	79.55	2(87)(ii)
14	Educomp Online Supplemental Service Limited 1211, Padma Tower 1, 5, Rajendra Place New Delhi-110008	U80301DL2010PLC200323	Subsidiary	95.15	2(87)(ii)
15	Educomp Intelliprop Ventures Pte. Ltd., Singapore (Formerly Educomp Intelprop Ventures Pte. Ltd.) 8 Shenton Way,,#47-01, AXA tower, Singapore (068811)	Foreign Company	Subsidiary	100	2(87)(ii)
16	Educomp Investment Management Limited 1211, Padma Tower 1, 5, Rajendra Place New Delhi-110008	U74140DL2010PLC206434	Subsidiary	100	2(87)(ii)
17	Falcate Builders Private Limited 1211, Padma Tower 1, 5, Rajendra Place New Delhi-110008	U80100DL2007PTC159420	Subsidiary	83.43	2(87)(ii)
18	Newzone Infrastructure Private Limited 1211, Padma Tower 1, 5, Rajendra Place New Delhi-110008	U80100DL2007PTC159532	Subsidiary	83.31	2(87)(ii)
19	RockstrongInfratech Private Limited 1211, Padma Tower 1, 5, Rajendra Place New Delhi-110008	U80100DL2007PTC159426	Subsidiary	83.38	2(87)(ii)
20	Reverie Infratech Private Limited 1211, Padma Tower 1, 5, Rajendra Place New Delhi-110008	U80100DL2007PTC159846	Subsidiary	83.42	2(87)(ii)
21	Herold Infra Private Limited 1211, Padma Tower 1, 5, Rajendra Place New Delhi-110008	U80100DL2007PTC159533	Subsidiary	83.44	2(87)(ii)
22	Growzone Infrastructure Private Limited 1211, Padma Tower 1, 5, Rajendra Place New Delhi-110008	U80100DL2007PTC159428	Subsidiary	83.42	2(87)(ii)

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23	Hidream Constructions Private Limited L-74, Mahipalpur Extension New Delhi-110037	U80100DL2007PTC159764	Subsidiary	83.44	2(87)(ii)
24	Leading Edge Infratech Private Limited 1211, Padma Tower 1, 5, Rajendra Place New Delhi-110008	U80100DL2007PTC159595	Subsidiary	83.34	2(87)(ii)
25	Strotech Infrastructure Private Limited 1211, Padma Tower 1, 5, Rajendra Place New Delhi-110008	U80100DL2007PTC159419	Subsidiary	83.44	2(87)(ii)
26	Markus Infrastructure Private Limited 1211, Padma Tower 1, 5, Rajendra Place New Delhi-110008	U80100DL2007PTC159417	Subsidiary	83.41	2(87)(ii)
27	Orlando Builders Private Limited L-74, Mahipalpur Extension New Delhi-110037	U80100DL2007PTC159418	Subsidiary	83.53	2(87)(ii)
28	Crosshome Developers Private Limited L-74, Mahipalpur Extension New Delhi-110037	U80100DL2007PTC160056	Subsidiary	83.33	2(87)(ii)
29	Good Luck Structure Private Limited 1211, Padma Tower 1, 5, Rajendra Place New Delhi-110008	U80100DL2007PTC159526	Subsidiary	83.24	2(87)(ii)
30	Evergreen Realtech Private Limited L-74, Mahipalpur Extension New Delhi-110037	U80100DL2010PTC197529	Subsidiary	83.29	2(87)(ii)
31	Zeta Buildcon Private Limited 1211, Padma Tower 1, 5, Rajendra Place New Delhi-110008	U80100DL2010PTC197552	Subsidiary	83.44	2(87)(ii)
32	Omega Infrastructure Private Limited L-74, Mahipalpur Extension New Delhi-110037	U80100DL2009PTC197133	Subsidiary	83.37	2(87)(ii)
33	GriderInfratech Private Limited L-74, Mahipalpur Extension New Delhi-110037	U80100DL2010PTC197525	Subsidiary	83.41	2(87)(ii)
34	Boston Realtech Private Limited 1211, Padma Tower 1, 5, Rajendra Place New Delhi-110008	U80100DL2009PTC197514	Subsidiary	83.31	2(87)(ii)

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35	Modzex Infrastructure Private Limited L-74, Mahipalpur Extension New Delhi-110037	U80100DL2007PTC159888	Subsidiary	83.27	2(87)(ii)
36	Virtual Buildtech Private Limited 1211, Padma Tower 1, 5, Rajendra Place New Delhi-110008	U80100DL2007PTC159525	Subsidiary	83.21	2(87)(ii)
37	Laservision Estates Private Limited 1211, Padma Tower 1, 5, Rajendra Place New Delhi-110008	U80100DL2010PTC197531	Subsidiary	83.26	2(87)(ii)
38	Knowledge Vistas Limited 2nd Floor, Unit No. 9, Corporate Park V. N. Purva Marg, Chembur Mumbai Mumbai City MH 400071	U80301MH2009PLC190552	Subsidiary	40.31	2(87)(ii)
39	Educomp Global Holding WLL A1 MatrookBuildingRoad 1705, Diplomatic Area P.O Box 11522, Manama 317 Kingdom of Bahrain	Foreign Company	Subsidiary	100	2(87)(ii)
40	Educomp Global FZE. PO Box: 16111,RAS AL KHAIMAH United Arab Emirates	Foreign Company	Subsidiary	100	2(87)(ii)
41	Edu Smart Services Private Limited** 2L-2nd Floor, Gopala Tower, Rajendra Place, 25, New Delhi 110008	U80902DL2009PTC191840	Subsidiary	*	2(87)(ii)
42	Little Millennium Education Private Limited(Formerly known as Educomp Child Care Private Limited) 502-506, M3M Cosmopolitan, Golf Course Extn Road, Sector-66 Gurgaon-122001	U80100HR2008PTC045934	Associate	48.29	2(6)

* one of the Subsidiary of the Company. The Company holds 5% Cumulative Compulsorily Convertible Preference Shares in Edu Smart Services Private Limited. Therefore, M/s Edu Smart Services Private Limited is considered as the Subsidiary of Educomp Solutions Limited and the extent of holding is 99.82% of Total of Equity & Convertible Preference Shares of Edu Smart Services Private Limited.

** During the year ended March 31, 2018 3 subsidiaries namely EduSmart Services Private Limited (ESSPL)(a subsidiary through potential voting rights), Educomp Asia Pacific Pte Limited.(EAPL),The Learning Internet Inc (L.com) and 1 step down subsidiary, Educomp Learning Hour Private Limited have filed for insolvency on June 27, 2017, June 30, 2017, June 30, 2017 and December 11, 2017 respectively consequent to which Resolution Professionals (RP) have been appointed in the respective companies and all the powers to direct the state of affairs of these companies rests with the respective RP's. Accordingly, by virtue of provisions of Ind AS 110 Consolidated Financial Statement, the Holding Company has lost its controlling power over the above mentioned subsidiaries and have not been consolidated in current year.

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

(i) *Category wise shareholding*

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Category of Shareholders	Shareholding at the beginning of the year - 2018				Shareholding at the end of the year - 2019				% Change during the year
	Demat	Physical	Total	% of	Demat	Physical	Total	% of	
				Total Shares				Total Shares	
Shareholding of Promoter and Promoter Group									
Indian									
Individuals / Hindu Undivided Family	47553645	0	47553645	38.83	47553645	0	47553645	38.8297	0
Central Government / State Government(s)	0	0	0	0	0	0	0	0	0
Financial Institutions / Banks	0	0	0	0	0	0	0	0	0
Any Other (Specify)									
Bodies Corporate	7284600	0	7284600	5.95	7284600	0	7284600	5.95	0
Sub Total (A)(1)	54838245	0	54838245	44.78	54838245	0	54838245	44.78	0
Foreign									
Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0	0	0	0	0	0
Government	0	0	0	0	0	0	0	0	0
Institutions	0	0	0	0	0	0	0	0	0
Foreign Portfolio Investor	0	0	0	0	0	0	0	0	0
Any Other (Specify)									
Sub Total (A)(2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	54838245	0	54838245	44.78	54838245	0	54838245	44.78	0
Public Shareholding									
Institutions									
Mutual Funds / UTI	0	0	0	0	0	0	0	0	0
Venture Capital Funds	0	0	0	0	0	0	0	0	0
Alternate Investment Funds	0	0	0	0	0	0	0	0	0
Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0

EDUCOMP SOLUTIONS LIMITED

Foreign Portfolio Investor	810231	0	810231	0.66	792684	0	792684	0.65	-0.01
Financial Institutions / Banks	207101	0	207101	0.17	166336	0	166336	0.14	-0.03
Insurance Companies	0	0	0	0	0	0	0	0	0
Provident Funds/ Pension Funds	0	0	0	0	0	0	0	0	0
Any Other (Specify)									
Sub Total (B)(1)	1017332	0	1017332	0.83	959020	0	959020	0.78	-0.05
Central Government/ State Government(s)/ President of India									
Central Government / State Government(s)	28417	0	28417	0.02	10168	0	10168	0.01	0.01
Sub Total (B)(2)	28417	0	28417	0.02	10168	0	10168	0.01	-0.01
Non-Institutions									
Individuals									
Individual shareholders holding nominal share capital upto Rs. 1 lakh.	48898419	5534	48903953	39.93	49669157	3838	49672995	40.56	0.63
Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	5272371	0	5272371	4.31	6656471	0	6656471	5.44	1.13
NBFCs registered with RBI	0	0	0	0	27957	0	27957	0.02	0.02
Overseas Depositories(holding DRs) (balancing figure)	0	0	0	0	0	0	0	0	0
Any Other (Specify)									
IEPF	0	0	0	0	18249	0	18249	0.01	0.01
Trusts	1800	0	1800	0.00	1800	0	1800	0.00	0.00
Hindu Undivided Family	2118244	0	2118244	1.73	2136029	0	2136029	1.74	0.01
Foreign Companies	1823545	0	1823545	1.49	1823545	0	1823545	1.49	0.00
Non Resident Indians (Non Repat)	295046	0	295046	0.24	275867	0	275867	0.23	-0.02
Non Resident Indians (Repat)	1216364	0	1216364	0.99	1287834	0	1287834	1.05	0.06
Clearing Member	1222265	0	1222265	1.00	961632	0	961632	0.79	-0.21
Bodies Corporate	5729586	0	5729586	4.68	3797356	0	3797356	3.10	-1.58
Sub Total (B)(3)	66577640	5534	66583174	54.37	66655897	3838	66659735	54.43	0.06
Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	67623389	5534	67628923	55.22	67625085	3838	67628923	55.22	0
Total (A)+(B)	122461634	5534	122467168	100.00	122463330	3838	122467168	100.00	0

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Non Promoter - Non Public									
Custodian/DR Holder	0	0	0	0	0	0	0	0	0
Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0	0	0	0	0	0
Total (A)+(B)+(C)	122461634	5534	122467168	100	122463330	3838	122467168	100	

(ii) Shareholding of Promoters

Sr No	Shareholder's Name	Shareholding at the beginning of the year - 2018			Shareholding at the end of the year - 2019			% change in shareholding during the year
		No. of Shares Held	% of total Shares of the company	%of Shares Pledged /encumbered to total shares	No. of Shares Held	% of total Shares of the company	%of Shares Pledged/ encumbered to total shares	
1	Shantanu Prakash	44315205	36.19	33.69	44315205	36.19	33.68	0
2	Anjlee Prakash	7284600	5.95	5.95	7284600	5.95	5.95	0
3	A. P. Eduvision Pvt. Ltd.	3238440	2.64	2.64	3238440	2.64	2.64	0
	Total	54838245	44.78	42.27	54838245	44.78	42.27	0

(iii) *Change in promoter's shareholding (please specify, if there is no change)* : No change in promoter shareholding during the year

(iv) *Shareholding pattern of top 10 shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)*

S. No.	Particulars of Shareholders*	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	SOCIÉTÉ DE PROMOTION ET DE PARTICIPATION POUR LA COOPERATION ECONOMIQUE SA (PROPARCO)				
	At the beginning of the year	1823545	1.489	1823545	1.489
	Bought during the Year	-	0.00	1823545	1.489
	Sold during the Year	-	0.00	1823545	1.489
	At the End of the year	1823545	1.489	1823545	1.489
2.	Madan Doulatram Bahal				
	At the beginning of the year	679452	0.5548	679452	0.5548
	Bought during the Year	-	-	679452	0.5548
	Sold during the Year	-	-	679452	0.5548
	At the End of the year	679452	0.5548	679452	0.5548
3.	GOPAL JAIN				
	At the beginning of the year	299900	0.2450	299900	0.2449
	Bought during the Year	365000	0.2980	664900	0.5429
	Sold during the Year	-	-	664900	0.5429
	At the End of the year	664900	0.5429	664900	0.5429
4.	Premier Investment Fund Ltd.				
	At the beginning of the year	633550	0.5173	633550	0.5173
	Bought during the Year	-	-	633550	0.5173
	Sold during the Year	-	-	633550	0.5173
	At the End of the year	633550	0.5173	633550	0.5173
5.	Karvy Stock Broking Ltd.				
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company

EDUCOMP SOLUTIONS LIMITED

	At the beginning of the year	568334	0.4641	568334	0.4641
	Bought during the Year	58335	0.0476	626669	0.5117
	Sold during the Year	-	-	626669	0.5117
	At the End of the year	626669	0.5117	626669	0.5117
6.	Sunima Steel Marketing Private Limited	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the company
	At the beginning of the year	0	0	0	0
	Bought during the Year	444329	0.3628	444329	0.3628
	Sold during the Year	-	-	444329	0.3628
	At the End of the year	444329	0.3628	444329	0.3628
7.	JAINAM SHARE CONSULTANTS PVT. LTD.	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year	398124	0.3251	398124	0.3251
	Bought during the Year	-	-	398124	0.3251
	Sold during the Year	57804	0.0472	340320	0.2279
	At the End of the year	340320	0.2279	340320	0.2279
8.	HANIF JAMALBHAI DAYATAR	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year	330000	0.2695	330000	0.2695
	Bought during the Year	-	-	330000	0.2695
	Sold during the Year	-	-	330000	0.2695
	At the End of the year	330000	0.2695	330000	0.2695
9.	Utsav Goel	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year	281351	0.2297	281351	0.2297
	Bought during the Year	-	-	281351	0.2297
	Sold during the Year	-	-	281351	0.2297
	At the End of the year	281351	0.2297	281351	0.2297
10.	Shailesh Kantilal Dora	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year	263919	0.2155	263919	0.2155
	Bought during the Year	-	-	263919	0.2155
	Sold during the Year	-	-	263919	0.2155
	At the End of the year	263919	0.2155	263919	0.2155

* Top ten shareholders of the Company as on March 31, 2019 have been considered for the above disclosure.

* The above information is prepared on the basis of the opening and closing shareholding data of the top 10 shareholders, as provided by the Registrar off transfer Agent of the company. Further, the net difference of the opening and closing shareholding, of the above top 10 Shareholders, will be shown under the column shares bought during the year and/or shares sold during the year

(v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

S. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	Mr. Shantanu Prakash, Director				
	At the beginning of the year	4,43,15,205	36.18	4,43,15,205	36.18
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	4,43,15,205	36.18
	At the End of the year	4,43,15,205	36.18	4,43,15,205	36.18
2.	Mr. Vinod Kumar Dandona, Whole Time Director				
	At the beginning of the year	-	0.00	-	0.00
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	0.00
	At the End of the year	-	0.00	-	0.00
3.	Mr. Vijay Kumar Chaudhary, Independent Non Executive Director				
	At the beginning of the year	-	0.00	-	0.00
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	0.00
	At the End of the year	-	0.00	-	0.00
4.	Mr. Yogesh Saluja,				
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the

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	Company Secretary				company
	At the beginning of the year	-	0.00	-	0.00
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	0.00
	At the End of the year	-	0.00	-	0.00
5.	Mr. Ashish Mittal Chief Financial Officer	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year	-	0.00	-	0.00
	Date wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	0.00
	At the End of the year	-	0.00	-	0.00

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amount in Rs. Millions)

Indebtedness at the beginning of the Financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount	24,203.74	580.27	-	24,784.01
ii) Interest due but not paid	3,477.37	55.68	-	3,533.05
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	27,681.11	635.95	-	28,317.06
Changes in Indebtedness during the financial year				
Addition*	412.77	30.13	-	442.90
Reduction	-	-	-	-
Net Change	412.77	30.13	-	442.90
Indebtedness at the end of the financial year				
i) Principal Amount	24,556.19	610.40	-	25,166.59
ii) Interest due but not paid**	3,537.69	55.68	-	3,593.37
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	28,093.88	666.08	-	28,759.96

Note * In Secured loan included Rs. 16.99 million forex restatement of ECB and FCCB.

** In secured loan included Rs. 3.04 million forex restatement of interest on ECB.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole Time Director and/or Manager : No remuneration has been paid to Managing Director, Whole Time Director and/or Manager during the year.

B. Remuneration to other Directors No remuneration except sitting fees has been paid to non-executive directors.

S. No.	Particulars of Remuneration	Mr. Vijay Kumar Choudhary	Total Amount (In Rupees)
1	Independent Directors		
	Fee for attending Board / Committee Meetings* (Amount in Rupees)	-	-
	Commission	-	-
	Others, please specify	-	-
	Total (1)	-	-
2	Other Non-Executive Directors		
	Fee for attending Board / Committee Meetings	-	-
	Commission	-	-
	Others, please specify	-	-
	Total (2)	-	-
	Total (B)=(1+2)	-	-
	Total Managerial Remuneration		
	Overall Ceiling as per the Act	Rs. 1,00,000 per meeting of the board and committee	Rs. 1,00,000 per meeting of the board and committee

* Excluding service tax

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

S. No.	Particulars of Remuneration			Total
		Mr. Ashish Mittal, Chief Financial Officer	Mr. Yogesh Saluja, Company Secretary	
1.	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	8,08,436	10,73,330	18,81,766
	(b) Value of perquisites u/s 17(2) Income-Tax Act, 1961	NIL	NIL	NIL
	I Profits in lieu of salary under section 17(3) Income tax Act, 1961	NIL	NIL	NIL
2.	Stock Options (in number)	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission	NIL	NIL	NIL
	(a) as % of profit			
	(b) others, specify ...			
	(i) Particulars			
	(ii) Amount			
5.	Other, please specify	NIL	NIL	NIL
	(a) Particulars			
	(b) Amount			
	Total (amount in Rs.)	8,08,436	10,73,330	18,81,766

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES : Nil

For Educomp Solutions Limited
(Under CIRP)

Date : 25/07/2022

Place : New Delhi

Sd/-
Mahender Khandelwal
Resolution Professional
Taken on record

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

Form No. AOC-1

Annexure -II

**Statement containing salient features of the Financial Statements of the subsidiaries / Associates / Joint Ventures
[Pursuant to first proviso to sub - section (3) of Section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014
Part - "A" Subsidiaries**

Name of the subsidiary	Reporting currency	Exchange Rate as at 31.03.18	Share capital	Reserves & surplus	Total assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of shareholding
Educomp learning Pvt. Ltd.	INR	1.00	1,050,000	33,402,818	40,579,345	6,126,527	-	2,155,448	(92,717)	-	(92,717)	-	51.00%
Educomp School Management Ltd	INR	1.00	500,000	92,243,832	93,527,755	783,923	72,550,674	-	(12,449)	-	(12,449)	-	68.35%
Wheatstone Productions Pvt. Ltd.	INR	1.00	1,684,290	(3,444,073)	16,824	1,776,607	-	-	(11,800)	-	(11,800)	-	51.00%
Educomp Corporation, usa *	USD	-	-	-	-	-	-	-	-	-	-	-	100.00%
Educomp Asia Pacific Pte. Ltd. *	USD	-	-	-	-	-	-	-	-	-	-	-	100.00%
The Learning Internet, Inc. USA *	USD	-	-	-	-	-	-	-	-	-	-	-	58.32%
Educomp Professional Educational Ltd. *	INR	1	42,840,950	186,752,526	232,703,788	3,110,312	-	1,150,000	(772,534,453)	-	(772,534,453)	-	100.00%
Savvica Inc. canada *	CAD	-	-	-	-	-	-	-	-	-	-	-	79.55%
Educomp Intelliprop Ventures Pte. Ltd. (Formerly known as Educomp Intelprop Ventures Pte. Ltd.) *	EURO	-	-	-	-	-	-	-	-	-	-	-	100.00%
Educomp Online Supplemental Services Ltd. *	INR	1	36,576,595	(142,045,843)	11,499,848	116,969,096	-	21,405	(1,547,115)	-	(1,547,115)	-	95.15%
Educomp Learning Hour Pvt.Ltd. *	INR	1	-	-	-	-	-	-	-	-	-	-	95.90%
Educomp Software Ltd. *	INR	1	45,696,710	(187,003,132)	13,720,259	155,026,681	-	-	(154,758,093)	-	(154,758,093)	-	95.15%
Educomp Investment Management Ltd. *	INR	1	6,890,450	1,991,631	11,382,324	2,500,243	10,000	10,000	(850)	-	(850)	-	100.00%
Educomp Global FZE *	AED	-	-	-	-	-	-	-	-	-	-	-	100.00%
Educomp Global Holding W.L.L. *	BHD	-	-	-	-	-	-	-	-	-	-	-	100.00%
Educomp Infrastructure & School Management Ltd *	INR	-	-	-	-	-	-	-	-	-	-	-	83.61%
BOSTON Realtech Pvt.Ltd. *	INR	-	-	-	-	-	-	-	-	-	-	-	83.31%
Crosshome Developers Pvt.Ltd. *	INR	-	-	-	-	-	-	-	-	-	-	-	83.33%

EDUCOMP SOLUTIONS LIMITED

Name of the subsidiary	Reporting currency	Exchange Rate as at 31.03.18	Share capital	Reserves & surplus	Total assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of shareholding
Evergreen Realtech Pvt.Ltd. *	INR	-	-	-	-	-	-	-	-	-	-	-	83.29%
Falcate Builders Pvt.Ltd. *	INR	-	-	-	-	-	-	-	-	-	-	-	83.43%
Good Luck Structure Pvt.Ltd. *	INR	-	-	-	-	-	-	-	-	-	-	-	83.24%
Grider Infratech Pvt.Ltd. *	INR	-	-	-	-	-	-	-	-	-	-	-	83.41%
Growzone Infrastructure Pvt.Ltd. *	INR	-	-	-	-	-	-	-	-	-	-	-	83.42%
Herold Infra pvt.ltd. *	INR	-	-	-	-	-	-	-	-	-	-	-	83.44%
Hidream Constructions Pvt.Ltd. *	INR	-	-	-	-	-	-	-	-	-	-	-	83.44%
Knowledge Vista Ltd. *	INR	-	-	-	-	-	-	-	-	-	-	-	40.31%
Laservision Estates Pvt. Ltd. *	INR	-	-	-	-	-	-	-	-	-	-	-	83.26%
Leading edge Infratech Pvt.Ltd. *	INR	-	-	-	-	-	-	-	-	-	-	-	83.34%
Markus Infrastructure Pvt.Ltd. *	INR	-	-	-	-	-	-	-	-	-	-	-	83.41%
Modzex Infrastructure Pvt.Ltd. *	INR	-	-	-	-	-	-	-	-	-	-	-	83.27%
Newzone Infrastructure Pvt.Ltd. *	INR	-	-	-	-	-	-	-	-	-	-	-	83.31%
Orlando Builders Pvt.Ltd. *	INR	-	-	-	-	-	-	-	-	-	-	-	83.53%
Onega Infrastructure Pvt.Ltd. *	INR	-	-	-	-	-	-	-	-	-	-	-	83.37%
Reverie Infratech Pvt.Ltd. *	INR	-	-	-	-	-	-	-	-	-	-	-	83.42%
Rockstrong Infratech Pvt.Ltd. *	INR	-	-	-	-	-	-	-	-	-	-	-	83.38%
Strotech Infrastructure Pvt.Ltd. *	INR	-	-	-	-	-	-	-	-	-	-	-	83.44%
Virtual Buildtech Pvt Ltd. *	INR	-	-	-	-	-	-	-	-	-	-	-	83.21%
ZETA Buildcon Pvt.Ltd. *	INR	-	-	-	-	-	-	-	-	-	-	-	83.44%
Educomp APAC Services Pvt.BVI *	USD	-	-	-	-	-	-	-	-	-	-	-	83.61%
Eucomp Infrastructure services pvt Ltd. *	INR	-	-	-	-	-	-	-	-	-	-	-	83.61%
Educomp Childcare Pvt.Ltd. *	INR	1.00	333,602,390	(118,787,666)	345,890,744	131,076,020	68,500,000	363,031,324	22,309,361Q	(12,870,809)	35,180,170	-	48.29%

* ceased to be a subsidiary due to loss of control as per IND AS 110. Also refer note 6.1.7 of Standalone Financial Statements for the year ended March 31, 2019

Part - " B " : Associates and Joint Ventures

S.No.	Particulars	Little Millenium Education Private Limited
1	Latest Audited Balance Sheet Date	9/5/2019
2	Date on which the Associate / JV was associated / acquired	Not Available
3	Share of Associate / JV held by the Company on the year end	16110239
	i) Amount of Investment in Associated/JV	161.1
	ii) extend of Holding	48.29%
4	Description of how there is significant influence	company is holding more than 25% of shares in the associate
5	Reasons why the associate / JV is not Consolidated	Consolidated
6	Networth attributable to shareholding as per the latest audited balance sheet	103,734,030
7	Profit / Loss for the year	
	i) Considered in Consolidated	17,072,495
	ii) Not Considered in Consolidation	

Date : 25.07.2022
Place : New Delhi

For **Educomp Solutions Limited**
(Under CIRP)

Sd/-
Mahender Khandelwal
Resolution Professional
Taken on record

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

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or Programmes.

Educomp Solutions Limited as the largest education solution provider of the country determined to align its corporate goals with greater societal needs. Educomp Solutions Limited through Educomp Foundation engages itself in the welfare of the under privileged sections of the society. Educomp Foundation strives to play a catalytic role in bringing a paradigm shift in Education, health, awareness and employability potential levels of the rural community.

CSR POLICY

The policy is to empower the disadvantaged people and marginalized sections of society by facilitating quality education, skill development and provide access to alternative livelihood opportunities in order to bring about a long term, sustainable impact on the life of people in the community. The primary objective of the policy is to focus on the key areas which include Education, Health care, skill development and Inclusive Growth. Details are as under:

- I. To promote primary education with active involvement in teaching and creating learning environment
- II. To facilitate awareness campaign related to health and hygiene and organize relevant workshops
- III. To reach out to masses with real intervention in the fields of women empowerment and senior citizen care.
- IV. To develop and analyse case studies and research materials related to pressing global challenges
- V. To engage with youth/ students to develop them into real empathetic leaders.

As specified above the Company is present under CIRP w.e.f May 30, 2017 and all the powers of the management are vested to the Interim Resolution Professional followed by the Resolution Professional. Accordingly, during the financial year no programme was conducted by the Educomp Foundation i.e. the implementing agency for the CSR Activities of the Company, as the Company does not contributed any amount for the CSR activities due to lack of profits or insufficient Funds in the Company..

The CSR Policy of the Company can be assessed at the company's website through the link:
<http://educomp.com/content/policies>

2. The Composition of the CSR Committee.

- Mr. Shantanu Prakash –Chairman
- Mr. Vinod Kumar Dandona – Member
- Mr. Vijay Kumar Choudhary –Member

3. Average net profit of the company for last three financial years

Average Net Loss is Rs. 9838.36 Million.

4. Prescribed CSR Expenditure (two per cent. Of the amount as in item 3 above)

NIL

5. Details of CSR spent during the financial year.

- (a) Total amount to be spent for the financial year;- NIL
- (b) Amount unspent, if any – Not Applicable
- (c) Manner in which the amount spent during the financial year is detailed below

S. No.	CSR Projects or Activities	Sector in which the project is covered	Locations Districts (State)	Amount outlay (budget) project or programs wise	Amount spent on the projects or Programs	Cumulative expenditure upto to the reporting period	Amount spent: Direct or through implementing agency*
1	-	-	-	-	NIL	-	-

*Give details of implementing agency, if any: Educomp Foundation

6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.
Not Applicable

7. As the Company is presently in CIRP and all powers of Boards are delegated to Resolution Professional.

Date : 25/07/2022
Place : New Delhi

For **Educomp Solutions Limited**
(Under CIRP)

Sd/-
Mahender Khandelwal
Resolution Professional
Taken on record
IBBI Reg. No IBBI/IPA-001/IP-P00033/2016-17/ 10086

MR-3**Secretarial Audit Report**

For the Financial period ended March 31, 2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Educomp Solutions Limited
(Company under the Corporate Insolvency Resolution Process)
1211, Padma Tower I, 5 Rajendra Place,
New Delhi- 110008
[CIN: L74999DL1994PLC061353]

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Educomp Solutions Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Please take note that that pursuant to an order passed by the Hon'ble National Company Law Tribunal, Principal Bench ("NCLT") on May 30, 2017 for the initiation of Corporate Insolvency Resolution Process ("CIRP") of the Company as per the provisions of the Insolvency and Bankruptcy Code, 2016 ("IBC"/"Code") and Dr. Sanjeev Agarwal, having IP Registration no. IBBI/IPA-001/IP-00445/2016-17/1339, was appointed as the Interim Resolution Professional ("IRP"). Further, NCLT vide its order dated September 12, 2017 appointed Mr. Mahender Khandelwal having IP Registration no. IBBI/IPA-001/IP-P00033/2016-17/10086 as the Resolution Professional ("RP") of the Company. As per the provisions of the Section 17 and 18 of the IBC, the powers of the Board of Directors and the Management of the Company stand suspended from the date of initiation of the CIRP and vest with the RP.

We report that

- a) Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
- c) We have not verified the correctness and appropriateness of the financial statements of the Company.
- d) Wherever required, we have not obtained the any Management Representation about the compliances of laws, rules and regulations and happening of events etc. In view of the same the report is based on the basis of information as available and provided by the Resolution Professional.
- e) The compliance of the provisions of the Corporate and other applicable laws, rules, regulation, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- f) The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, *we hereby report that in our opinion, the company has not,*

during the audit period covering the financial year ended on 31st March, 2019 ("Audit Period") properly complied with the statutory provisions listed hereunder and also that the Company has not proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the company for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations");
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the Audit period)
 - (d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit period)
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit period)
 - (i) The Securities and Exchange Board of India (Listing obligations and disclosures requirements) Regulations, 2015 (Listing Regulations) ("**SEBI LODR Regulations**");

We have also examined compliance with the applicable clauses of the Secretarial Standard on Meetings of the Board of Directors and General Meetings issued by The Institute of Company Secretaries of India.

During the Audit Period, the Company has complied with the provisions of the Act, Rules, Regulations and Guidelines, to the extent applicable, as mentioned above except reported herein after and elsewhere mentioned in this report:

- The Company has not appointed, Key Managerial Personal, as required to be appointed by the company in terms of Section 203 of the Companies Act, 2013.
- The Company did not have a woman director and sufficient number of Independent Directors on its Board as required under Section 149 and 152 of the Act.
- During the period under review no Board meeting was conducted as The Hon'ble National Company Law Tribunal, New Delhi Bench (NCLT) has admitted the application filed by the Company and commenced Corporate Insolvency Resolution Process against the Company under the Insolvency and Bankruptcy Code, 2016 on May 30, 2017 and, therefore, the powers of Board of Directors of the Company stand suspended and the said powers

are being exercised by the RP. As a result thereof, Committee of creditors was formed.

- The Composition of Audit Committee of the Board was not in compliance of the provision of the Section 177 of the Act;
- The Composition of Nomination and Remuneration Committee of the Board was not in compliance of the provision of the Section 178 of the Act;
- The Company has not filed form IEPF-2 i.e. Statement of unclaimed and unpaid amount of dividend as required rule 5(8) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016;
- The Company has not in proper compliance of the applicable provisions Investor Education and Protection Fund read with applicable rules;
- The remuneration paid to one of the WTDs of the Company during the quarter ended 30th June, 2015, year ended 31st March, 2015 and year ended 31st March, 2014 is recoverable by the Company under Section 197(9) of the Act;
- The Company has not prepared the Quarterly and Annual Results/Financial Statements for the year ended on 31st March 2019 as required under Regulation 33 of SEBI LODR Regulation and Section 129 of the Act;
- The Company has not carried out Internal Audit for the period under review as per Section 138 of the Act;
- The Company has not convened the AGM for the period ended on 31.03.2018 within the stipulated time on or before 30.09.2018. However, the aforesaid AGM has been convened by the RP on 08.11.2021.
- We have not been shared any record pertaining to the declaration of independence to be given by the independent director. In view of the same, we are unable to comment whether the director so appointed as independent director are still independent during the period under review.
- We have not been shared any record pertaining to the declaration under Section 164(2) of the Act. In view of the same, we are unable to comment whether the director(s) of the company are still not disqualified to be appointed as director.
- No record has been found pertaining to the conduct of a separate meeting of Independent Directors terms of Clause VII of Schedule IV to the Companies Act, 2013.
- As per the information available, we are of the opinion that the company has not complied the clauses of the Secretarial Standard on Meetings of the Board of Directors and General Meetings issued by The Institute of Company Secretaries of India.
- We have not received any documents pertaining to the compliance in terms of filing of Annual return on Foreign Liabilities and Assets as notified and required to filed in term of FEMA 1999.
- The company has not filed Annual Performance Report to the Authorised Dealer in respect of its financial commitments in its overseas subsidiaries / joint venture for the period under review.
- The company is not filed return of deposits in Form DPT-3 as on March 31, 2019.
- The Company has not obtained the compliance certificate, in terms of Regulation 17 (8) from the chief executive officer and the chief Financial Officer as specified in Part B of Schedule II of Listing Regulations.
- The performance of the independent director(s) for the financial year 2018-19 of the Company were not evaluated by the Board of Directors of the Company as required under Regulation 17(10) of Listing Regulations.
- The Company was unable to get the compliance Report for the year ended 31st March 2019 from the Board members and senior management of the Company regarding the compliance of all the provisions of Code of Conduct and also, during the course audit, the copies of the affirmation(s), from board of directors and senior

management personnel, for the compliance with code of conduct are not available.

- The web-site of the Company is not properly updated.
- The Company has not filed/filed delayed various forms and/or returns as required to be filed with the Registrar of the Companies as required to be filed in term of the various provisions of the Act.
- The Company has not filed/filed delayed various disclosures, with the stock exchanges, as required to be made in terms of various applicable Regulations of the SEBI LODR Regulations.
- The Company has not complied with provisions of PIT Regulations and SEBI LODR Regulations during the period under review.

Without qualifying our report, we further report that 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 have 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 report.

- (vi) The Company is 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 the computer literacy), professional development and retail & consulting initiatives. The company's business can be categorized into four strategic business units namely
- School Learning Solutions (Comprising of Smart Class and Edureach (ICT) business)
 - K-12 Schools (comprising pre-schools & high school)
 - Higher Learning Solutions (comprising of vocational, higher education and professional development)
 - On-line, supplemental & global business (comprising of Internet based educational services and coaching spreading education ecosystem).

As informed by the Company and Authorized representative of the Management/RP, there is no sector specific law applicable on the Company.

We further report that that compliance of applicable financial laws including Direct and Indirect Tax Laws by the Company has not been reviewed in this audit since the same has been subject to review by the Statutory Auditors and accordingly, I rely on Statutory Auditors' Report in relation to the financial statements, qualifications and accuracy of financial figures for, Sales Tax, Value Added Tax, Related Party Transactions, Provident Fund, ESIC etc. as disclosed under financial statements.

We further report that there are systems and processes in the company which are not commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines, which need to be further strengthened.

We further report that:

- i) In terms of SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2018, a company undergoing the corporate insolvency resolution process is not required to comply with relevant Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 dealing with the requirements of, amongst others, composition of board of directors including that of independent director, constitution, meetings and terms of reference of the audit committee, constitution, meetings and terms of reference of the nomination and remuneration committee, constitution, meetings and terms of reference of the stakeholders' relationship committee.
- ii) During the period under review, the Board of Directors of the Company was not duly constituted with proper

balance of Executive Directors, Non-Executive Directors and Independent Directors. The Board also did not have a woman director. Further, there is only one Executive Director on Board as on date of this report.

- iii) We further report that, during the audit period, the Company had following events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, standards, guidelines etc.
- (a) As on date of this Report, the Company has received several Invoices for Penalties against the violations of SEBI Act, Rules, Regulations and Guidelines etc. from both the Stock Exchanges i.e. BSE and NSE.
- (b) The Company has not created Debenture Redemption Reserve in relation to the earlier issue of debentures since the Company is in losses;
- (c) As informed by the Management/RP, as on date of this Report, pursuant to the provisions of the IBC, the Committee of Creditors ("CoC") had approved the resolution plan received from Ebix Singapore Pte. Ltd. ("Resolution Applicant"/ "Ebix"). Accordingly, the Corporate Debtor has submitted the resolution plan for final approval with the Hon'ble NCLT under Section 30(6) of IBC vide application dated March 03, 2018 ("Resolution Plan") and the matter was under consideration before the NCLT. Subsequently, the Resolution Applicant filed an application under Section 60(5) of the IBC seeking withdrawal of its Resolution Plan. Vide NCLT's Order dated January 02, 2020, the withdrawal application of Ebix was allowed, to the extent of granting leave to the said Resolution Applicant to withdraw the Resolution Plan pending approval u/s 30(6) before the NCLT by payment of cost of INR 1 lakh by the Resolution Applicant into the corpus of the Corporate Debtor. Further, Hon'ble NCLT vide the same order also granted 90 days-time commencing from November 16, 2019 to the Resolution Professional and the 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 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, an appeal under Section 61 of the IBC against the NCLT Order dated January 02, 2020 (allowing withdrawal of Resolution Plan) and Order dated January 03, 2020 was filed with Hon'ble National Company Law Appellate Tribunal ("NCLAT") by the CoC's legal counsel. On July 29, 2020, the Hon'ble NCLAT has allowed the appeal and has set aside the Hon'ble NCLT order dated January 02, 2020 in CA No. 1816(PB)/2019 in C.P.(IB)No. 101 (PB) 2017. Thereafter, Ebix challenged the final order and judgment dated July 29, 2020 before the Hon'ble Supreme Court of India by way of a civil appeal. The Hon'ble Supreme Court after hearing the parties vide its judgment dated 13th September 2021 dismissed the Appeal on the ground that "The existing insolvency framework in India provides no scope for effecting further modifications or withdrawals of CoC-approved Resolution Plans, at the behest of the Successful Resolution Applicant, once the plan has been submitted to the Adjudicating Authority. The Hon'ble Court further held that "A submitted Resolution Plan is binding and irrevocable as between the CoC and the successful Resolution Applicant in terms of the provisions of the IBC and the CIRP Regulations." Accordingly, the Hon'ble Supreme Court dismissed Ebix's Appeal. Presently the petition is pending with the Honorable NCLT as the per the order of Hon'ble NCLAT.
- (d) As on date of this Report, the Company is under investigation by the Serious Fraud Investigation Office ("SFIO") and Central Bureau of Investigation ("CBI")

**For Ankit Bisht & Co.
Company Secretaries
(FRN: S2018DE617400)**

**Sd/-
CS Ankit Bisht
Proprietor
Membership No: A45368
Certificate of Practice No: 20778
UDIN: A045368C002623350**

**Date: 18/02/2022
Place: Delhi**

INFORMATION RELATING TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, RESEARCH AND DEVELOPMENT AND FOREIGN EXCHANGE EARNING AND OUTGO FORMING PART OF DIRECTORS' REPORT IN TERMS OF SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014.

A) CONSERVATION OF ENERGY

- | | |
|--|---|
| (i) the steps taken or impact on conservation of energy;:- | Though energy does not form a significant portion of the cost for the Company yet wherever possible and feasible, continuous efforts are being put for conservation of energy and minimize power cost |
| (ii) the steps taken by the company for utilizing alternate sources of energy;:- | NIL |
| (iii) the capital investment on energy conservation equipments; :- | NIL |

B) TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION

RESEARCH AND DEVELOPMENT (R & D) –

Specific area in which R&D was carried out by the Company	NIL
Benefits derived as a result of the above R&D	NIL.
Future plan of action	
To add more technical skills to provide better educational solutions to clients.	
Expenditure on R&D	
Capital	: NIL
Recurring	: NIL
Total	: NIL
Total R&D expenditure as a Percentage of total turnover	: NIL

TECHNOLOGY, ABSORPTION, ADAPTATION AND INNOVATION

The efforts made towards technology absorption, adaptation and innovation.

We at Educomp Solutions Limited are well aware of latest technology being available in our field of operation. Necessary training is imparted to the relevant people from time to time to make them well acquainted with the latest technology.

The Benefit derived as a result of above efforts e.g. product improvement, cost reduction, product development, import substitution etc. :

We are able to provide educational services in more innovative form & maintain a high standard of quality.

In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year), following information may be furnished:

Technology imported.	: N.A.
Year of import.	: N.A.
Has technology been fully absorbed	: N.A.
If not fully absorbed, areas where this	: N.A.
has not taken place, reasons there for and future plans of action.	

c) FOREIGN EXCHANGE EARNINGS AND OUTGO

Activities relating to export, initiatives to increase exports, Developments of New export markets for products and Services and Export plan

The Company has continued to maintain focus on and avail of export opportunities based on economic considerations.

Foreign Exchange Earning & Outgo details are as follows:

(Rs. in Million)

Foreign Exchange details *	As on 31 st March, 2019	As on 31 st March, 2018
Foreign Exchange Earnings (A) (Including deemed exports & sales through export houses)	-	-
Foreign Exchange Outgo (B)	19.33	23.70
Net Foreign Exchange Earnings (A-B)	(19.33)	(23.70)

* The Figures are on accrual basis.

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (i) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Name & Designation	Ratio to Median Remuneration
Mr. Shantanu Prakash, Chairman & Managing Director	-
Mr. Vinod Kumar Dandona, Whole-time Director	-
Mr. Vijay Kumar Chaudhary, Independent Non- Executive Director	-

- (ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Name & Designation	% increase in remuneration in the financial year
Mr. Shantanu Prakash , Non – Executive Director	-
Mr. Vinod Kumar Dandona, Whole-time Director	-
Mr. Vijay Kumar Chaudhary, Independent Non- Executive Director	-
Mr. Ashish Mittal, Chief Financial Officer	-
Mr. Yogesh Saluja, Company Secretary ' '	-

- (iii) The percentage increase in the median remuneration of employees in the financial year- Not Available

- (iv) The number of permanent employees on the rolls of company as on 31st March, 2019: 387 Employees

- (v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for the increase;

N.A

- (vi) The key parameters for any variable component of remuneration availed by the directors

NIL

- (vii) Affirmation that the remuneration is as per the remuneration policy of the company.

The Company hereby affirms that the remuneration paid is as per the remuneration policy of the company.

Annexure – VII

DISCLOSURE PURSUANT TO THE PROVISIONS OF SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULES 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014, A STATEMENT SHOWING THE NAME OF TOP TEN EMPLOYEES IN TERMS OF REMUNERATION DRAWN

S. No.	Employee Name	Designation	Nature of Duties	Qualification	Joining date	Age (In Years)	Experience (Yrs)	Remuneration Received (considering the Cost to the company OR actual amount received, whichever is higher) (In Rs.)	Previous Employment - designation
1.	Ashish Mittal	Chief Financial Officer	Finance & Accounts - Head	Chartered Accountant	01-Nov-2013	52	26	1,466,667	Ashish Mittal & Company, Chartered Accountant - Proprietor
2.	Chandra Sekhar D	Senior Vice President	RAG-EP	Graduate	01-May-2018	45	N.A	3,060,552	N.A.
3.	Pramod Thatoi	General Manager	Finance & Accounts	B.Com	12-Sep-2013	51	28	6,495,096	Educomp Datamatics
4.	Yogesh Saluja	Company Secretary	Finance & Accounts	Company Secretary	31-Mar-2014	39	N.A	1,559,520 -	N.A
5.	Manish Kumar Jaiswal	Assistant General Manager	Finance & Accounts	Chartered Accountant	02-Jan-2006	43	15	2,430,096	N.A.
6.	C Lenin Babu	State Head - Collection	RAG-EP	Graduate	01-May-2018	38	N.A	1,375,000	N.A.
7.	Santosh Kumar Tiwari	Senior Manager	Finance & Accounts	Graduate	12-Sep-2013	40	19	2,828,040	N.A
8.	Vin Vara Prasad	Senior Manager - Legal	RAG-EP	LL.B.	1-May-2018	53	N.A	1,237,511	N.A.
9.	Chander Shekher Prabhakar	Vice President - ERP & Business Process	ERP	Graduate	27-Oct-2014	54	N.A	3,100,860	N.A.
10.	Sanju Shishodia	Vice President - Corporate Planning & Strategy	Finance & Accounts	Master of Business Administration	14-Jan-2015	54	N.A	3,500,004	N.A

Notes :-

1. The remuneration received shown as above comprises of salary, bonus, allowances, cash incentives and monetary value of perquisites (excluding ESOP Perquisites) as per income tax rules, Provident Fund and professional tax.
2. None of the employees shown above is related to any Directors of The Company.
3. None of employees mentioned above is holding more than 2% of outstanding equity shares of the Company as on 31st March 2019.
4. All the employees shown above are in full-time employment with the Company.
5. In addition to the above remuneration, employees are entitled to gratuity in accordance with the Company's rules.
6. The appointment of the above employees is non-contractual and are governed by the company's policy and rules.
7. The aforesaid employees were in receipt of remuneration which in the aggregate is in excess of that drawn by Managing Director of the Company and but does not hold by himself or along with his spouse and dependent children, more than 2% of the equity shares of the Company.

MANAGEMENT DISCUSSIONS AND ANALYSIS

The Management's Discussion and Analysis ("MDA") focuses on significant factors that affected Educomp Solutions Limited from FY 2018-19 till date. It contains a review and analysis of the financial results for the relevant period, identifies business risks that the Company faces.

The Company had been facing significant challenges in servicing its debt obligations over the years and debt restructuring efforts could not succeed. The Hon'ble NCLT, New Delhi, ("Adjudicating Authority") vide its order dated May 30, 2017, initiated corporate insolvency resolution process ("CIRP") of the Company in accordance with the provisions of the Insolvency and Bankruptcy Code, 2016 ("Code"). Thereafter, in accordance with the provisions 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. Please refer to the discussion on revival plan of the Company for further details.

a) Industry structure and developments for FY 2018-19.

Indian economy is on the cusp of a major change with a slew of reforms by the Government including Make in India, Digital India, Skill India, rural electrification drive, Smart Cities Mission, impetus on infrastructure, rising disposable income, low inflationary pressures, implementation of the Seventh Pay Commission, recovery in exports and private investments. India has the world's largest higher education system and it ranks second in terms of student enrolment in higher education. India had 37.4 million students enrolled in higher education in 2018-19. Gross Enrolment Ratio in higher education reached 26.3 per cent in 2018-19.

The year started with positive momentum with a number of countries reporting an upswing in their growth and expectations of further acceleration. The global GDP growth rate was expected to improve to 3.9% in both 2018 and 2019 (IMF). However, downside risks materialized during the year, driven by increased protectionism and rising geopolitical tensions. The global GDP growth for 2018 fell to 3.6% and is expected to further slow down to 3.3% in 2019. The economy may pick up in the second half of 2019, supported by significant policy accommodation by major economies, made possible by the absence of inflationary pressures.

Education sector in India is estimated at US\$ 91.7 billion in FY18 and is expected to reach US\$ 101.1 billion in FY19. The country has also become the second largest market for e-learning after the US. The sector is expected to reach US\$ 1.96 billion by 2021 with around 9.5 million users. As of March 2019, internet penetration in India had reached 36 per cent. Increasing internet penetration will help in education delivery. Further, the budget allocation for 2018-19 is, however, less than 4% higher than the revised budget estimate of the current year. The 2017-18 budget estimate had pegged an outlay of Rs79,685.95 crore, which was later revised to Rs81,868 crore. Number of universities in the country has also increased at a fast pace from 621 in 2010-11 to 993 universities in 2018-19. Total number of agricultural universities in the country increased from 35 in 1999 to 75 in 2017. With approximately 28.1% of India's population in the age group of 0-14 years, educational sector in India provides great growth opportunity. With evolving times, the purpose of education

has evolved from imparting knowledge to all-round development of students to groom them to be literate citizens. The schools guide the students to explore their potential and understand their passion while also develop their skills like language, technology, cross-cultural understanding etc. Schools are adopting innovative and practical teaching methods and have brought about a sea change in the teaching methodology with use of technology.

b) Threats, Risks and areas of concerns

Due to financial crisis, as a result of business related issues faced by the Company arising out of the Company's inability to service its customers (schools) spread across the length and breadth of the country because of delinquencies by many customers. This coupled by delays in receiving money under government contracts lead to a situation where the Company was not able to service its debts leading the Bankers to take the Company to Corporate Debt Restructuring (CDR) in July 2013. The CDR of the Company was approved with effect from April 1 2013. However, CDR was not successful and the Company filed application for CIRP under Section 10 of Code on May 12, 2017. Pursuant to said application made by the Company, Adjudicating Authority, vide its order dated 30th May 2017, had ordered the commencement of CIRP in respect of the Company under the provisions of the 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 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. Pursuant to CIRP, Ebix Singapore Pte. Ltd. ("Ebix"), Singapore submitted the resolution plan of the Company which was approved by the Committee of Creditors ("CoC"), consisting of all bankers of the Company on February 17, 2018. Subsequent to submission of Resolution Plan with Adjudicating Authority for approval on March 07, 2018, application was filed by Ebix Singapore Pte. Ltd under Section 60(5) of the Code seeking withdrawal of their Resolution Plan. Multiple hearings took place in the said matter before the Adjudicating Authority. The Withdrawal Application matter (briefly explained in point -e) went all the way to Hon'ble Supreme Court the EBIX Appeal against was dismissed. Presently, EBIX's plan approval application is pending before the NCLT.

In the worst case scenario, if the NCLT rejects the EBIX plan approval application and where no resolution is achieved then the Company may be liquidated upon the order of the Adjudicating Authority /Appellate Tribunal/subsequent appellate authority.

The matter was heard at length on November 25, 2019 wherein after duly hearing and recording the submissions made by the Counsel for CoC and Counsel for the Resolution Applicant, the Adjudicating Authority reserved its order on application filed by the Resolution Applicant for the withdrawal of the Resolution Plan. On January 02, 2020, Adjudicating Authority directed that the prayer of Resolution Applicant for withdrawal of Resolution Plan is allowed with cost of Rs. 1 lakh to be paid by the Resolution Applicant into the corpus of the Company. Adjudicating Authority has further granted extension of 90 days from November 16, 2019. Adjudicating Authority directed that RP and the members of CoC to expedite the possibility of achieving resolution of the stressed assets of the Company within the extended period. Thereafter, CoC meeting was called by the RP to discuss the way forward with regard to the Order dated January 02, 2020 passed by the Hon'ble NCLT.

Thereafter, the Committee of Creditors of Educomp ("CoC") challenged the 2nd January Order passed by the

Adjudicating Authority allowing the withdrawal before the National Company Law Appellate Tribunal (“NCLAT”) on 28.01.2020 by way of an Appeal bearing number Company Appeal (AT) (Insolvency) No. 203 of 2020 (“**First Appeal**”). The First Appeal was listed for consideration before the NCLAT on **03.02.2020** wherein, the Appellate Tribunal was pleased to issue notice in the appeal and further stayed the operation of the 2nd January order.

On 22nd June 2020, the CoC filed another Appeal i.e. Company Appeal (AT)(Ins) No. 587 of 2020 (“**Second Appeal**”) before the NCLAT against the 3rd January order passed by the Adjudicating Authority thereby dismissing the application of the RP seeking approval of the Resolution Plan filed by Ebix. It may be noted that the CoC gained the knowledge of the 3rd January order only during the hearing in the First Appeal and therefore, could not challenge the same at an earlier date.

The NCLAT allowed the First Appeal filed by the CoC vide its judgment dated 29th July 2020 and set aside the 2nd January order passed by the Adjudicating Authority *inter alia* holding that the Adjudicating Authority did not have the power to allow Ebix (RA) to withdraw its resolution plan after it was approved by the CoC.

Thereafter Ebix filed a Civil Appeal No. 3224 of 2020 (“**Ebix Appeal/Appeal**”) before the Hon'ble Supreme Court of India (“**Hon'ble Supreme Court**”) challenging the NCLAT Judgment dated 29.07.2020 passed in the First Appeal on the ground that (a) Ebix is not bound by the Resolution Plan until the same is approved by the Adjudicating Authority; (b) inordinate delay in approval of the application under Section 31 and (c) pending SFIO and CBI investigations into the affairs of Educomp called for withdrawal.

The Hon'ble Supreme Court was pleased to issue notice in the Ebix Appeal on 07th October 2020 and vide the same order stayed the proceedings under Second Appeal before the NCLAT. The question of law involved in Ebix's Appeal was “*Whether the withdrawal of Resolution Plan is permitted after it has been approved by the CoC*”.

The Hon'ble Supreme Court after hearing the parties vide its judgment dated 13th September 2021 dismissed the Appeal on the ground that “*The existing insolvency framework in India provides no scope for effecting further modifications or withdrawals of CoC-approved Resolution Plans, at the behest of the Successful Resolution Applicant, once the plan has been submitted to the Adjudicating Authority. The Hon'ble Court further held that “A submitted Resolution Plan is binding and irrevocable as between the CoC and the successful Resolution Applicant in terms of the provisions of the IBC and the CIRP Regulations.”*

Accordingly, the Hon'ble Supreme Court dismissed Ebix's Appeal.

The present status of the proceedings is that the Second Appeal challenging the 3rd January order which is pending adjudication before the NCLAT and is scheduled for consideration before the NCLAT on 25th October 2021.

In the event, no resolution is achieved of stressed assets of the Company, the Company may be liquidated upon the order of the Adjudicating Authority /Appellate Tribunal/subsequent appellate authority.

Financial Risk

The large debt burden and rising interest cost caused defaults in payment of its obligations leading to the Company being admitted under the CIRP on 30th May, 2017 vide an order of the Adjudicating Authority. In the event, any resolution of stressed assets of the Company is achieved, the capital structure and the associated risk profile of the Company is expected to significantly change and therefore at the moment, the management is not able to comment on the future

capital structuring of the Company and the resultant change in the risk profile.

c) Opportunities and Outlook

Subject to the adjudication of the Adjudicating Authority and other appellate authorities in relation to the receipt and approval of any resolution plan and with the support of the resolution applicant submitting such resolution plan, the Company may be in a position in terms of capacities, capabilities and customer relationships to capitalise on market opportunities. Approval of any resolution plan would enable the Company to progressively ramp up operations.

However, in the event, no resolution is achieved of stressed assets of the Company, the Company may be liquidated upon the order of the Adjudicating Authority /Appellate Tribunal/subsequent appellate authority. Further, for better explanation refer below to the point (e).

Internal control systems and their adequacy.

The Company has established Internal Financial Control System for ensuring the orderly and efficient conduct of the business including adherence to Company's Policies, the safeguarding of assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable Financial Statements.

As specified above the Company is present under CIRP w.e.f May 30, 2017 and all the powers of the management are vested to the Interim Resolution Professional followed by the Resolution Professional. Resolution Professional, in accordance with the provisions of the code, is performing his best efforts to mitigate all risks associated with the company along with the internal financial control and internal control system.

d) Financial performance.

Financial performance.

Financial performance (Standalone)

The total revenues of Educomp aggregated Rs. 225.05 million in FY19 as compared to Rs. 719.77 million in FY18.

In fiscal 2019, the Company's profit/(loss) before prior period items, exceptional items and taxes aggregated Rs. (994.66) million as against Rs (8,911.87) million in fiscal 2018.

In fiscal 2019, the Company's profit/(loss) after taxes, prior period, exceptional items and other comprehensive income aggregated Rs. (1,051.05) million as against Rs (23,702.45) million in fiscal 2018.

In fiscal 2019, the Company's earnings/(loss) per share (basic) is Rs (8.58) as against Rs (193.60) in fiscal 2018.

Financial performance summary (Consolidated)

In fiscal 2019, the total consolidated revenues of Educomp group aggregated Rs. 229.01 million as compared to Rs 1,067.27 million in fiscal 2018.

The consolidated profit/(loss) before taxes aggregated Rs (1,839.29) million in fiscal 2019 as against Rs (26,056.57) million in fiscal 2018.

In fiscal 2019, the Company's consolidated profit after taxes, prior period and minority interest aggregated Rs

(1,839.97) million as against Rs (26,068.65) million in fiscal 2018.

In fiscal 2019, the Company's consolidated earnings/(loss) per share (basic) is Rs (14.96) as against Rs (207.70) in fiscal 2018.

Key Ratios (Standalone)

Ratio	FY19	FY18
EBIDTA/Net Sales	-376.99%	-1153.42%
Profit/(loss) after Tax and prior period items/ Net Sales	-466.69%	3293.99%
Total Expenditure/ Net Sales	541.97%	1338.15%
Cost of Goods Sold/ Net Sales	4.91%	8.25%
Staff Cost/Net Sales	66.48%	51.86%
Selling, Distribution & Administration expenses (including Miscellaneous Expenses)/ Net Sales	405.59%	1193.32%

Segment Results

Segment Revenue & Expenses (External)

(Rs. In millions)

	For the year ended March 31, 2019			For the year ended March 31, 2018		
	Revenue	Expenses	Results	Revenue	Expenses	Results
Higher Learning Solutions	-	-	-	-	-	-
School Learning Solutions	192.03	583.75	(391.72)	634.28	8,042.34	7,408.06)
K-12 Schools	-	-	-	-	-	-
Online, Supplementary & Global	1.27	1.47	(0.20)	10.18	0.73	9.45
	193.30	585.22	(391.92)	644.46	8,043.07	(7,398.61)

Cash Flows:

The cash (used)/generated from operations stands at Rs. (66.23) million as on March 31, 2019 as against Rs. (153.94) million as on March 31, 2018.

The cash generated/ (used) in on account of investing activities stands at by Rs. 1.62 million as on March 31, 2019 as against Rs. 11.85 million as on March 31, 2018.

The net cash generated/ (used) in financing activity were Rs. (0.30) million as on March 31, 2019 as against Rs. (58.26)

million as on March 31, 2018.

e) Revival Plans for the Company and admission under the corporate insolvency resolution process defined under Insolvency and Bankruptcy Code, 2016

The Company was admitted under the CIR process in terms of the Code vide an order of Adjudicating Authority dated 30 May, 2017 (“Order”).

Subsequently, the RP published Expression of Interest (“EoI”) \ inviting resolution plans for the revival and restructuring of the Corporate Debtor. Further to the issuance of the EoI, the resolution plans were received from one Ebix Singapore Pte. Ltd. (“Ebix”) and one Boundary Holdings SARL SPF. Pursuant to the discussions and deliberations with the CoC, the Resolution plan submitted by the Ebix was put to vote. Ebix’s resolution plan, in terms of Section 30(4) of the Code, was finally approved by the CoC with 75.35% majority voting share on 22nd February 2018 including vote of Chhattisgarh State Electricity Board (“CSEB”) whose vote was received subsequently due to a technical glitch. Pursuant thereto, the Resolution Professional submitted the Ebix’s Resolution Plan for the approval of the Adjudicating Authority by way of an application under Section 30(6) and 31 of the Code (CA 195 of 2018) (“Plan Approval Application”).

The future of the Company depends on the outcome of the pending Application *for approval of Resolution Plan C.A No. 195(PB) of 2018 before Bench II of the National Company Law Tribunal, New Delhi*

f) Human Resources

The Company is having no new operations and servicing only to old customers and hence comprises of very limited staff. The Company had been operating with 387 employees during FY 2018-19.

Cautionary Statement

Statements in the Management Discussion and Analysis, describing the Company’s objectives, projections and estimates may be forward-looking statements within the meaning of applicable securities laws and regulations. Actual results may vary from those expressed or implied, depending upon economic conditions, Government policies and other incidental / related factors. Please also note that as mentioned elsewhere also the Company is in insolvency under IBC.

**CORPORATE GOVERNANCE
REPORT ON CORPORATE GOVERNANCE**

1. Corporate Governance

Corporate Governance is based on the principles of integrity, transparency, accountability and commitment to values. The framework is driven by the objective of enhancing long term stakeholder value without compromising on ethical standards and corporate social responsibilities. The Company believes in transparency, empowerment, accountability and integrity in its operations having duly delegated authority to the various functional heads who are responsible for attaining the corporate plans with the ultimate purpose of enhancement of “stakeholder value”.

A report on compliance with the principles of Corporate Governance as prescribed by SEBI in Chapter IV read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) is given below:

2. Corporate Insolvency Resolution Process (CIRP)

The Corporate Insolvency Resolution Process (“**CIRP**”) against the Educomp Solutions Limited (“**Corporate Debtor**”) was initiated by the Hon'ble National Company Law Tribunal, Principal Bench at New Delhi (“**Adjudicating Authority**”) under Section 10 of the Code vide its order dated 30th May 2017.

The Adjudicating Authority vide the order of same date appointed Dr. Sanjeev Aggarwal as the Interim Resolution Professional (“**IRP**”) to conduct the CIRP of the Corporate Debtor. Later, in the third CoC Meeting of the Corporate Debtor held on 12th September 2017, Mr. Mahender Kumar Khandelwal was appointed as the Resolution Professional (“**RP**”) to run the CIRP of the Corporate Debtor.

Pursuant to the appointment, the RP published Expression of Interest (“**EoI**”) in terms of the code and applicable Regulations thereby inviting resolution plans for the revival and restructuring of the Corporate Debtor. Further to the issuance of the EoI, the resolution plans were received from one Ebix Singapore Pte. Ltd. (“**Ebix**”) and one Boundary Holdings SARL SPF. Pursuant to the discussions and deliberations with the CoC, the Resolution plan submitted by the Ebix was put to vote. Ebix's resolution plan, in terms of Section 30(4) of the Code, was finally approved by the CoC with 75.35% majority voting share on 22nd February 2018 including vote of Chhattisgarh State Electricity Board (“**CSEB**”) whose vote was received subsequently due to a technical glitch. Pursuant thereto, the Resolution Professional submitted the Ebix's Resolution Plan for the approval of the Adjudicating Authority by way of an application under Section 30(6) and 31 of the Code (CA 195 of 2018) (“**Plan Approval Application**”).

Around July 2019, while the Plan Approval Application was pending adjudication before the Adjudicating Authority, Ebix filed its first application seeking withdrawal of the Resolution Plan on account of the purported inordinate delay in approval of resolution plan by the Adjudicating Authority, and ongoing investigations into the affairs of the Corporate Debtor. The said application was dismissed by the Adjudicating Authority. Thereafter, Ebix filed another withdrawal application in August 2019 on the similar cause of action. The second application was also dismissed by the Adjudicating Authority. However, the third withdrawal application filed by Ebix (IA 1816 of 2019) after having been heard at length on 25th November 2019 was allowed by the Adjudicating Authority vide its order dated 02nd January 2020 (“**Order dated 02 January 2020**”). Thereby Ebix was permitted to withdraw its plan despite the same having been approved by the Committee of Creditors of Educomp (“**CoC**”). The Adjudicating Authority also imposed a cost of Rs. 1 lakh on Ebix and extended the CIRP of the Corporate Debtor by 90 days to begin from 16th November 2019. The Adjudicating Authority directed the Resolution Professional to expedite the possibility of achieving resolution of the stressed assets within such extended period.

As a consequence of the Order dated 02 January 2020 passed by the Adjudicating Authority in third withdrawal application filed by Ebix (IA 1816 of 2019), the Adjudicating Authority dismissed the Plan Approval Application

filed by the Resolution Professional vide its another order dated 3rd January 2020 (“**Order dated 03 January 2020**”).

Thereafter, the Committee of Creditors of Educomp (“**CoC**”) challenged the order dated 02 January 2020 passed by the Adjudicating Authority allowing the withdrawal before the Hon'ble National Company Law Appellate Tribunal (“**NCLAT**”) on 28.01.2020 by way of an Appeal bearing number Company Appeal (AT) (Insolvency) No. 203 of 2020 (“**First Appeal**”). The First Appeal was listed for consideration before the NCLAT on 03.02.2020 wherein, the Appellate Tribunal was pleased to issue notice in the appeal and further stayed the operation of the order dated 2nd January 2020.

On 22nd June 2020, the CoC filed another Appeal i.e. Company Appeal (AT)(Ins) No. 587 of 2020 (“**Second Appeal**”) before the NCLAT against the Order dated 3rd January 2020 passed by the Adjudicating Authority thereby dismissing the application of the RP seeking approval of the Resolution Plan filed by Ebix. It may be noted that the CoC gained the knowledge of the order dated 3rd January 2020 only during the hearing in the First Appeal and therefore, could not challenge the same at an earlier date.

The NCLAT allowed the First Appeal filed by the CoC vide its judgment dated 29th July 2020 and set aside the order dated 2nd January 2020 passed by the Adjudicating Authority inter alia holding that the Adjudicating Authority did not have the power to allow Ebix (RA) to withdraw its resolution plan after it was approved by the CoC.

Thereafter Ebix filed a Civil Appeal No. 3224 of 2020 (“**Ebix Appeal/Appeal**”) before the Hon'ble Supreme Court of India (“**Hon'ble Supreme Court**”) challenging the NCLAT Judgment dated 29.07.2020 passed in the First Appeal on the ground that (a) Ebix is not bound by the Resolution Plan until the same is approved by the Adjudicating Authority; (b) inordinate delay in approval of the application under Section 31 and (c) pending SFIO and CBI investigations into the affairs of Educomp called for withdrawal.

The Hon'ble Supreme Court was pleased to issue notice in the Ebix Appeal on 07th October 2020 and vide the same order stayed the proceedings under Second Appeal before the NCLAT. The question of law involved in Ebix's Appeal was “Whether the withdrawal of Resolution Plan is permitted after it has been approved by the CoC”.

The Hon'ble Supreme Court after hearing the parties vide its judgment dated 13th September 2021 dismissed the Appeal on the ground that “The existing insolvency framework in India provides no scope for effecting further modifications or withdrawals of CoC-approved Resolution Plans, at the behest of the Successful Resolution Applicant, once the plan has been submitted to the Adjudicating Authority. The Hon'ble Court further held that “A submitted Resolution Plan is binding and irrevocable as between the CoC and the successful Resolution Applicant in terms of the provisions of the IBC and the CIRP Regulations.”

Accordingly, the Hon'ble Supreme Court dismissed Ebix's Appeal.

Consequent to the Supreme Court's order the NCLT allowed the Second appeal, on 12th November 2021, dated against the NCLT Order dated 3rd January 2020, and immediately thereafter the certified copy of NCLAT order dated 12th November 2021 along with the certified copy of Hon'ble Supreme Court Order were filed with the Registry of the NCLT. However, despite filing of the said orders with the NCLT, the NCLT did not list the matter in time. Therefore, to escalate the matter an application for restoration was (RA 39 of 2021) filed. Finally, the RA 39 of 2021 came up before the NCLT on 3rd December 2021, where the Hon'ble NCLT remarked that 'it's a shame that this matter couldn't be taken up on its own' and vide its order dated 03rd December 2021 it was said that there was no requirement of filing restoration application, nevertheless this application has been filed in the deference of the Hon'ble Supreme Court and NCLT Order. The NCLT thereafter listed the Plan Approval Application for hearing on 22nd December 2021.

On 22nd December 2021, the matter was listed for hearing and part argument took place. The matter was then adjourned to 25th January 2022. However, before the matter could be taken up on the said adjourned date i.e., 25th January 2022, an application (IA 187 of 2022) Ex-Director's Application was filed by the Ex-Director- Mr Shantanu Prakash, also the promoter of Corporate Debtor, seeking direction from the NCLT to direct Resolution

Professional to take action w.r.t the transaction which concerns the insolvency of Corporate Debtor's subsidiary based out of Singapore. This application is also listed on 01.06.2022 along with Resolution Professional's Plan Approval Application. However, the NCLT has not issued any notice in this application so far.

Thereafter, the application for plan approval was listed for 25th January 2022, but was simpliciter adjourned to 15th March 2022. Meanwhile, the Resolution Applicant filed another application IA 397/2022, which came up for hearing on 27th January 2022, and in the said application the Resolution Applicant sought certain information irrespective of Information Memorandum from the Resolution Professional regarding the annual returns, financial statement and status of affairs of the Corporate Debtor. RP's Counsel opposed IA 397 of 2022 and also filed a reply to IA 397 of 2022.

On 14th February 2022, IA 397/2022 was listed before the NCLT, however, the reply filed by RP was not available on record. The NCLT on that date granted liberty to RA to file Rejoinder to IA 397 of 2022 and adjourned it to 28th February 2022. On 28th February 2022, IA 397 of 2022 got listed before the Special Bench, therefore, again it was adjourned to 08th March 2022 for it to be heard by the Regular Bench, matter was adjourned to 8th March 2022. The IA 397 of 2022 was finally taken up on 8th March 2022, where the RP Counsel opposed the application extensively and the same was dismissed on the ground of being premature.

On 11th April 2022, fresh application IA 1611 of 2022 was filed by the Resolution Applicant seeking issuance of a direction to the Resolution Professional to take steps to protect the assets owned by Corporate Debtor's Wholly Owned Subsidiary ("EPEL") attached by the Enforcement Directorate which was dismissed by the Adjudicating Authority the same day since the attached asset(s) were owned by EPEL and not the Corporate Debtor. The Adjudicating Authority adjourned the Plan Approval Application for hearing on 19 April 2022.

On 19th April 2022, the Adjudicating Authority directed the Resolution Professional to file the soft copy of the complete order sheets along with the list of dates of events in the form of an Additional Affidavit along with the soft copy of the Order(s) dated 02 January 2020 and 03rd January 2020 as also the judgments passed by the Hon'ble Supreme Court and Hon'ble NCLAT dated 12 November 2021. Thereafter, the matter was adjourned to 06 May 2022 for further hearing.

On 06 May 2022, the NCLAT heard the Co. Appeal (Ins.) No. 507 of 2022 filed by the Resolution Applicant challenging the order dated 08 March 2022 passed by the NCLT dismissing IA 397 of 2022. The NCLAT dismissed the appeal on the direction to RP that on the approval of the Resolution Plan, all of the required information which is available with the Resolution Professional shall be provided to the Resolution Applicant.

On 06 May 2022, the Plan Approval Application was also listed before the Adjudicating Authority for hearing, however, the same could not be taken up due to non-availability of Technical Member constituting the Bench hearing the matter. The matter was adjourned to 24.05.2022 accordingly.

Thereafter on 19 May 2022, Co. Appeal (Ins.) No. 550 of 2022 preferred by Resolution Applicant against order dated 11.04.2022 passed by NCLT in IA 1611 of 2022 was listed. The Hon'ble NCLAT pursuant to the submissions made by respective parties disposed of the appeal by directing the Resolution Professional to share the Provisional Attachment Order passed by Directorate of Enforcement with the Resolution Applicant.

On 24 May 2022, the Plan Approval Application was again listed for hearing before the Adjudicating Authority however, the matter could not be taken up due to non-availability of the Bench to hear the matter post the lunch hours. Accordingly, matter was adjourned to 01 June 2022.

On 01 June 2022, when the Plan Approval Application was taken up, the Judicial Member stated that since both him and the technical member constituting the present Bench are retiring in June 2022, all pending matters would only now be heard in the month of July. Accordingly, a short date of 08 July 2022 was given by the Registry for listing the Plan Approval Application.

It is pertinent to state that at present along with the pending Plan Approval Application, IA 187 of 2022 filed by suspended Director Mr. Shantanu Prakash is also pending adjudication before the Adjudicating Authority and would be listed on 08 July 2022 along with the Plan Approval Application.

The members are further apprised that in terms of the provisions of Regulation 15(2A) & (2B) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR Regulations or Listing Regulations 2015”), provisions of Regulation 17,18,19,20 and 21 are not applicable to the Company during insolvency resolution process period. Further, this Corporate Governance Report has been prepared by the Resolution Professional on the best efforts basis based on whatever information available and provided to him since the Company is under IBC and most of the employees has left the organization.

3. Size and Composition of the Board

On the Application by the Company on May 12, 2017 under Section 10 of the Insolvency and Bankruptcy Code, 2016 (“the Code”), Hon'ble National Company Law Tribunal, Delhi (“Adjudicating Authority”), vide its order dated May 30, 2017, had ordered the commencement of the Corporate Insolvency Resolution Process (“CIRP”) in respect of your Company and Since from the initiation of the CIRP, under the provisions of Code and pursuant to Section 17 of the IBC, the powers of the Board of Directors of the Company stood suspended, and such powers are vested with the Resolution Professional, Dr. Sanjeev Aggarwal who was appointed as interim resolution professional of the Company. The IRP carried out his duties from May 30, 2017 till Mr. Mahender Khandelwal who 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.

The Board of Directors of your comprises of 3 Directors out of which is Executive Director, one Non-Executive Director and one Independent Non- executive. The details of Directors appointed/ resigned during the financial year 2018-19, if any, are provided in the Directors Report, forming part of this Annual Report.

The provisions as specified in Regulation 17 of SEBI (LODR) Regulations, 2015 related to “Composition of Board of Directors” shall not be applicable during the Insolvency Resolution Process period in respect of a listed entity, which is undergoing Corporate Insolvency Resolution Process.

A. The particulars regarding composition of the Board of Directors and its Meetings held during the year are given hereunder:-

Name of Director	Category	Designation	Number of Board meetings during the year 2018-19		Whether attended last AGM held on Nov 8, 2021	Directorships in Other Indian Companies (other than Educomp Solutions Limited)*	Committees Position in Other Indian Companies (other than Educomp Solutions Limited)	
			Held	Attended			Member	Chairman
Shantanu Prakash DIN:- 00983057	Promoter & Executive Director	Chairman & Managing Director***	0	0	Yes	-	-	-
Vinod Kumar Dandona DIN:- 06730804	Executive Director	Whole-Time Director****	0	0	No	10	-	-
Vijay K Choudhary***** DIN:- 00203673	Independent & Non-Executive Director	Director	0	0	No	3	2	-

*That includes the directorship held as on March 31, 2019 as obtained from the website of the Ministry of Corporate Affairs.

*** ceased to be Managing Director of the company w.e.f. 31st July 2017 due to expiry of term of Managing Director and due to non-reappointment for further term.

**** ceased to be Whole Time Director of the company w.e.f. 12th November 2019 due to expiry of term of as Whole Time Director.

***** ceased to be Director of the company w.e.f. 30th September 2019, the day when the Annual General Meeting of the company for year 2019 ought to be held, due to expiry of term as Additional Director appointed w.e.f. 01st April 2019 for the second term as Independent Non-Executive Director of the company.

***** No Board Meeting was held during 2018-19, as Company was in CIRP and power of Board of Directors stood suspended and be exercised by the Interim Resolution Professional until replaced by Resolution Professional.

A. Disclosure of relationship between Directors inter-se

None of the Directors of the Company are related with the other Directors in any manner as per the provisions of Companies Act, 2013 and SEBI LODR Regulations.

B. Number of Shares & Convertible instruments held by Non-Executive Directors

Mr. Shantanu Prakash whose term as Managing Director expired on July 31, 2017 and due to non reappointment he automatically become the non-executive director. Accordingly, as on March 31, 2019, being the non executive director of the company, he holds 4,43,15,205 shares in the Company. Further, none of the other Non-Executive Directors holds any Shares and Convertible instruments, in the company, during the year under review.

C. Separate Meeting of Independent Director's & Familiarization Programme for Independent Directors

During Financial Year 2018-19, no Separate Meeting of the Independent Directors of the Company was held as the company is under CIRP with w.e.f. May 30, 2017 and as per Section 17 of the Code the powers of the board has been suspended from the commencement of CIRP. Further, No Familiarization program has been carried out by the company during the period under review as the company is under CIRP with w.e.f. May 30, 2017. Details of the familiarization programme for the Independent Directors of the Company for enabling them to acquaint with the nature of business of the company are provided on the website of the Company <http://www.educomp.com/content/familiarisation-programme>.

D. Details of Board Meetings held during the year

During the financial year ended on March 31, 2019, Board Meetings were not held as the Company has been admitted to CIRP under Section 10 of the Code w.e.f. 30th May 2017. Thereafter, in accordance with Section 17 of the Code, the powers of the Board stood suspended and be exercised by the Interim Resolution Professional until replaced by Resolution Professional.

4. Committees of Board

The provisions as specified in Regulations 18 (Audit Committee), Regulation 19 (Nomination and Remuneration Committee), Regulation 20 (Stakeholder's Relationship Committee) and Regulation 21 (Risk Management Committee) under SEBI (LODR) Regulations, 2015 shall not be applicable during the Insolvency Resolution Process in respect of a listed entity which is undergoing corporate insolvency resolution process under the Insolvency Code and subsequent to resignation of the Independent Directors as on March 28th, 2017 no committee meeting(s) were held

during the financial year 2018-19.

- A. Audit Committee**
- B. Nomination and Remuneration Committee**
- C. Stakeholder Relationship Committee**
- D. Corporate Social responsibility Committee**
- E. Finance Committee**
- F. Debenture Committee**
- G. Fund raising cum Allotment Committee**
- H. Corporate Management Committee**

A. Audit Committee

As on 30th May 2017 i.e. the day when the CIRP has been initiated with respect to the Company, Audit Committee comprised of three Directors, namely Mr. Vijay Kumar Choudhary, Mr. Vinod Kumar Dandona and Mr. Shantanu Prakash. The terms of the reference of Audit Committee include inter alia the following:

Powers of Audit Committee

- i. To investigate any activity within its terms of reference.
- ii. To seek information from any employee.
- iii. To obtain outside legal or other professional advice.
- iv. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Key responsibilities of Audit Committee

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual/Quarterly financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of section 134 of the Companies Act, 2013
 - b. Changes, if any, in accounting policies and practices and reasons for the same
 - c. Major accounting entries involving estimates based on the exercise of judgment by management
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements
 - f. Disclosure of any related party transactions
 - g. Qualifications in the draft audit report.
 - h. The quality and acceptability of:

- i. the accounting policies and practices, including without limitation critical accounting policies and practices, all alternative accounting treatments within generally accepted accounting principles for policies and procedures related to material items that have been discussed with management, ramifications of the use of such alternative treatments and the treatment preferred by the external auditors; and
 - ii. financial reporting disclosures and changes thereto, including a review of any material items of correspondence between the Company and the external auditors;
 - i. The extent to which the financial statements are affected by any unusual transactions or any off-balance sheet arrangements, including any disclosable guarantees, indemnification agreements or interests in unconsolidated special purpose entities, in the year and how they are disclosed;
 - j. the policies and process for identifying and assessing business risks and the management of these risks;
 - k. material misstatements detected by the auditors that individually or in aggregate have not been corrected and management's explanations as to why they have not been adjusted;
 - l. possible impairments of the Group's assets;
 - m. compliance with financial reporting standards and relevant financial and governance reporting requirements;
5. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
6. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
8. Discussion with internal auditors any significant findings and follow up there on.
9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
10. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
12. To review the functioning of the Whistle Blower Mechanism, in case the same is existing.
13. Mandatory review the following information:

- i. Management discussion and analysis of financial condition and results of operations;
- ii. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- iii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- iv. Internal audit reports relating to internal control weaknesses; and
- v. The appointment, removal and terms of remuneration of the Chief internal auditor

14. Overseeing the relationships with the external auditors as follows:

- i. To consider the appointment of the external auditors and provide the Board with its recommendation to the shareholders on the appointment, reappointment and removal of the external auditors, approve the audit engagement fees and terms and review annually their activities, findings, conclusions and recommendations. The external auditors shall report directly to the Audit Committee. The Audit Committee shall be responsible for ensuring the resolution of any disagreements between management and the external auditors regarding financial reporting;
- ii. To discuss with the external auditors the nature and scope of the audit (including any significant ventures, investments or operations which are not subject to audit) and ensure co-ordination if more than one audit firm is involved;
- iii. To review and monitor the independence of the external auditors and the objectivity and the effectiveness of the audit process including reviewing and monitoring the external auditors' quality control procedures and steps taken by the external auditors to respond to changes in regulatory and other requirements. This review will include a review of the experience and qualifications of the senior members of the audit team, including rotational procedures;
- iv. To pre-approve the scope and extent of audit and non-audit services provided to the Group by any third party in the case of audit services and by the external auditors in the case of audit and permitted non-audit services. The Audit Committee may delegate to the Chairman of the Audit Committee (and in his absence another member) the authority to pre-approve any audit or permitted non-audit service to be provided by the external auditors provided such approvals are presented to the Audit Committee at its next scheduled meeting;
- v. To consider communications from the external auditors on audit planning and findings and on material weaknesses in accounting and internal control systems that came to the auditors' attention, including a review of material items of correspondence between the Company and the external auditors; and
- vi. To ensure that there are no restrictions on the scope of the statutory audit;

14A The recommendation for appointment, remuneration and terms of appointment of auditors of the company;

14B Review and monitor the auditor's independence and performance and effectiveness of audit process;

14C Examination of the financial statement and the auditors' report thereon;

14D Approval or any subsequent modification of transactions of the company with related parties;

14E Scrutiny of inter-corporate loans and investments;

14F Valuation of undertakings or assets of the company, wherever it is necessary;

- 14G Evaluation of internal financial controls and risk management systems;
- 14H Monitoring the end use of funds raised through public offers and related matters.
- 14I Approval of appointment of Chief Financial Officer (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- 15 such other functions, as may be assigned by the Board of directors from time to time or as may be stipulated under any law, rule or regulation including listing agreement and the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force)

Meetings & Attendance of the Committee

The Board of Directors in their meeting held on 10th May, 2017 had duly reconstituted the Audit Committee. As on 31st March, 2019, the Audit Committee comprises of following members:

Sr. no	Name of the Director	Category	Designation
1	Mr. Vijay K Choudhary	Independent- Non Executive Director	Chairman
2	Mr. Shantanu Prakash	Promoter & Executive Director	Member
3	Mr. Vinod Kumar Dandona	Executive Director	Member

No meeting of the audit committee was held during the year under review. As specified above that w.e.f 30th May 2017 the Company has been admitted to CIRP under Section 10 of the Code. Thereafter, in accordance with Section 17 of the Code, the powers of the Board stood suspended and be exercised by the Interim Resolution Professional until replaced by Resolution Professional.

INTERNAL AUDITORS

During the FY 2018-19, the Company had not appointed the Internal Auditors of the Company.

A. NOMINATION AND REMUNERATION COMMITTEE

The Board of Directors in their meeting held on 10th May, 2017 had duly reconstituted the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee consists of three Directors as members, out of which two are Executive Directors and One Independent Director. The Chairman of the Nomination and Remuneration Committee is an Independent Director. As on 31st March 2019, the Nomination and Remuneration Committee comprises of following members:

Sr. no	Name of the Director	Category	Designation
1	Mr. Vijay K Choudhary	Independent- Non Executive Director	Chairman
2	Mr. Shantanu Prakash	Promoter & Executive Director	Member
3	Mr. Vinod Kumar Dandona	Executive Director	Member

The Broad terms of reference of the Committee includes the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
5. To review performance and recommend remuneration of Executive Directors' to the board;
6. To formulate ESOP plans and decide on future grants;
7. To formulate terms and conditions on followings under the present Employee Stock Option Schemes of the Company:
 - i. the quantum of options to be granted under ESOP scheme(s) per employee and in aggregate;
 - ii. the conditions under which options vested in employees may lapse in case of termination of employment for misconduct;
 - iii. the exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;
 - iv. the specified time period within which the employee shall exercise the vested options in the event of termination or resignation of an employee;
 - v. the right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
 - vi. the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of rights issues, bonus issues and other corporate actions;
 - vii. the grant, vest and exercise of option in case of employees who are on long leave; and
 - viii. the procedure for cashless exercise of options.
 - ix. Any other matter, which may be relevant for administration of ESOP schemes from time to time.
8. such other functions, as may be assigned by the Board of directors from time to time or as may be stipulated under any law, rule or regulation including listing regulations and the companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force)

Meetings and Attendance of Committee:

No meeting of Nomination and remuneration Committee was held during the year under review. As specified above that w.e.f 30th May 2017 the Company has been admitted to CIRP under Section 10 of the Code. Thereafter, in accordance with Section 17 of the Code, the powers of the Board stood suspended and be exercised by the Interim Resolution Professional until replaced by Resolution Professional.

Performance Evaluation Criteria for the Independent Directors

The Companies Act, 2013 and Listing Regulations, 2015 has enabled an evaluation mechanism to appraise the performance of the Independent Directors. In terms of that, the Nomination & Remuneration Committee of the Company has laid down the criteria for the evaluation of the Independent Directors of the Company. The performance of Independent Directors shall be done by the entire Board of Directors (excluding the Director being evaluated) and on the basis of evaluation, it shall be determined whether to extend or continue the term of appointment of the Independent Director.

The criteria for evaluation of the Independent Directors maybe on the following parameters and further, the Committee/Board shall also be authorised to modify the criteria as it may deem fit and necessary:

General Criteria:

- Highest personal and professional ethics, integrity and values;
- Inquisitive and objective perspective, practical wisdom and mature judgment;
- Demonstrated intelligence, maturity, wisdom and independent Judgment;
- Self-confidence to contribute to board deliberations and stature such that other board members will respect his or her view;

REMUNERATION TO DIRECTORS

NOMINATION AND REMUNERATION POLICY

The Company has a credible and transparent policy in determining, identifying and recommending the criteria for the appointment and remuneration of Director's, Key Managerial Personnel and Senior Management. The remuneration policy is aimed at attracting and retaining high caliber professionals/individuals. The broad objective and purpose of policy are:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies, in the education industry.
- To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.
- To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.

- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

Appointment

Nomination and remuneration committee determines the criteria of appointment to the director, Key Managerial Personnel and senior management level and is vested with the authority to identify candidates for appointment to the Board of Directors, Key Managerial Personnel and/or at senior management level. In evaluating the suitability of a person for appointment / continuing to hold appointment as a Director, Key Managerial Personnel and/or at senior management level nomination and remuneration committee evaluates and takes into account apart from others, Board diversity, person's eligibility, qualification, expertise, track record, general understanding of the business, professional ethics, integrity, values and other fit and proper criteria's.

Remuneration

The remuneration of Executive / Non-Executive Directors and KMPs will be determined by the committee which is governed by the external competitive environment, track record, potential, individual performance and performance of the Company as well as industry standards and approved by nomination and remuneration committee in accordance of abovementioned policies. It is proposed by nomination and remuneration committee and subsequently approved by the Board.

a) Remuneration of Executive Director/(s)

Remuneration of Executive Directors is decided based upon their qualification, experience and contribution at the respective positions in the past and expected future benefits to the company and is consistent with the existing industry practice. Executive Directors are entitled for the remuneration as follows:

- (i) Salary and commission not to exceed limits prescribed under the Companies Act, 2013
- (ii) Revised from time to time depending upon the performance of the Company,
- (iii) No Sitting Fees is being paid to them
- (iv) Eligible for ESOP except Promoter Director

In the beginning of financial year 2018-19 the company had One Executive Directors i.e. Mr. Vinod Kumar Dandona, Whole Time Director.

No remuneration has been paid to the Executive Director during the period under review. For further details of the remuneration paid to Executive Directors and there shareholding in the company for the year ended March 31, 2019, please refer to extract of Annual Return MGT-9 which forms part of Director Report.

Details of Service Contract of Executive Director(s)

Name of Director	Tenure	Notice Period	Stock Options	Severance Fee
Mr. Vinod Kumar Dandona	3 Years w.e.f November 13, 2016	3 months by either party	No Stock Options	Nil

b) Remuneration to Non Executive Director/(s):

Non- Executive Directors are entitled as follows:

- (i) Sitting fees not to exceed limits under the Act
- (ii) Commission not to exceed limits prescribed under the Act
- (iii) Eligible for ESOP except Independent Non Executive Director

The Company has not paid any remuneration to any Non-Executive Directors during the year.

Details of the Pecuniary Relationship or Transactions of the Non- Executive Directors

During the period under review there is no Pecuniary Relationship or Transactions of the Non- Executive Directors with the company.

C. STAKEHOLDER RELATIONSHIP COMMITTEE

As on 30th May 2017 i.e. the day when the CIRP process has been initiated with respect to the Company, the Stakeholder Relationship Committee ("the Committee") consist of three Directors, namely Mr. Vijay Kumar Choudhary, Chairman, Independent and Non-Executive Director, Mr. Vinod Kumar Dandona, Executive Director and Mr. Shantanu Prakash, Promoter and Non-Executive Director.

The broad terms of reference of the Committee includes the following:

- Redressal of shareholder and investor complaints including, but not limiting itself to transfer of shares and issue of duplicate share certificates, non-receipt of balance sheet, non-receipt of declared dividends, etc.;
- Overseeing and reviewing all matters connected with securities of the Company;
- Overseeing the performance of the Registrar and Transfer Agent of the Company and recommends measures for overall improvement in the quality of Investor services;
- Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of shares issued by the Company, and
- Such other role/functions as may be specifically referred to the Committee by the Board of Directors and / or other committees of Directors of the Company or mentioned in the Listing Regulations 2015.

Meetings and Attendance of Committee:

No meeting of Stakeholder Relationship Committee was held during the year under review. As specified above that w.e.f 30th May 2017 the Company has been admitted to CIRP under Section 10 of the Code. Thereafter, in accordance with Section 17 of the Code, the powers of the Board stood suspended and be exercised by the Interim Resolution Professional until replaced by Resolution Professional.

Compliance Officer

During the year under review, Mr. Yogesh Saluja, Company Secretary, was the Compliance Officer for complying with the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and was also responsible for complying with the requirements of Listing Regulations, 2015. Mr. Yogesh Saluja has resigned from the post of the company Secretary w.e.f. October 03, 2019.

Status of Investor complaints received by the Company during the year under review is as follows:

Particulars	Pending as on April 1, 2018	Received during the Year	Disposed during the Year	Pending as on March 31, 2019
No of Complaints	7	11	13	5

D. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Composition

As on 30th May, 2017, i.e at the time of initiation of the CIRP, the Committee consisted of two Executive Directors i.e. Mr. Shantanu Prakash and Mr. Vinod Kumar Dandona and one Independent Non-Executive Director Mr. Vijay Kumar Choudhary. The Chairman of the Committee is Mr. Shantanu Prakash.

Meeting & Attendance during the year

No meeting was held during the year under review,

E. OTHER COMMITTEES OF THE BOARD

The details of the meetings of the other committees of the board, held during the year 2018-19, are given herein below:-

FINANCE COMMITTEE

As on 30th May 2017 i.e. the day when the CIRP process has been initiated with respect to the company, Finance Committee consist of three Directors, namely Mr. Vijay Kumar Choudhary, Mr. Vinod Kumar Dandona and Mr. Shantanu Prakash. During the year ended March 31, 2018, No meeting of the Finance Committee was held.

DEBENTURE COMMITTEE

There was no meeting held of the Debenture Committee during the Financial Year 2018-19,

As on May 30, 2017, the Committee consisted of three directors namely Mr. Shantanu Prakash, Mr. Vijay Kumar Choudhary and Mr. Vinod Kumar Dandona.

FUND RASING CUM ALLOTMENT COMMITTEE

There was no meeting held of the Debenture Committee during the Financial Year 2018-19. As on May 30, 2017, the Committee consisted of three directors namely Mr. Shantanu Prakash, Mr. Vijay Kumar Choudhary and Mr. Vinod Kumar Dandona.

CORPORATE MANAGEMENT COMMITTEE

There was no meeting held of the Debenture Committee during the Financial Year 2018-19. As on May 30, 2017, the Committee consisted of three directors namely Mr. Shantanu Prakash, Mr. Vijay Kumar Choudhary and Mr. Vinod Kumar Dandona.

5. GENERAL BODY MEETINGS

Details of the AGM/EGM held in the last three years along with special resolutions passed there at:

Financial Year	Date and Time	Venue	Particulars of special resolution passed
2015-16 (AGM)	30-09-2016 03:30 P.M	Sri, Sathya Sai International Center, Pragati Vihar, Lodhi Road, New Delhi-110003	1. To approve the re-appointment and remuneration of Mr. Vinod Kumar Dandona, (DIN:06730804) Whole Time Director of the company.
2016-17 (AGM)	29-06-2020 04:00 P.M.	Held through Video conferencing / other Audio visual means	Nil
2017-18 (AGM)	08-11-2021 11:30 A.M.	Held through Video conferencing / other Audio visual means	Nil

Extra Ordinary General Meeting

During the last three financial years, there was no Extra Ordinary General Meeting held.

Postal Ballot

No Special Resolution was passed by the Company during the year through Postal Ballot.

At the ensuing Annual General Meeting, there is no resolution proposed to be passed by postal Ballot.

Procedure for postal ballot:

Serial No.	Procedure
1.	After obtaining consent to act as Scrutinizer the Board of Directors appoints Scrutinizer to conduct Postal Ballot process in true, fair and transparent manner.
2.	Cut Off date is fixed for identifying shareholders entitled to receive notice of the postal ballot.
3.	Postal Ballot Notice along with explanatory statement and Postal Ballot form with instructions are dispatched to shareholders. As per requirements of Listing Agreement, e-voting facility was also provided to Shareholders of the Company
4.	Company advertises dispatch of postal ballot in one English Newspaper and one Vernacular language.
5.	The postal ballot form duly completed and signed should be sent to the Scrutinizer appointed by the Company at the registered office of the Company on or before the close of the Business hours on specified date.
6.	After due scrutiny of all the Postal Ballot forms received & considering the voting through electronic mode upto the close of working hours scrutinizer submitted his report to the company on the specified date
7.	Result of the postal ballot is declared at the registered office of the company and the same is notified to stock exchanges as well as published on the website of the company.

6. DISCLOSURES

- I. The Company has the Related Party Transactions Policy of the Company as approved by the Board. The Policy Related Party Transactions has been uploaded on the website of the Company and can be accessed on <http://educomp.com/content/policies>. There is no materially significant related party transactions during the period under review which may have potential conflict with the interests of the listed entity at large.
- II. As specified earlier that 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 your 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 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. Since the inception of the CIRP, the majority of employees has left the Company due to which the company is unable to do various compliances, within the stipulated time, under various applicable laws. Such delay in making the compliances results in non-compliances, under various applicable laws, which leads to imposition of penalties on the companies.
- III. The Company has established and adopted a Vigil Mechanism/Whistle-Blower Policy which is uploaded on the website and can be access through the link: <http://educomp.com/content/policies>. Further, the company has affirmed that no personnel has been dined access to the Interim Resolution Professional/ Resolution Professional. (as specified above that w.e.f 30th May 2017 in accordance with Section 17 of the Code, the powers of the Board stood suspended and be exercised by the Interim Resolution Professional until replaced by Resolution Professional.)
- IV. Company has 'Material non-listed Subsidiary Companies' during the accounting year under review in terms of the provisions of Regulation 16(1)(c) of the Listing Regulations, 2015. The Company formulated a policy for determining 'material' subsidiaries and such policy uploaded on the Company's website and & can be accessed through the link <http://educomp.com/content/policies>.
- V. As specified above that w.e.f 30th May 2017 in accordance with Section 17 of the Code, the powers of the Board stood suspended and be exercised by the Interim Resolution Professional until replaced by Resolution Professional. Accordingly, all the mandatory requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Corporate Governance are not being properly adhered to / complied with.
- VI. The Company has adopted a Code of Conduct applicable to all Directors and the Senior Management Personnel of the Company and the same is available on the website of the Company <http://educomp.com/content/code-conduct>.
- VII. A certificate from M/s P.C. Jain & Co., Practicing Company Secretaries, as stipulated Part C of Schedule V to the SEBI LODR Regulations for the period April 01, 2018 to March 31, 2019 is attached herewith with this report.
- VIII. The Company follows Indian accounting standards notified under the Act and applicable Accounting Standard as laid down by the Institute of Chartered Accountants of India (ICAI) in the preparation of financial statements, the Company has not adopted a treatment different from that prescribed in any Accounting Standards. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.
- IX. Commodity price risk or Foreign exchange risks, if any, are tracked and managed within the Risk Management framework. The foreign exchange market is highly regulated and the Company ensures

compliance with all the regulations.

7. DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE

As specified above that w.e.f 30th May 2017 in accordance with Section 17 of the Code, the powers of the Board stood suspended and be exercised by the Interim Resolution Professional until replaced by Resolution Professional. Accordingly, the Company is unable to make the compliance with regard to some of the mandatory requirements pertaining to Corporate Governance as stipulated under the Listing Regulations, 2015.

With reference to observations as provided by M/s P.C. Jain & Co., Practicing Company Secretaries , in the Corporate Governance Certificate, as stipulated Part C of Schedule V to the SEBI LODR Regulations, please note that the observations are related to the non-compliances pertaining to Corporate Governance under the SEBI regulations. As the members are aware that the Company is under CIRP and most of the officials of the company including the top management has left. The Company is making its best efforts to make all compliances under all applicable laws to the extent possible.

8. CODE OF CONDUCT

The Company has adopted a Code of Conduct applicable to all Directors and the Senior Management Personnel of the Company and the same is available on the website of the Company <http://educomp.com/content/code-conduct>.

As specified above that w.e.f 30th May, 2017 in accordance with Section 17 of the Code, the powers of the Board stood suspended and be exercised by the Interim Resolution Professional until replaced by Resolution Professional. Accordingly, the Company is unable to get the compliance Report for the year ended 31st March, 2019 from the Board members and senior management of the Company regarding the compliance of all the provisions of Code of Conduct.

9. GENERAL SHAREHOLDER INFORMATION

I. Ensuing Annual General Meeting Date, Time and Venue:

Location	Day and Date	Time
In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, and January 13, 2021 (collectively referred to as 'MCA Circulars') and SEBI Circular dated May 12, 2020 and January 15, 2021 (collectively referred to as 'SEBI Circulars') permitted the holding of the Annual General Meeting through video-conferencing / other audio visual means ('VC / OAVM'), without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM. For details please refer to the Notice this AGM.	Thursday, August 25, 2022	11:30 A.M (IST)

- II. **Financial Year:** 1st April 2018 to 31st March 2019
- III. **Dividend Payment Date:-** The Company has not declared any dividend during the financial year under review.
- IV. **Date of Book Closure:** August 19, 2022 to August 25, 2022 (both days inclusive)
- V. **Listing on Stock Exchanges:-**

Name of Exchange and Address	Securities	DEMAT ISIN NO	Stock/Script Code
National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai-400051	Equity	NSDL and CDSL INE216H01027	EDUCOMP
BSE Limited, PJ Towers, Dalal Street, Fort, Mumbai-400001	Equity	NSDL and CDSL INE216H01027	532696
BSE Limited, PJ Towers, Dalal Street, Fort, Mumbai-400001	Debentures	NSDL and CDSL INE216H07016	948029

- VI. **Listing Fee:-** Annual Listing fees for the year 2017-18, 2018-19 and 2019-20, as applicable, have been paid to BSE and Annual Listing fees for the year 2017-18, 2018-19, 2019-20 and 2020-21 as applicable, have been paid to NSE.

- VII. **Stock Market Data:-**

The Market Price data- high, low during each month in last financial year are as under:-

Month	BSE				NSE			
	High	Low	Close	Volume	High	Low	Close	Volume
Apr 2018	5.01	3.67	3.92	998807	4.05	3.8	3.8	53635
May 2018	4.75	3.53	3.98	544837	4.25	3.85	4.05	16942
June 2018	4.2	2.95	3.08	419319	3.2	3.05	3.05	25681
July 2018	3.4	2.4	2.65	554858	2.6	2.55	2.6	4299
Aug 2018	2.86	2.52	2.74	571335	2.65	2.5	2.55	14437
Sep 2018	2.83	1.88	1.88	414841	1.9	1.85	1.85	19036
Oct 2018	4.01	1.75	4.01	534604	3.75	3.75	3.75	39066
Nov 2018	4.87	2.81	2.97	881663	3.1	2.85	2.95	29336

De c 2018	3.19	2.52	2.52	357103	2.8	2.6	2.6	53587
Jan 2019	2.8	2.15	2.2	257192	2.40	2.20	2.20	16636
Feb 2019	2.31	1.77	2.29	210890	2.20	2.05	2.15	14040
March 2019	2.88	2.1	2.26	278370	2.40	2.20	2.30	34727

VIII. Stock Performance chart in comparison to broad- based inices:-

BSE SENSE



NSE



	1 Year
EDUCOMP SOLUTIONS LIMITED	-42.35
BSE SENSEX	9.99
BSE 200	3.90

XI. Details relating to Suspension of Securities and reasons thereof

As specified above that w.e.f 30th May 2017 in accordance with Section 17 of the Code, the powers of the Board stood suspended and be exercised by the Interim Resolution Professional until replaced by Resolution Professional. Due to the ongoing CIRP company is unable to make timely compliances of various clauses of SEBI Listing Regulation, 2015 which results into the trading suspension of the shareholding of the promoters.

X. Registrar and Share Transfer Agents:

The Company has appointed Link Intime India Private Limited having its office at Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058 as Registrar and Transfer Agent for physical transfer

XI. Share Transfer System:

Share Transfers are registered and returned within a period of fifteen (15) days from the date of receipt, if the documents are clear in all respects. The authority for transfer of shares has been delegated to the Managing Director for transfer of shares up to a fixed number beyond which the matters are placed before the shareholders Committee, which meets as and when required. As reported by Company's RTA all valid requests for transfer during the year under review were transferred within stipulated time limit.

XII. Distribution of shareholding as on 31st March 2019:

a) Distribution of Shareholding as on 31st March 2019

SR.NO.	SHARES RANGE	NUMBER OF SHAREHOLDERS	% OF TOTAL SHAREHOLDERS	TOTAL SHARES FOR THE RANGE	% OF ISSUED CAPITAL
1	1 - 500	97577	84.936	9639735	7.8713
2	501 - 1000	7903	6.8792	6550758	5.3490
3	1001 - 2000	4474	3.8944	6900023	5.6342
4	2001 - 3000	1631	1.4197	4192281	3.4232
5	3001 - 4000	785	0.6833	2801988	2.2880
6	4001 - 5000	713	0.6206	3388526	2.7669
7	5001 - 10000	1032	0.8983	7697226	6.2851
8	10001 - above	768	0.6685	81296631	66.3824
	Total	114883	100	122467168	100

b) Categories of Equity Shareholding as on 31st March, 2019

Category	No. of Shares held	%age of shareholding
Promoters	5,48,38,245	44.78 %
FII / Foreign Portfolio Investors/ Banks & Foreign Body Corporate	27,82,565	2.27 %
Body Corporate	37,97,356	3.10 %
Others	6,10,49,002	49.85 %
Total	12,24,67,168	100 %

XIII. Dematerialization of Shares and Liquidity

About 99.99% of the Equity Shares of the Company have been dematerialized as on 31st March 2019. The Company's Shares are compulsorily traded in dematerialized form.

Relevant data for the monthly turnover for the period starting from 01st April, 2018 till 31st March, 2019 is provided in point VII above pertaining to Stock Market Data.

XIV. Outstanding GDRs / ADRs / Warrants or any other Convertible instruments, conversion date and likely impact on equity:

No GDRs/ADRs/Warrants have been issued by the Company.

In Year 2012-13, the Company had raised US\$ 10 million, Zero Coupon Foreign Currency Convertible Bonds ("FCCB") for redemption of outstanding Zero Coupon Foreign Currency Convertible Bonds. The Bond holders, as per the agreement, have the option to convert these bonds into Equity Shares, at a price of Rs.188.62 per share within 5 years and 1 day from the date of disbursement. The FCCB are redeemable at a premium of 33.15 % on principal after 5 years and 1 day. The FCCB were raised for the purposes of redemption of earlier FCCB of the Company. As on March, 31, 2019 US\$ 10 million (previous year US\$ 10 million) FCCB were outstanding for conversion into equity shares of Rs. 2 each.

The Company was not able to redeem these FCCB and thus has defaulted on redemption. In this regard, please note that the Company is CIRP since May 30, 2017 and a moratorium period is in effect since 30th May 2017 wherein no judicial proceedings for recovery, enforcement of security interest, sale or transfer of assets, or termination of essential contracts can be instituted or continued against the Company.

Further, Details of outstanding Stock Options are being uploaded on the website of the Company and same can be accessed through web link: <http://www.educomp.com/content/investors-home>.

XV. DISCLOSURE OF COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

Commodity price risk or Foreign exchange risks, if any, are tracked and managed within the Risk Management framework. The foreign exchange market is highly regulated and the Company ensures compliance with all the regulations.

XVI. Offices till March 31, 2019: New Delhi, Gurgaon (Haryana), Noida, Lucknow (U.P), Mumbai (Maharashtra), Kolkatta (West Bengal), Bangalore (Karnataka), Mohali (Punjab), Chennai (Tamil Nadu), Parwanoo (Himachal Pradesh), Secunderabad (Hyderabad), Gandhinagar (Gujarat), Guwahati (Assam).

Addresses of Major Business Offices till March 31, 2019:

1. Khasara No. 701, 2nd Floor, Vill-Taksal, Sec-2, Kasauli Road, Parawnoo (HP) 173220;
2. Plot no 85, Special Economic Zone, Phase II, Sector 82, Noida;
3. Brigade Square, 2nd Floor, Cambridge Road, Ulsoor, Bangalore -560 008;
4. Plot No 514, Udyog Vihar, Phase III, Gurgaon – 122 001.

XVII. Address for Correspondence:

Investor Correspondence: For transfer/ Dematerialization of Shares, Payment of dividend on shares, change of address, transmissions, and any other query relating to shares and debentures of the Company.

- **For securities held in physical form:** Please contact Registrar & Transfer Agent at address given below.
- **For securities held in Demat Form:** To the Depository Participant
- **Any query on Annual Report:** To the Company address.

Company Address	Debenture Trustee Address	Registrar & transfer Agent Address
Educomp Solutions Limited Plot No 514, Udyog Vihar, Phase-III, Gurgaon-122001, (Haryana) Telephone: 0124-4529000 Fax: 0124 – 4529039 Email: investor.services@educomp.com	Axis Trustee Services Limited, Axis House, 2nd Floor, Bombay Dyeing Mills Compound, Pandurang Budhkar Marg, Worli, Mumbai, Maharashtra- 400025 Ph:-022-24255215/5216; email:-complaints@axistrustee.com debenturetrustee@axistrustee.com	Link Intime India Private limited Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058 Telephone: 011-41410592-94 Fax: 011-41410591 Email : delhi@linkintime.co.in

MEANS OF COMMUNICATION

The Annual Report for the F. Y. 2018-19 of the Company and the annual results of the Company are placed on the Company's website i.e. www.educomp.com and also on the website of NSE and BSE and can be downloaded. There is a separate dedicated section under "Investors Relations" on the Company's website which gives information on unclaimed dividends, quarterly compliance reports and other relevant information of interest to the investors / public.

As specified above that w.e.f May 30, 2017 the company is under CIRP and the powers of the board has been suspended and also most of the employees has left the company due to that company is unable to approve and adopt the quarterly results, as per SEBI Listing Regulations 2015, post the initiation of the CIRP. However, the complete set of the financial results for the financial year ended March 31, 2019 are displayed on the website of the Company i.e. www.educomp.com.

PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION AND PREVENTION OF INSIDER TRADING

The Company has adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct for Prevention of Insider Trading with a view to deal with Unpublished Price Sensitive Information and trading in securities by Directors, employees of the Company, Designated Employees and Connected Persons. The said Code is available on the website of the Company and can be access through the link

<http://www.educomp.com/Data/Code-of-Fair-Practices-Procedures-V1.pdf>.

12. Details of non-compliance with regard to Capital Market

During the Financial Year 2018-19 there were instances of non-compliances by the Company on various matter related to capital markets. However, please note the following:

- a) The Company has not appointed Woman Director after March 28, 2017 as required by the Companies Act, 2013 and SEBI LODR Regulations.
- b) Due to initiation of CIRP since 30th May 2017, the powers of the Board of Directors & committees thereof have been suspended.
- c) There were frequent resignations of Directors as well as Company Secretary & Chief Financial Officer. Further, since March 28, 2017 there is no proper composition of the Board. Most of the senior employees and other staff has also resigned.
- d) Since CIRP date, the Company is not complying with the various provisions of the Companies Act, 2013, Regulations of the SEBI (LODR), 2015 and BSE & NSE has imposed penalties under various Regulations which are still pending for payment. The Company is making efforts to comply with pending compliances.
- e) The Company along with Directors/Ex-Directors, Employees/Ex-Employees has been facing issues and investigations such as investigation by SFIO, CBI.
- f) Annual General Meeting ("AGM") of the Company for the FY 2019-20 and 2020-2021 are also not held. The Company is making efforts to hold the AGM of these years at the earliest possible.

Note: The Company is undergoing CIRP and the powers of Board are suspended. Hence this report has been prepared on best efforts basis based on whatever information available and initialed by RP in order to meet the compliance.

**For Educomp Solutions Limited
(Under CIRP)**

Sd/-

**Mahender Khandelwal
Resolution Professional**

Taken on record

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

Corporate Governance Certificate

To,
The Members

Educomp Solutions Limited

(Company under the Corporate Insolvency Resolution Process)

(CIN: L74999DL1994PLC061353)

1211, Padma Tower-I, 5, Rajendra Place

New Delhi-110008

Sir,

We have examined the compliance of conditions of applicable statutory provisions and the adherence to the good Corporate Governance practices by **Educomp Solutions Limited** ("the Company") on the basis of limited information and documents available, for the financial year ended March 31, 2019 as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Please take note that pursuant to an order passed by the Hon'ble National Company Law Tribunal, Principal Bench ("NCLT") on May 30, 2017 for the initiation of Corporate Insolvency Resolution Process ("CIRP) of the Company as per the provision of the Insolvency and Bankruptcy Code, 2016 ("Code"), NCLT vide its order dated September 12, 2017 appointed Mr. Mahendrer Khandelwal having IP Registration No IBBI/IPA-001/IP-P00033/2016-17/10086 as Resolution Professional ("RP") of the Company. As per the provision of the section 17 and 18 of the Code, the powers of the Board of Directors and the Management of the Company stands remain suspended from the date of initiation of the CIRP and vest with the RP.

The compliance of conditions of Corporate Governance is the responsibility of the management / RP of the Company. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. Further, since the Company is in CIRP, this certificate is being issued on the request of Resolution Professional and on the basis of very limited information/documents provided.

In our opinion and to the best of our information and according to the explanations given to us, *we hereby certify that the company has not during the period covering the financial year ended on 31st March, 2019, properly complied with the statutory provisions of the SEBI (LODR) 2015 listed hereunder, in the manner and subject to the reporting made hereinafter-*

i. As per sub-regulation 2A & 2B of Regulation 15 of SEBI (LODR) Regulation 2015, Regulation 17, 18, 19, 20 and 21 of the SEBI (LODR) 2015 were not applicable during the insolvency resolution process. The powers, role and responsibilities of Board of Directors and committees thereof remain suspended from the date of commencement of CIRP. The powers, role and responsibilities of the Board of Directors & Committees thereof specified in the respective regulations were fulfilled by the aforesaid Resolution Professional in respect of the *conditions of Corporate Governance as stipulated under Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C, D and E of Schedule V to the Listing Regulations except the following:*

- (a) *The Company has not complied with the statutory requirements as stipulated in Regulation 17 (Board of Directors) read with Part A of Schedule-II and Clause C (2) of Schedule V of the SEBI (LODR) 2015.*
- (b) *The Company has not obtained the compliance Certificate in terms of Regulation 17 (8) from the Chief Executive Officer and the Chief Financial Officer as specified in Part B of Schedule II of the SEBI (LODR) 2015.*
- (c) *The performance of the independent director(s) for the financial year 2018-19 of the company were not evaluated as required under Regulation 17 (10) of the SEBI (Regulation) 2015.*
- (d) *The Company has not complied with the statutory requirements as stipulated in Regulation 18 (Audit*

Committee) read with Part C of Schedule-II and Clause C (3) of Schedule V of the SEBI (LODR) 2015.

- (e) The Resolution Professional was not required to exercise the power, role and responsibility under Regulation 19 (Nomination and Remuneration Committee) read with Part D (A) of Schedule II and clause (C) (4) of the Schedule V of the SEBI (LODR) 2015, as the role & responsibility towards Directors Nomination and Remuneration were suspended in CIRP Process.*
 - (f) The company has not complied with the provision of Regulation 20 (Stakeholders Relationship Committee) read with Part D (B) of Schedule II and Clause (C) (5) of Schedule V of the SEBI (LODR) 2015.*
 - (g) The provision of Regulation 21 (Risk Management Committee) of the SEBI (LODR) Regulation, 2015 read with Part D (C) of Schedule II and Clause (C) (5A) of Schedule V is not applicable being the company does not fall under top 500 listed entities as per market capitalization.*
- ii. *The company has **vigil mechanism / whistle blower policy** for directors and employees under regulation 22 of the SEBI (LODR) Regulation, 2015 and the same is hosted on the website of the company.*
 - iii. *We have not received any documents pertaining to the compliance of the Regulation 23 of the SEBI (LODR) Regulation, 2015 read with Clause (C) (10) (a) of Schedule V with respect to the disclosures on materially significant related party transaction . In the absence of any documents, we are unable to comment that whether the related parties transaction, under during the period under review, is in compliance of the Listing Regulations.*
 - iv. *The Company is not in proper compliance of the Regulation 24 of the Listing Regulation, which relates to the corporate governance requirements with respect to subsidiary of listed entity, as the company w.e.f. May 30, 2017 is in CIRP and in terms of the Section 17 of the Insolvency and Bankruptcy Code, 2016 the powers of the board, since from the initiation of CIRP has been suspended and the said powers are being exercised by the RP. As a result thereof, Committee of creditors was formed.*
 - v. *No meeting of the independent director(s) has been conducted during the period under review as stipulated under Regulation 25 of the Listing Regulations. The powers of the independent director(s) were also suspended and vested with RP under CIRP with effect from May 30, 2017.*
 - vi. *The company was unable to get the compliance report for the year ended 31st March , 2019 from the Board members and senior management of the Company regarding the compliance of all the provision of the Code of Conduct and also the copies of the affirmation (s) from the Board of Directors and senior management personnel for the compliance with code of conduct are not available.*
 - vii. *We were unable to get the quarterly compliance report on corporate governance and proof of filing with the stock exchange as required under Regulation 27 (2) (a) of the SEBI (LODR) Regulation, 2015. Therefore , the company has not complied with the provision of Regulation 27 as stipulated in SEBI (LODR) Regulation, 2015*
 - viii. *The web-site of the Company is not properly updated.*
 - ix. *The company has not carried out Internal Audit for the period under Review.*
 - x. *The company did not hold the Annual General Meeting of its shareholders during the period under review, therefore the report /information on general body meeting and general shareholders was not made available to us by the company as required under clause C (7), (8) and (9) of Schedule V of the Listing Regulation.*
 - xi. *The Company has not intimated to the Stock Exchanges regarding non-payment of interest on any of its borrowings (including External Commercial Borrowings) and repayment thereof [Regulation 51(2) read with Part B of Schedule III of Listing Regulations.*
 - xii. *The Company has not created Debenture Redemption Reserve in relation to the earlier issue of debentures since the company is in losses.*
 - xiii. *As Regulation 50(1) of Listing Regulations, the listed entity shall give prior intimation to the stock exchange(s) at least eleven working days before the date on and from which the interest on debentures and bonds, and*

redemption amount of redeemable shares or of debentures and bonds shall be payable and as per Regulation 10(1) of Listing Regulations, the listed entity shall file the reports, statements, documents, filings and any other information with recognized stock exchange(s) on the electronic platform as specified by Securities and Exchange Board of India or the recognized stock exchange(s); however, we have not received any information pertaining to the compliance of the said regulation.

- xiv. As on date of this Report, the Company has received several notices for Penalties against the violations of SEBI Act, Rules, Regulations, and Guidelines etc. from both the Stock Exchanges i.e. BSE and NSE during the moratorium period under CIRP Process of the Code.
- xv. The Company has not prepared the Quarterly/Annual Results/ Statements for the financial year ended on 31st March, 2019 as required under Regulation 33 of Listing Regulations.
- xvi. The company has not filed / filed delayed various disclosures, with the stock exchanges as required to be made in terms of various applicable Regulations of the SEBI (LODR) Regulations.
- xvii. The company has not complied with provisions of PIT Regulations and SEBI (LODR) Regulations as mentioned above during the period under review.
- xviii. Without qualifying our report, we further report that the Company is currently subjected to the investigations by Serious Fraud Investigation Office ("SFIO") and Central Bureau of Investigation ("CBI"). As further explained to us, certain information have 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 report.**

Other Matter

Since the company is under Corporate Insolvency Resolution Process ("CIRP") pursuant to the order issued by the Hon'ble National Company Law Tribunal, New Delhi ("Adjudicating Authority"), vide its order dated 30th May 2017 under IBC, 2016 and the Company has not complied with various provisions of Listing Regulations since that.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

We further state that this certificate has been issued in order to meet the compliance based on whatever information has been provided by the Resolution Professional of the Company since most of the employees have left the Company.

Place: Faridabad
Date: 16th June, 2022
UDIN: F004103D000497464

For **P.C. Jain & Co.**
Company Secretaries
(FRN: P2016HR051300)

Sd/-
(P.C.Jain)
Managing Partner
M No: FCS 4103
COP No: 3349

INDEPENDENT AUDITOR'S REPORT**To the Members of Educomp Solutions Limited****Report on the Audit of the Standalone Ind AS Financial Statements****Adverse Opinion**

We have audited the accompanying Standalone Ind AS Financial Statements of **Educomp Solutions Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and notes to the Standalone Ind AS Financial Statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Ind AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, because of the significance of the matters discussed in the Basis for Adverse Opinion section of our report, the aforesaid Standalone 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") prescribed under section 133 of the Act, of the state of affairs of the Company as at March 31, 2019, its loss (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Adverse Opinion

1. As mentioned in note 3.2 to the Standalone Ind AS Financial Statements, the Management did not conduct physical verification of Property, plant and equipment at certain locations having a net carrying value of Rs. 11.08 million as at March 31, 2019. 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, 2019 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.
2. The Company has not evaluated impairment on its Knowledge Based Content (Other Intangible Assets) having a net block of Rs. 28.91 million (Gross block Rs. 831.85 million, net of accumulated amortization and impairment of Rs. 802.94 million) as at March 31, 2019. In absence of such assessment, we are unable to comment upon the appropriateness of the carrying amount of such asset as at March 31, 2019 and possible impact of the same on the loss for the year ended on that date and on the equity as on that date.
3. As regards trade receivable amounting Rs. 2,261.41 million (net of accumulated loss allowance of Rs. 13,840.65 million) as on March 31, 2019, the management is of the view that the same are good and fully recoverable in due course and hence no further loss allowance is required. Out of the above, trade receivables only to the extent of Rs. 294.25 million have subsequently been realized by the Company till September 30, 2021. In absence of appropriate audit evidences including balance confirmations, correspondences from parties and details of subsequent realization post September 30, 2021, we are unable to comment on the recover ability of balance outstanding trade receivables of Rs. 1,967.16million and the possible impact of the same on the loss for the year ended March 31, 2019 and on the equity as on that date.
4. As mentioned in Note 25.2 to the Standalone Ind AS Financial Statements, the Company 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 25.2 to the Standalone Ind AS Financial Statements, we have not been provided with any underlying workings of such loss rate computed by the Company.

Further, the Company 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, 2019 and the loss for the year ended on that date and on the equity as on that date.

5. We have neither got the direct confirmations nor provided with the statements for borrowings from banks and financial institutions amounting to Rs. 11,928.44 million as at March 31, 2019. In absence of sufficient appropriate audit evidence, we are unable to determine any possible impact thereof on the loss for the year ended 31 March 2019 and on the balance of borrowings and equity as at March 31, 2019.
6. Balance in borrowings account amounting Rs. 1,003.99 million (other than those mentioned in paragraph '5' above) as at March 31, 2019 is subject to direct confirmations. Further, in case of borrowings amounting to Rs. 11,594.77 million wherein we have received confirmations, there are differences amounting Rs. 104.83 million (short in books of accounts) between the amounts reported in the confirmations received and the amounts recorded in the Standalone Ind AS Financial Statements. In absence of reconciliations and other alternative audit evidences, we are unable to comment on any possible impact thereof on the loss for the year ended March 31, 2019 and balance of such borrowings and equity as on that date.
7. As mentioned in note 12.4 to the Standalone Ind AS Financial Statements, the 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. 2,813.66 million for the year and Rs.4,981.49 million till March 31, 2019. This has resulted in understatement of financial liabilities by Rs.4,981.49 million as at March 31, 2019; understatement of loss for the year by Rs. 2,813.66 million and overstatement of equity by Rs. 4,981.49 million as on that date.
8. 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 year ended March 31, 2019 and on the balance of borrowings and equity as on that date.
9. As disclosed in Note 38 to the Standalone Ind AS Financial Statements, as per the Insolvency Code, 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. 30,437.72 million till 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 Company. The details of such claims have been disclosed in the said note. As represented by the Management/RP, pending approval of the Resolution Plan by Hon'ble NCLT, a reconciliation of the admitted claims vis-à-vis liabilities outstanding as at March 31, 2019 has not been prepared and any impact thereof has not been considered in the preparation of these Standalone Ind AS Financial Statements as at and for the year ended March 31, 2019.

In absence of the above, we are unable to comment upon appropriateness of carrying value of such liabilities as at March 31, 2019 and any possible impact of the same on the loss for the year ended on that date and equity as at that date.
10. As disclosed in Note 29 to the Standalone Ind AS Financial Statements, financial guarantees aggregating Rs. 11,621.69 were issued 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 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, 2019 and corresponding liability and equity as on that date.

11. As explained in Note 35 to the Standalone Ind AS Financial Statements 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.
12. As disclosed in Note 39 to the Standalone Ind AS Financial Statements, 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 have 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 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 Ind AS Financial Statements as at and for the year ended March 31, 2019.
13. As disclosed in Note 40 to the Standalone Ind AS Financial Statements, the Company did not have any internal audit conducted during the year as required under section 138 of the Act. The impact of the non-compliance on the accompanying Standalone Ind AS Financial Statements is presently not ascertainable.
14. As disclosed in Note 41 to the Standalone Ind AS Financial Statements, the Company did not have a full time company secretary as on the date of approval of these Standalone Ind AS Financial Statements. Consequently, these standalone Ind AS Financial Statements could not be authenticated by a company secretary ensuring compliance with all applicable provisions of the Act. Also, the impact of this non-compliance on the accompanying Standalone Ind AS Financial Statements is presently not ascertainable.
15. As disclosed in Note 42 to the Standalone Ind AS Financial Statements, these Standalone 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 Standalone Ind AS Financial Statements is presently not ascertainable.
16. As disclosed in Note 43 to the Standalone Ind AS Financial Statements, 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 Standalone Ind AS Financial Statements is presently not ascertainable.

We had similarly issued an adverse opinion in our Independent Auditor's Report on the Standalone Ind AS Financial Statements for the year ended March 31, 2018 in respect of all the above matters, except paragraph 2.

We conducted our audit in accordance with 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 Standalone Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Standalone Ind AS Financial Statements under the provisions of the Act and Rules thereunder 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 on the Standalone Ind AS Financial Statements.

Material Uncertainty Related to Going Concern

We draw attention to Note 2A(c) to the Standalone Ind AS Financial Statements, which indicates that the 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 Company is under the CIRP process. 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 Standalone Ind AS Financial Statements 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 this balance sheet and is also confident that the Company is having sufficient fund balance to continue as going concern as stated in the said note.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Ind AS Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone 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 the notes to the Standalone Ind AS Financial Statements:

- a) Note 2A(a) to the Standalone Ind AS Financial Statements, wherein it is stated that CIRP has been initiated in case of the Company vide an order of the principal bench of the NCLT dated May 30, 2017 under the provisions of the Insolvency Code. 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 Standalone Ind AS Financial Statements have been prepared and approved by the RP.
- b) Note 29 and note 1(c) to the Standalone Ind AS Financial Statements, considering the moratorium period, status of Contingent liabilities has been updated only uptill the date of approval of insolvency application of the Company under the Insolvency Code i.e. till May 30, 2017.

Our opinion is not modified in respect of these matters.

Other Information

In view of ongoing CIRP, the Resolution Professional (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 Standalone 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 Standalone 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 Standalone 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 Standalone Ind AS Financial Statements

The Resolution Professional of the Company, Mr. Mahender Khandelwal ("RP") appointed by the Committee of Creditors ("CoC") pursuant to the order passed by the Hon'ble National Company Law Tribunal ("NCLT"), with whom

the management of the affairs of the Company and the powers of the Board of Directors of the Company are now vested after the commencement of CIRP w.e.f. May 30, 2017 under the provisions of Insolvency & Bankruptcy Code, 2016 ("Insolvency Code"), are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Ind AS Financial Statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company 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 thereunder. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Further, as per Section 134 of the Act, the Standalone Ind AS Financial Statements of a company is required to be authenticated by the Chairperson of the Board of Directors, where authorised 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 Standalone Ind AS Financial Statements are approved by the RP [refer note 2A(a) of the Standalone Ind AS Financial Statements and paragraph (a) under Emphasis of Matter].

In preparing the Standalone Ind AS Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone 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 this Standalone 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 Standalone 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 company has adequate internal financial controls with reference to Standalone Ind AS Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Company's Directors/management/RP (refer note 2A(a) of the Standalone 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 Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone 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 Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Ind AS Financial Statements, including the disclosures, and whether the Standalone Ind AS Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

Report on Other Legal and Regulatory Requirements

- (1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in "Annexure 1", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- (2) As required by section 143(3) of the Act, we report 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;
 - b. Except for the possible effects of the matters described in the Basis for Adverse Opinion section of our report, in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this report are in agreement with the books of account;
 - d. Except for the possible effects of the matters described in the Basis for Adverse Opinion section of our report, in our opinion, the aforesaid Standalone Ind AS Financial Statements comply with the Indian Accounting Standards specified under section 133 of the Act read with relevant rules issued thereunder;
 - e. The matters described under the Basis for Adverse Opinion and Material Uncertainty Related to Going Concern section of our report, in our opinion, may have an adverse effect on the functioning of the Company;

- f. We have not received written representation from none of the director of the company as on March 31, 2019. In the absence of written representation received, we are unable to comment whether the director is disqualified as on March 31, 2019 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 with reference to Standalone Ind AS Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure 2". Our report expresses a Disclaimer of Opinion on the Company's internal financial controls with reference to Standalone Ind AS Financial Statements for the reasons stated therein;
- j. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended;

In our opinion and to the best of our information and according to the explanations given to us, no remuneration has been paid by the Company to its directors during the year and accordingly the provisions of section 197 of the Act are not applicable.

- k. 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 for Adverse Opinion paragraph above, the Company has disclosed the impact of pending litigations on its financial position in its Standalone Ind AS Financial Statements – Refer Note 29 to the Standalone Ind AS Financial Statements. Also refer paragraph "(b)" under Emphasis of Matter paragraph on Contingent Liabilities;
 - ii. Except for the possible effects of matters described under Basis of Adverse Opinion paragraph, the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts and derivative contracts if any; and
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.103523W / W100048

Sd/-
Kunj B. Agrawal
Partner
Membership No. 095829
UDIN:22095829ACEQAP6774

Place: New Delhi
Date: February 11, 2022

ANNEXURE 1 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Educomp Solutions Limited on the Standalone Ind AS Financial Statements for the year ended March 31, 2019]

- (i) a) The Company has not maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) During the year, the fixed assets of the Company have not been physically verified by the management and hence, we cannot comment on material discrepancies existing, if any.
- c) The title deeds of immovable properties recorded as fixed assets in the books of account of the Company are held in the name of the Company, except the below:

Land/Building	Total number of cases	Leasehold/ Freehold	Gross Block as on March 31, 2019 (In Rs. millions)	Net Block as on March 31, 2019 (In Rs.millions)
Land at Gujarat	1	Freehold land	0.70	0.70

- (ii) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. As informed, no material discrepancies were noticed on physical verification carried out during the year.
- (iii) During the year, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Accordingly, paragraph 3 (iii)(a), 3 (iii)(b) and 3 (iii)(c) of the Order are not applicable to the Company.
- (iv) In respect of loans, investments, guarantees, and securities, the Company has complied with the provisions of Section 185 and 186 of the Act, except as detailed below:

Nature of non-compliance	Name of Company/party	Amount granted during the year	Balance as at March 31, 2019
Interest free Loan given*	Edu Smart Services Private Limited (ESSPL)	Nil	Rs. 258.19 million

*Being amount recoverable from ESSPL on invocation of guarantee.

- (v) In our opinion, the Company has not accepted any deposits from the public within the provisions of Sections 73 to 76 of the Act and the rules framed there under. Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) The maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Act and rules thereunder. We have broadly reviewed such records and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- (vii) (a) The Company is generally regular in depositing with appropriate authorities, undisputed statutory dues in respect of provident fund, employees' state insurance, income tax, sales tax, service tax, value added tax, customs duty, excise duty, cess and other material statutory dues applicable to it though there have been slight delays in few cases. However, the Company has not been regular in depositing the undisputed statutory dues in respect of goods and service tax (GST) and the delays in deposit have been serious.

No undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, service tax, GST customs duty, excise duty, cess and any other material statutory dues applicable to it were outstanding, at the year end, for a period of more than six months from the date they became payable.

However, undisputed dues in respect of value added tax which were outstanding, at the year-end for a period of more than six months from the date they became payable are as follows:

Name of the statute	Nature of the dues	Amount	Period to which the amount relates	Due Date	Date of Payment
Punjab Value Added Tax Act, 2005 (PVAT)	Works Contract Tax	Rs. 0.83 million	FY 16-17	Various	Not paid

- (b) There are no dues outstanding with respect to, income tax, sales tax, service tax, value added tax, GST, customs duty or excise duty on account of any dispute except the details below:

EDUCOMP SOLUTIONS LIMITED

Name of the statute	Nature of the dues	Amount Disputed	Amount paid under protest	Period to which the amount relates	Forum where dispute is pending
Bihar Value Added Tax Act, 2005 (BVAT)	Central Sales Tax	Rs. 0.34 million	Rs. 0.07 million	FY 11-12	The Assistant Commissioner of Commercial taxes, Patna

(viii) The Company has defaulted in repayment of loans or borrowings to financial institutions, banks and dues to debenture holders as per details set out in Appendix "A" attached herewith. The amounts of defaults stated in the Appendix are as per contractual terms. The Company has not taken any loan or borrowing from the governments.

Refer our matters stated in our "Independent Auditor's Report - Basis of adverse opinion" paragraph "(5)" wherein we have not been able to obtain bank statement or direct confirmation, paragraph "(6)" wherein we have not been able to get confirmations of borrowing accounts and wherein we have received confirmations, there are reconciliation differences and paragraph "(9)" with regards to the claims received by the RP which are in process. In reference to the same we are unable to comment on the possible impact of such matters on the defaults as reported under this clause.

(ix) The Company has neither raised money by way of public issue offer nor has obtained any term loans during the year. Therefore, paragraph 3(ix) of the Order is not applicable to the Company.

(x) 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 have 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 report.

(xi) No managerial remuneration has been paid / provided by the Company during the current year. Accordingly, paragraph 3(xi) of the Order is not applicable to the Company.

Also refer our comment in paragraph 11 of the "Independent Auditors Report - Basis of adverse opinion" regarding managerial remuneration paid to one of the whole time director of the Company during the quarter ended June 30, 2015, year ended March 31, 2015 and year ended March 31, 2014 for which Central Government's approval is yet to be obtained by the Company.

(xii) In our opinion, the Company is not a Nidhi Company. Therefore, paragraph 3(xii) of the Order is not applicable to the Company.

(xiii) The transactions with the related parties during the year were not approved by the Audit Committee as required under section 177 of the Act as the Company did not have an audit committee during the year. Also refer our comment in paragraph 16 of the "Independent Auditors Report - Basis of adverse opinion" regarding non-compliance of various other provisions of the Companies Act 2013.

In our opinion and based on the information and explanations provided to us by the Management, the details have been disclosed in the Standalone Ind AS Financial Statements etc., as required by the applicable accounting standards.

(xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Therefore, paragraph 3(xiv) of the Order is not applicable to the Company.

(xv) The Company has not entered into any non-cash transactions with directors or persons connected with him during the year.

(xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No. 103523W/W100048

Sd/-
Kunj B. Agrawal
Partner
Membership No. 095829
UDIN:22095829ACEQAP6774

Place: New Delhi
Date: February 11, 2022

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 2(h) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Educomp Solutions Limited on the standalone Ind AS financial statements for the year ended March 31, 2019]

Report on the Internal Financial Controls with reference to Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We were engaged to audit the internal financial controls with reference to financial statements of **Educomp Solutions Limited** ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (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 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.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements 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 system over financial reporting of the Company.

Meaning of Internal Financial Controls with reference to Financial Statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Disclaimer of Opinion

According to the information and explanation given to us, the Company has not established its internal financial

controls with reference to financial statements 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 Company had adequate internal financial controls with reference to financial statements and whether such internal financial controls were operating effectively as at March 31, 2019.

We have considered the disclaimer reported above in determining the nature, timing, and extent of audit tests applied in our audit of the standalone Ind AS financial statements of the Company, and the disclaimer does not affect our opinion on the standalone Ind AS financial statements of the Company.

For **Haribhakti & Co. LLP**

Chartered Accountants

ICAI Firm Registration No.103523W / W100048

Sd/-

Kunj B. Agrawal

Partner

Membership No. 095829

UDIN:22095829ACEQAP6774

Place: New Delhi

Date: February 11, 2022

EDUCOMP SOLUTIONS LIMITED

Appendix A-Details of Loan Defaults forming part of clause v(iii) of CARO report of Educomp Solutions Limited for the year ended March 31, 2019

Default not rectified and existing at year end - Banks

(Amount in Rs. millions)

Particulars	Nature of Facility	Nature of Payment	Total amount of default as on March 31, 2019	Period of default
Canara Bank	Term Loan	Principal	458.79	More than 1 year
		Interest	66.82	More than 1 year
	Cash Credit	Principal	32.13	More than 1 year
		Interest	0.67	More than 1 year
Central Bank of India	Term Loan	Principal	947.83	More than 1 year
		Interest	159.88	More than 1 year
ICICI Bank	Term Loan	Principal	725.79	More than 1 year
		Interest	99.25	More than 1 year
	Cash Credit	Principal	11.49	More than 1 year
		Interest	1.22	More than 1 year
IndusInd	Term Loan	Principal	75.15	More than 1 year
		Interest	10.43	More than 1 year
State Bank of Bikaner and Jaipur	Term Loan	Principal	304.51	More than 1 year
		Interest	33.80	More than 1 year
	Cash Credit	Principal	4.48	More than 1 year
		Interest	0.37	More than 1 year
Syndicate loan	Term Loan	Principal	369.61	More than 1 year
		Interest	54.55	More than 1 year
IDBI Loan	Term Loan	Principal	4,550.00	More than 1 year
		Interest	657.49	More than 1 year
J and K Loan	Term Loan	Principal	1,960.00	More than 1 year
		Interest	271.59	More than 1 year
Union Bank	Term Loan	Principal	1,171.16	More than 1 year
		Interest	168.90	More than 1 year
Axis Bank	Term Loan	Principal	3,237.70	More than 1 year
		Interest	461.41	More than 1 year
	Cash Credit	Principal	175.99	More than 1 year
		Interest	18.34	More than 1 year
SCB	Term Loan	Principal	576.98	More than 1 year
		Interest	100.05	More than 1 year
	Cash Credit	Principal	117.08	More than 1 year
		Interest	-	More than 1 year
Yes bank	Term Loan	Principal	300.00	More than 1 year
		Interest	27.74	More than 1 year
State Bank of India	Term Loan	Principal	181.42	More than 1 year
		Interest	25.57	More than 1 year
	Cash Credit	Principal	52.49	More than 1 year
		Interest	8.28	More than 1 year
State bank of Patiala	Term Loan	Principal	1,922.45	More than 1 year
		Interest	163.99	More than 1 year
	Cash Credit	Principal	799.16	More than 1 year
		Interest	53.64	More than 1 year
DBS Bank	Term Loan	Principal	359.80	More than 1 year
		Interest	45.60	More than 1 year

Appendix A-Details of Loan Defaults forming part of clause v(iii) of CARO report of Educomp Solutions Limited for the year ended March 31, 2019

Default not rectified and existing at year end - Financial Institutions

(Amount in Rs. millions)

Particulars	Nature of Facility	Nature of Payment	Total amount of default as on March 31, 2019	Period of default
External Commercial Borrowings	Term Loan	Principal	4,849.69	More than 1 year
		Interest	1,032.25	More than 1 year
Foreign Currency Convertible Bonds	Term Loan	Principal	922.48	More than 1 year
		Interest	-	More than 1 year
Reliance	Unsecured Loan	Principal	12.00	More than 1 year
		Interest	2.69	More than 1 year
IBM Global Financing	Unsecured Loan	Principal	132.58	More than 1 year
HP Financial Services	Unsecured Loan	Principal	220.62	More than 1 year
		Interest	52.99	More than 1 year

Defaults not rectified and existing as on March 31, 2019 in respect of Debentures

(Amount in Rs. millions)

Particulars	Total amount of default as on March 31, 2019	Period of default
Principal on Debentures	450.00	More than 1 year
Interest on Debentures	75.85	More than 1 year

Defaults in respect of guarantees invoked and not rectified as at March 31, 2019

(Amount in Rs. millions)

Particulars	Total amount of default as on March 31, 2019	Period of default
Corporate guarantee invoked - given on behalf of Edu Smart Services	258.19	More than 1 year

Balance Sheet as at March 31, 2019

(All amount in Rs. million, unless otherwise stated)

Particulars	Notes	As at March 31, 2019	As at March 31, 2018
ASSETS			
Non-current assets			
Property, plant and equipment	3	93.44	102.74
Other intangible assets	4	29.38	134.42
Capital work-in-progress	5	-	20.00
Financial assets			
i) Investments	6.1	862.83	918.46
ii) Loans	6.2	6.75	11.77
iii) Other financial Assets	6.3	2.10	6.89
Income tax assets		102.12	87.62
Other non-current assets	7	1.02	3.19
Total		1,097.64	1,285.09
Current assets			
Inventories	8	2.71	14.41
Financial assets			
i) Loans	6.2	32.71	27.63
ii) Trade receivables	6.4	2,261.41	2,660.44
iii) Cash and Cash equivalents	6.5	120.72	185.63
iv) Bank balances other than (iii) above	6.5 A	33.10	27.90
v) Other Financial Assets	6.3	8.41	2.31
Other current assets	9	55.47	47.19
Total		2,514.53	2,965.51
Total Assets		3,612.17	4,250.60
EQUITY AND LIABILITIES			
EQUITY			
a) Equity Share capital	10	244.93	244.93
b) Other equity	11		
i) Equity component of compound financial instruments		524.45	524.45
ii) Reserves and surplus		(28,216.24)	(27,126.96)
Total Equity		(27,446.86)	(26,357.58)
LIABILITIES			
Non-current liabilities			
Financial liabilities			
i) Borrowings	12.1	245.20	215.07
Provisions	13	6.50	8.89
Total		251.70	223.96

Contd.....

EDUCOMP SOLUTIONS LIMITED

Balance Sheet as at March 31, 2019

(All Amount in Rs. Million)

Particulars	Notes	As at March 31, 2019	As at March 31, 2018
Current liabilities			
Financial liabilities			
i) Borrowings	12.1	1,203.47	1,203.47
ii) Trade payables	12.2		
-due to micro and small enterprises		10.07	9.89
-due to others		1,312.48	1,246.39
iii) other financial liabilities	12.3	27,932.75	27,538.36
Provisions	13	2.51	4.63
Other current liabilities	14	346.05	381.48
Total		30,807.33	30,384.22
Total liabilities		31,059.03	30,608.18
Total Equity and liabilities		3,612.17	4,250.60

Summary of significant accounting policies 2

The accompanying notes form an integral part of these financial statements

As per our report of even date.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.:103523W/W100048

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

Sd/-
Kunj B. Agrawal
Partner
Membership No.: 095829

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

Place : New Delhi
Date : February 11, 2022

Place : New Delhi
Date : February 11, 2022

EDUCOMP SOLUTIONS LIMITED

Statement of Profit and loss for the year ended March 31, 2019

(All Amount in Rs. Million)

Particulars	Notes	Year ended March 31, 2019	Year ended March 31, 2018
Revenue from operations	15	193.30	644.46
Other Income	16	31.75	75.31
Total Income		225.05	719.77
Expenses			
Purchase of stock-in-trade	17	1.38	35.93
Changes in inventories of stock-in-trade	18	9.68	23.44
Employee benefit expense	19	149.62	373.26
Finance cost	20	31.88	462.10
Depreciation and amortisation expense	3	114.36	147.77
Other expense	21	912.79	8,589.14
Total expenses		1,219.71	9,631.64
Loss before exceptional items and tax		(994.66)	(8,911.87)
Exceptional items	22	55.63	14,797.33
Loss before tax		(1,050.29)	23,709.20
Tax expense	23		
a) Current tax		-	-
b) Deferred tax		-	-
Loss for the year		(1,050.29)	(23,709.20)
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Re-measurment of the defined benefit plan		(0.76)	6.75
Income tax related to above item		-	-
Total comprehensive income for the year		(0.76)	6.75
Total comprehensive loss for the year		(1,051.05)	(23,702.45)
Earnings/(loss) per equity share (Nominal value Rs. 2 per share)			
a) Basic	32	(8.58)	(193.60)
b) Diluted		(8.58)	(193.60)

Summary of significant accounting policies

2

The accompanying notes form an integral part of these financial statements

As per our report of even date.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.:103523W/W100048

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

Sd/-
Kunj B. Agrawal
Partner
Membership No.: 095829

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

Place : New Delhi
Date : February 11, 2022

Place : New Delhi
Date : February 11, 2022

Statement of Changes in equity for the year ended March 31, 2019

A.) Equity share capital (All amount in Rs. million, unless otherwise stated)

As at March 31, 2017	244.93
Changes in equity share capital	-
As at March 31, 2018	244.93
Changes in equity share capital	-
As at March 31, 2019	244.93

B.) Other equity

Particulars	Reserves & Surplus							Other Reserve	Total
	Equity Component of Compounded financial instruments	Other Comprehensive income	Capital Reserve	Security premium reserve	ESOP	General reserve	Retained earnings	FCMITDA	
Balance as at April 01, 2017	524.45	24.55	411.66	10,240.32	62.25	1,061.39	(14,832.71)	(512.23)	(3,020.32)
									-
Loss for the year	-	-	-	-	-	-	(23,709.20)	-	(23,709.20)
Other comprehensive income	-	6.75	-	-	-	-	-	-	6.75
Total comprehensive loss during the year	-	6.75	-	-	-	-	(23,709.20)	-	(23,702.45)
Employee stock compensation provided	-	-	-	-	0.60	-	-	-	0.60
Employee stock option forfeited	-	-	-	-	(59.33)	59.33	-	-	-
Foreign currency monetary item translation difference created during the year (Gain)	-	-	-	-	-	-	-	(16.99)	(16.99)
Foreign currency monetary item translation difference amortised during the year	-	-	-	-	-	-	-	136.65	136.65
Total Additions/(Deletions) during the year.	-	6.75	-	-	(58.73)	59.33	(23,709.20)	119.66	(23,582.19)
Balance as at March 31, 2018	524.45	31.30	411.66	10,240.32	3.52	1,120.72	(38,541.91)	(392.57)	(26,602.51)

EDUCOMP SOLUTIONS LIMITED

Statement of Changes in equity for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

Particulars	Equity Component of Compound financial instruments	Other Comprehensive income	Reserves & Surplus					Other Reserve	Total
			Capital Reserve	Security premium reserve	ESOP	General reserve	Retained earnings	FCMITDA	
Balance as at April 01, 2018	524.45	31.30	411.66	10,240.32	3.52	1,120.72	(38,541.91)	(392.57)	(26,602.51)
Loss for the year	-	-	-	-	-	-	(1,050.29)	-	(1,050.29)
Other comprehensive income	-	(0.76)	-	-	-	-	-	-	(0.76)
Total comprehensive loss during the year	-	(0.76)	-	-	-	-	(1,050.29)	-	(1,051.05)
Employee stock compensation provided	-	-	-	-	-	-	-	-	-
Employee stock option forfeited	-	-	-	-	(3.52)	3.52	-	-	-
Foreign currency monetary item translation difference created during the year (Gain)	-	-	-	-	-	-	-	(338.43)	(338.43)
Foreign currency monetary item translation difference amortised during the year	-	-	-	-	-	-	-	300.20	300.20
Total Additions/(Deletions) during the year	-	(0.76)	-	-	(3.52)	3.52	(1,050.29)	(38.23)	(1,089.28)
Balance as at March 31, 2019	524.45	30.54	411.66	10,240.32	-	1,124.24	(39,592.20)	(430.80)	(27,691.79)

As per our report of even date.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.:103523W/W100048

Sd/-
Kunj B. Agrawal
Partner
Membership No.: 095829

Place: New Delhi
Date: February 11, 2022

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

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

Place: New Delhi
Date: February 11, 2022

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Statement of Cash Flows for the year ended March 31, 2019		
<i>(All amount in Rs. million, unless otherwise stated)</i>		
Cash flows from operating activities		
Loss before tax as per Statement of Profit and Loss	(1,050.29)	(23,709.20)
Adjustment for:		
Loss on sale of investments	-	324.46
Provision for diminution in the value of long term investment	55.63	14,472.87
Provision for bad and doubtful debts	115.26	6,896.79
Provision for sundry advances	5.34	384.38
Provision for capital work in progress	20.00	-
Provision for Inventory	8.29	55.23
Provision for doubtful security deposits	0.75	341.43
Liabilities/provision no longer required written back	(14.78)	(32.29)
Sundry balances written off	0.03	22.36
Bad debts written off	-	209.10
Provisions for employee benefits	2.37	(13.17)
Depreciation and amortisation expense	114.36	147.77
Net foreign exchange effects	427.16	143.47
Interest income	(2.73)	(13.70)
Finance costs	31.88	462.10
Employee stock option plan amortisation cost	-	0.60
Operating loss before working capital changes	(286.73)	(307.80)
Decrease in trade receivables, loans, other financial assets and other assets	266.57	513.02
(Increase)/decrease in inventories	3.41	(1.59)
(Increase) in bank balances other than cash and cash equivalents (restricted bank deposits)	(0.42)	(12.93)
(Decrease) in trade and other payables, other financial liabilities, other liabilities and provisions	(34.51)	(405.08)
Net Cash used in operations	(51.68)	(214.38)
Taxes (paid)/refund received, net	(14.55)	60.44
Net cash used in operating activities (A)	(66.23)	(153.94)
Cash flows from investing activities		
Purchase of property, plant and equipment	(0.02)	(0.36)
Interest received	1.64	12.21
Net cash generated from investing activities (B)	1.62	11.85
Cash flows from financing activities		
Payment of dividend (including dividend tax)	(0.30)	(0.47)
Interest on borrowings	-	(62.39)
Proceeds of current borrowings (net of repayment)	-	4.60
Net cash used in financing activities (C)	(0.30)	(58.26)
Net (decrease) in cash and cash equivalents (A+B+C)	(64.91)	(200.35)
Opening cash and cash equivalents	185.63	385.98
Closing cash and cash equivalents	120.72	185.63

Statement of Cash Flows for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Notes:		
Reconciliation of components of cash and cash equivalents		
Balances with banks-on current accounts (Refer note 6.5)	120.67	185.58
Cash on hand (Refer note 6.5)	0.05	0.05
	120.72	185.63
Reconciliation of liabilities arising from financing activities pursuant to Ind AS 7 Cash flows.		
Net debt including interest accrued - Opening balance	28,317.06	27,902.51
Proceeds/(repayment) of current borrowings	-	4.60
Interest expenses	30.13	436.17
Interest paid	-	(62.39)
Non cash adjustments	412.77	36.17
Net debt including interest accrued - closing balance	28,759.96	28,317.06

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

Summary of significant accounting policies

2

As per our report of even date.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.:103523W/W100048

Sd/-
Kunj B. Agrawal
Partner
Membership No.: 095829

Place : New Delhi
Date : February 11, 2022

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

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

Place : New Delhi
Date : February 11, 2022

Notes to the Standalone Ind AS Financial Statements for the year ended March 31, 2019**1. Background**

(a) Educomp Solutions Limited (the Company) was founded in September, 1994. The Company is 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 Company's business can be categorized 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 Company is listed on the BSE and the NSE Stock Exchanges.

(b) 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.

Notes to the Standalone Ind AS Financial Statements for the year ended March 31, 2019

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 second appeal was further listed before the Hon'ble NCLT's, Principal Bench at New Delhi ("Bench") on January 25, 2021 and the Hon'ble Bench reserved the Second appeal for orders.

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 the case is listed for March 15, 2022.

The Ebix, on January 20, 2022, has also filed an interim application before the Hon'ble NCLT's Bench seeking certain information from the RP for which the next date of hearing is scheduled on February 14, 2022.

(c) 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.

2A. Basis for preparation**(a) Statement of compliance**

The standalone Ind AS financial statements (“financial statements”) of the Company 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 31 March 2019 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 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 Company and powers of board of directors of the Company are now vested with the Resolution Professional (“RP”), who is appointed by the Committee of Creditors (“CoC”). These standalone financial statements for the year ended March 31, 2019 have been prepared by the RP and his team. In view of the legal opinion received by the RP from a legal firm, the Financial Statements have been approved by the RP and presented to the auditors for their report thereon. The relevant extract of the opinion given by the legal firm is reproduced below:

“..... the RP in the present matter may sign the financial statements of the Corporate Debtor in terms of the provisions of the Code, Companies Act, 2013 and the Circular. However, we suggest that a disclaimer be inserted by the RP while signing the financial statements of the Corporate Debtor expressly stating that since the powers of the board of directors have been suspended and there is no CFO or Company Secretary appointed by the Corporate Debtor, therefore, the financial statements are being prepared and signed by the RP in terms of his duties as envisaged under Section 17 of the Code. “

The erstwhile CMD Mr Shantanu Prakash has also sought an opinion from DSK Legal which is reproduced below:

“As regards signing the financial statements, it is pertinent to note that the financial statements are signed **“on behalf of the Board of Directors”**. Since, during a CIRP, the Board of Directors stands suspended, therefore, there can be no signing on behalf of the board of directors. However, the RP being vested with the powers of the Board of Directors can himself sign the financial statements of the Corporate Debtor “

In view of the above opinion, and the fact that the Company Secretary and of the Company is not in place on the date of signing of these Financial Statements, the RP has relied upon the assistance provided by the members of the erstwhile board of directors and the employees of the Company, and certification, representation and statements made by the erstwhile management of the Company in relation to preparation of these financial statements.

Accordingly, these standalone financial statements of the Company for the year ended March 31, 2019 have been approved by the RP on February 11, 2022 on the basis of and relying on the aforesaid certifications, representations and statements of the erstwhile management of the Company.

(b) Historical cost convention

The 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) 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 IBC 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 till the date of this balance sheet and is also confident that the Company would have sufficient fund balance to continue as going concern. Further, the management is also confident to agree on a resolution plan/business revival plan for the 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) Functional currency:

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

(e) Rounding off

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

(f) 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 Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

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 Company's operating businesses are organized and managed separately in according 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 Company operate.

The board of directors of the Company through RP assesses the financial performance and position of the Company, and makes strategic decisions. The RP been identified as being the chief operating decision maker.

Intersegment transfers:

The Company generally accounts for intersegment sales and transfers at cost plus appropriate margins.

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 Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the company 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 Company 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 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 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 yearend.

The useful lives estimated by the management are as follows:

Particulars	Useful life (years)
Building*	60
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 24 year and 15 year respectively.

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

Cost of leasehold improvements depreciation on a straight line basis over the period of lease or useful life of the underlying assets, whichever is shorter.

Amortization on the intangible assets is provided on pro-rata basis on 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 company and revenue can be reliably measured.

The Company derives its revenue from sale, supply and installation of educational products and rendering of educational services.

Revenue from sale of educational products including technology equipments are recognised as and when significant risk and rewards of the ownership of goods get 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.I 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 Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

g) Investment and other financial assets

g.1. Classification

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

g.2. Initial Measurement

At initial recognition, the Company 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 statement of profit and loss.

g.3. Subsequent Measurement:

g.3.1 Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company 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 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 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 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 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 statement of profit and loss and presented net in the 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 Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company 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 Statement of Profit and Loss, even on sale of investment. However, the Company 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 Statement of Profit and Loss.

Investments in subsidiaries/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 Statement of Profit and Loss.

g.4. Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets

carries at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 25 details how the Company determines whether there has been a significant increase in credit risk.

For trade receivables only, the Company 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 Company 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 Company 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 Company 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 Company has not retained control of the financial asset. Where the Company 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 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 a 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 statement of profit and loss.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the 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 Company 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 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 custom duty (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 Statement of Profit and Loss except to the extent that it relates to items recognized in 'Other comprehensive income' or directly in equity and Regulatory Assets, 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 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 Company'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.

I) 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 Company is lessee:

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

Where the Company is lessor:

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

Finance lease**Where the Company is lessee**

Finance leases, which effectively transfer to the Company 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 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 Company 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 Statement of Profit and Loss on a straight-line basis over the lease term.

Where the Company is the lessor:

Leases in which the Company 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 Company 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 Statement of Profit and Loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the 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 Company'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 company'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 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 Company or the counterparty.

p) Share-based payment

The Company 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 Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the 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 Company 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 Company 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 Company 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 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 absents are accrued in the year in which the associated services are rendered by employees of the Company 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 absents 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 statement of profit and loss.

Post-employment obligations

The Company 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 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 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 statement of changes in equity and in the balance sheet.

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

Defined contribution plan

A defined contribution plan is a plan under which the Company 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 Statement of Profit and Loss on accrual basis. The Company 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 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 Company 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 Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company 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 financial statements is included in the respective notes.

y) Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind AS which the Company has not applied as they are effective from annual periods beginning on or after April 1, 2019:

Ind AS – 116

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases, and related interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a

contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of profit & loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The Company is evaluating the requirements of Ind AS 116 and has not yet determined its impact on the financial statements.

Ind AS – 12 Appendix C, Uncertainty over Income Tax treatments:

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatment which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to Appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, when determining tax profit (tax loss), tax bases, unused tax losses, unused tax credit and tax rates.

The standard permits two possible methods of transition- i) Full retrospective approach- Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Change in Accounting Estimates and Errors, without using hindsight and ii) retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application without adjusting comparatives.

The Company will adopt the standard from April 1, 2019 and has decided to adjust the cumulative effects in equity on the date of initial application i.e. April 1, 2019 without adjusting comparatives.

The effect of adoption of Ind AS 12 Appendix C would be insignificant in the financial statements.

Amendment to Ind AS 12- Income Taxes

On March 30, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, “Income Taxes”, in connection with accounting for dividend distribution taxes.

The amendment clarifies that an entity shall recognize the income tax consequences of dividend in profit or loss, other comprehensive income or equity according to where the entity originally recognized those past transactions or events.

The Company does not expect any impact from this amendment.

Amendment to Ind AS 19- Plan amendment, curtailment or settlement

On March 30, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, “Employee benefits”, in connection with accounting for plan amendments, curtailments and settlements.

The amendment requires an entity:

- to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and
- to recognize in profit or loss as a part of past service cost, or a gain or loss on settlement, any reduction in surplus, even if that surplus was not previously recognized because of the impact of the asset ceiling.
- The Company does not expect any impact from this amendment.

Amendment in Ind AS 23 – Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset are ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalization rate on general borrowings.

The Company does not expect any impact from this amendment.

aa) 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 Company 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 Company 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 Company 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).

■ **Going concern**

When preparing 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 Company 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 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 Company and that are believed to be reasonable under the circumstances.

Notes to the Ind AS financial statements for the year ended March 31, 2019

Note 3 Property plant and equipment

Current year

(All amount in Rs. million, unless otherwise stated)

Particular	Gross carrying amount				Accumulated depreciation				Net Carrying Amount
	Balance as at April 01, 2018	Additions	Disposals	Balance as at March 31, 2019	Balance as at April 01, 2018	Depreciation for the year	On Disposals	Balance as at March 31, 2019	Balance as at March 31, 2019
Freehold land	8.93	-	-	8.93	-	-	-	-	8.93
Building	84.23	-	-	84.23	10.94	3.38	-	14.32	69.91
Leasehold improvements	1.54	-	-	1.54	1.52	0.02	-	1.54	-
Office equipment	18.75	0.02	-	18.77	11.14	1.82	-	12.96	5.81
Furniture and fixtures	11.25	-	-	11.25	6.66	0.82	-	7.48	3.77
Computers and equipment	20.87	-	-	20.87	12.78	3.28	-	16.06	4.81
Vehicles	0.51	-	-	0.51	0.30	-	-	0.30	0.21
Sub total	146.08	0.02	-	146.10	43.34	9.32	-	52.66	93.44

Previous Year

Particular	Gross carrying amount				Accumulated depreciation				Net Carrying Amount
	Balance as at April 01, 2017	Additions	Disposals	Balance as at March 31, 2018	Balance as at April 01, 2017	Depreciation for the year	On Disposals	Balance as at March 31, 2018	Balance as at March 31, 2018
Freehold land	8.93	-	-	8.93	-	-	-	-	8.93
Building	84.23	-	-	84.23	7.40	3.54	-	10.94	73.29
Leasehold improvements	1.54	-	-	1.54	1.17	0.35	-	1.52	0.02
Office equipment	18.47	0.28	-	18.75	8.36	2.78	-	11.14	7.61
Furniture and fixtures	11.25	-	-	11.25	4.93	1.73	-	6.66	4.59
Computers and equipment	20.79	0.08	-	20.87	8.36	4.42	-	12.78	8.09
Vehicles	0.51	-	-	0.51	0.27	0.03	-	0.30	0.21
Sub total	145.72	0.36	-	146.08	30.49	12.85	-	43.34	102.74

3.1 The Company's all assets are part of security for various loans availed. As per Master restructuring agreement (MRA), the Company shall not sell any of its property plant and equipments save and except Identified Assets and Shares as permitted in terms of approved Corporate Debt Restructuring (CDR) Package, without prior recommendation of Monitoring Committee and approval of CDR-Empowerment Group. However, the Company may sell its non-core assets, wherever applicable with prior approval of the Asset Sale Monitoring Committee.

3.2 Cthe management has physically verified the fixed assets lying only at Corporate Office location Gurgaon on October 23, 2020. The offices at other locations of the company have been shutdown due to liquidity and business constraints, and The assets lying at these locations having a carrying value of Rs. 11.08 million (March 31, 2018 Rs. 17.36 million), have been shifted to the warehouse at Mahipalpur (New Delhi) and Chennai which could not be physically verified by the management.

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Notes to the Ind AS financial statements for the year ended March 31, 2019

Note 4 Other intangible assets

Current year

(All amount in Rs. million, unless otherwise stated)

Particular	Gross carrying amount				Accumulated depreciation				Net Carrying Amount
	Balance as at April 01, 2018	Additions	Disposals	Balance as at March 31, 2019	Balance as at April 01, 2018	Amortisation for the year	On Disposals	Balance as at March 31, 2019	Balance as at March 31, 2019
Software	3.09	-	-	3.09	2.07	0.55	-	2.62	0.47
Knowledge-based content (refer note I)	831.85	-	-	831.85	698.45	104.49	-	802.94	28.91
Total	834.94	-	-	834.94	700.52	105.04	-	805.56	29.38

Previous Year

Particular	Gross carrying amount				Accumulated depreciation				Net Carrying Amount
	Balance as at April 01, 2017	Additions	Disposals	Balance as at March 31, 2018	Balance as at April 01, 2017	Amortisation for the year	On Disposals	Balance as at March 31, 2018	Balance as at March 31, 2018
Software	3.09	-	-	3.09	1.12	0.95	-	2.07	1.02
Knowledge-based content (refer note i)	831.85	-	-	831.85	564.48	133.97	-	698.45	133.40
Sub total	834.94	-	-	834.94	565.60	134.92	-	700.52	134.42

Note (i) Knowledge based content includes internally generated asset:

Particular	Gross carrying amount				Accumulated depreciation				Net Carrying Amount
	Opening balance	Additions	Disposals	Closing balance	Opening balance	Amortisation during the year	On Disposals	Closing balance	Closing balance
For the year ended March 31, 2019	447.31	-	-	447.31	405.80	-	-	405.80	41.51
For the year ended March 31, 2018	447.31	-	-	447.31	354.37	51.43	-	405.80	41.51

Note 5 Capital work in progress

Particular	2018-19				2017-18			
	Balance as at April 01, 2018	Additions	Capitalised During the year/ Written Off	Balance as at March 31, 2019	Balance as at April 01, 2017	Additions	Capitalised During the year	Balance as at March 31, 2018
Capital work-in-progress	49.15	-	-	49.15	49.96	-	0.81	49.15
Provision for Capital work-in-progress	(29.15)	(20.00)	-	(49.15)	(29.15)	-	-	(29.15)
Net block	20.00	(20.00)	-	-	20.81	-	0.81	20.00

Notes to the Ind AS financial statements for the year ended March 31, 2019

- 5.1 Capital work-in-progress represent expenditure incurred in respect of capital projects and carried at cost.
- 5.2 The balance amount of CWIP as of March 31, 2019, 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 is in the process of appealing the verdict of the commercial court.

Note 6.1 Non-current investments

(All amount in Rs. million, unless otherwise stated)

Particular	Number of shares/units as at		Face value	Proportion of the ownership interest		As on at	As on at
	March 31, 2019	March 31, 2018		March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Investments at cost (Un-quoted)							
a) Investment in subsidiaries in equity instruments							
Wheatstone Productions Private Limited	85,899	85,899	Rs. 10	51.00%	51.00%	3.35	3.35
Less: Provision for impairment of investment (refer note 22)						(3.35)	(3.35)
Savvica Inc., Canada	3,503,522	3,503,522	CAD1	79.55%	79.55%	150.72	150.72
Less: Provision for impairment of investment (refer note 22)						(150.72)	(150.72)
Eduomatics Corporation Inc, United States of America (refer note 6.1.2)	1,366,092	1,366,092	USD 1	100.00%	100.00%	62.09	62.09
Less: Provision for impairment of investment (refer note 22)						(62.09)	(62.09)
Educomp Learning Private Limited (refer note 6.1.2)	53,550	53,550	Rs. 10	51.00%	51.00%	1.96	1.96
Educomp Infrastructure & School Management Limited (refer note 6.1.3 and 6.1.7)	-	26,726,448	Rs. 10	-	83.38%	-	10,427.45
Less: Provision for impairment of investment (refer note 22)						-	(10,427.45)
Educomp School Management Limited (refer note 6.1.2)	34,000	34,000	Rs. 10	68.00%	68.00%	50.00	50.00
Less: Provision for impairment of investment (refer note 22)						(42.32)	(42.29)
Educomp Asia pacific Pte Ltd., Singapore (refer note 6.1.2 and 6.1.7)	-	24,085,351	USD 1	-	100.00%	-	1,220.51
Less: Provision for impairment of investment (refer note 22)						-	(1,220.51)
Educomp Professional Education Limited (refer note 6.1.2)	4,284,095	4,284,095	Rs. 10	100.00%	100.00%	2,960.09	2,960.09
Less: Provision for impairment of investment (refer note 22)						(2,316.60)	(2,511.17)
Educomp Intelliprop Ventures Pte Limited, Singapore (refer note 6.1.6)	1,198,755	1,198,755	SGD 1	100.00%	100.00%	39.30	39.30
Less: Provision for impairment of investment (refer note 22)						(39.30)	(39.30)
Educomp Online Supplemental Services Limited (refer note 6.1.2)	904,056	904,056	Rs. 10	24.72%	24.72%	14.56	14.56
Less: Provision for impairment of investment (refer note 22)						(14.56)	(14.56)
Educomp Online Supplemental Services Limited - ₹ 5 paid up	4,351,675	4,351,675	Rs. 10	59.49%	59.49%	502.62	502.62
Less: Provision for impairment of investment (refer note 22)						(502.62)	(502.62)
Educomp Investment Management Limited (refer note 6.1.2)	689,045	689,045	Rs. 10	100.00%	100.00%	7.32	7.32
Less: Provision for impairment of investment (refer note 22)						(7.32)	(7.32)
Educomp Global Holding W.L.L, Kingdom of Bahrain (refer note 6.1.2)	2,475	2,475	BHD 100	100.00%	100.00%	29.61	29.61

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(All amount in Rs. million, unless otherwise stated)

Less: Provision for impairment of investment (refer note 22)						(29.61)	(29.61)
Educomp Global FZE, United Arab Emirates (refer note 6.1.2)	1	1	AED 100,000	100.00%	100.00%	1.46	1.46
Less: Provision for impairment of investment (refer note 22)						(1.46)	(1.46)
Vidya Mandir Classes Private Limited (refer note 6.1.4)		39,088	Rs. 10	-	53.69%	-	277.97
Less: Provision for impairment of investment (refer note 22)						-	(249.17)
8% Cumulative Redeemable Non-convertible Preference Shares, in Edu Smart Services Private Limited (Equity component) (refer note 6.1.5 and 6.1.7)	-	-	-	-	-	-	394.18
Less: Provision for impairment of investment (refer note 22)						-	(394.18)
b) Investment in associates in equity shares							
Greycells 18 Media Limited(refer note 6.1.2)	2,999,749	2,999,749	Rs. 10	25.78%	25.78%	159.91	159.91
Less: Provision for impairment of investment (refer note 22)						(159.91)	(159.91)
Little Millenium Education Private Limited (refer note 6.1.2)	16,110,239	16,110,239	Rs. 10	48.29%	48.29%	161.10	161.10
c) Investment in others in equity shares							
Vidya Mandir Classes Private Limited (refer note 6.1.4)	39,088	-	Rs. 10	14.10%	-	277.97	-
Less: Provision for impairment of investment (refer note 22)						(277.97)	-
Educomp Infrastructure & School Management Limited (refer note 6.1.3 and 6.1.7)	26,726,448	-	Rs. 10	83.38%	-	10,427.45	-
Less: Provision for impairment of investment (refer note 22)						(10,427.45)	-
Educomp Asia pacific Pte Ltd., Singapore (refer note 6.1.2 and 6.1.7)	24,085,351	-	USD 1	100.00%	-	1,220.51	-
Less: Provision for impairment of investment (refer note 22)						(1,220.51)	-
8% Cumulative Redeemable Non-convertible Preference Shares, in Edu Smart Services Private Limited (Equity component) (refer note 6.1.5 and 6.1.7)	-	-	-	-	-	394.18	-
Less: Provision for impairment of investment (refer note 22)						(394.18)	-
d) Investment in subsidiaries in preference shares							
0% Redeemable optionally fully convertible Preference shares, Educomp Infrastructure & School Management Limited (refer note 6.1.7)	-	79,857	Rs. 1000	-	83.38%	-	79.86
Less: Provision for impairment of investment (refer note 22)						-	(79.86)
0.10% Non Cumulative optionally convertible Preference shares Educomp Infrastructure & School Management Limited (refer note 6.1.7)	-	20,327	Rs. 100	-	83.38%	-	347.33
Less: Provision for impairment of investment (refer note 22)						-	(347.33)
0.10% Non Cumulative optionally convertible Preference shares Educomp Professional Education Limited	1,150,772	1,150,772	Rs. 10	100.00%	100.00%	269.98	269.98
Less: Provision for impairment of investment (refer note 22)						(221.37)	-
8% Cumulative Redeemable Non-convertible Preference Shares, Edu Smart Services Private Limited (Financial Liability portion) (refer note 6.1.5 and 6.1.7)	-	4,500,000	Rs. 100	-	-	-	121.72
Less: Provision for impairment of investment (refer note 22)						-	(121.72)

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(All amount in Rs. million, unless otherwise stated)

e) Investment in others in preference shares

0% Redeemable optionally fully convertible Preference shares,							
Educomp Infrastructure & School Management Limited (refer note 6.1.7)	79,857	-	Rs. 1000	83.38%	-	79.86	-
Less: Provision for impairment of investment (refer note 22)						(79.86)	-
0.10% Non Cumulative optionally convertible Preference shares							
Educomp Infrastructure & School Management Limited (refer note 6.1.7)	20,327	-	Rs. 100	83.38%	-	347.33	-
Less: Provision for impairment of investment (refer note 22)						(347.33)	-
8% Cumulative Redeemable Non-convertible Preference Shares, Edu Smart Services Private Limited (Financial Liability portion) (refer note 6.1.5 and 6.1.7)							
	4,500,000	-	Rs. 100	-	-	121.72	-
Less: Provision for impairment of investment (refer note 22)						(121.72)	-
Net value of investments (Unquoted investments)						862.83	918.46
Aggregate value of provision for diminution in value of investments (refer note 22)						(16,420.26)	(16,364.63)

6.1.1 Aggregate amount of quoted investments at market and carrying value Rs. Nil (March 31, 2018 Rs. Nil)

6.1.2 Shares are earmarked as per terms of Master Restructuring Agreement (MRA) pursuant to CDR. (Refer note 12 (1)(e)(x)).

6.1.3 51% shares are pledge to FCCB & ECB lenders and balance shares earmarked to CDR lenders of EISML. (Refer note 12 (I)).

6.1.4 During the year, the board of directors of Vidya Mandir Classes Private Limited approved issue of additional equity shares by way of a right issue to existing shareholders in the ratio of 1:15. The Company did not subscribe to the right issue, leading in reduction of its shareholding to 14.1% and ceasing it to be a subsidiary. Accordingly, the same has been disclosed as an investment in 'others'. Also refer note 22.2.

6.1.5 The Company had a controlling power on Edu Smart Services Private Limited by virtue of Ind AS 110. The difference between the coupon rate and the market rate has been considered as investment in equity and is being valued at cost by virtue of Ind AS 27. The Company has valued the debt component in the investments at amortised cost as per Ind AS 109. Also refer note 6.1.7.

6.1.6 These investments are pledged against loan taken by the subsidiary companies.

6.1.7 Three subsidiaries namely Edu Smart Services Private Limited (ESSPL) (a subsidiary through potential voting rights), Educomp Asia Pacific Pte Limited (EAPL) and Educomp Infrastructure & School Management Limited (EISML) have filed for insolvency consequent to which Resolution Professionals (RP) have been appointed in the respective companies and all the powers to direct the state of affairs of these companies rests with the respective RP's. Accordingly, the Company has lost its controlling power over the above mentioned subsidiaries and hence the same has been disclosed as an investment in others.

6.1.8 As per MRA, the Company shall not sell any of its investments save and except Identified Assets and Shares as permitted in terms of approved CDR Package, without prior recommendation of Monitoring Committee and approval of CDR-Empowerment Group. However, the Company may sell its non-core assets including investments, wherever applicable with prior approval of the Asset Sale Monitoring Committee.

Notes to the Ind AS financial statements for the year ended March 31, 2019

Note 6.2 Loans

(All amount in Rs. million, unless otherwise stated)

Particulars	As at March 31, 2019		As at March 31, 2018	
	Non Current	Current	Non Current	Current
Security deposits				
Unsecured, considered good	6.41	15.81	11.77	10.42
Unsecured, considered doubtful	-	343.53	-	342.78
Less: Allowance for doubtful	-	(343.53)	-	(342.78)
Loans to employees				
Unsecured, considered good	-	16.90	-	16.33
Unsecured, considered doubtful	-	3.33	-	3.33
Less: Allowance for doubtful	-	(3.33)	-	(3.33)
Earnest money deposit				
Unsecured, considered good	0.34	-	-	0.88
Unsecured, considered doubtful	-	10.47	-	9.93
Less: Allowance for doubtful	-	(10.47)	-	(9.93)
Total	6.75	32.71	11.77	27.63

For explanation on the companies credit risk management refer note 25.

Note 6.3 Other financial assets

(All amount in Rs. million, unless otherwise stated)

Particulars	As at March 31, 2019		As at March 31, 2018	
	Non Current	Current	Non Current	Current
Considered good				
Lease receivables (refer note 33)	-	-	0.04	1.78
Margin money (refer (I) below)	1.59	-	6.59	-
Term deposit with bank more than 3 months maturity	0.25	-	0.03	-
Interest accrued but not due	0.26	0.92	0.23	0.53
Unbilled revenue	-	7.49	-	-
Considered doubtful				
Advances to related party (refer note (iii) below)	-	102.21	-	102.21
Receivable against corporate guarantee (refer note (ii) below)	-	258.19	-	258.19
Less: Allowance for bad & doubtful advances	-	(360.40)	-	(360.40)
Total	2.10	8.41	6.89	2.31

(i) Margin money deposit are given against borrowings, letter of credit and bank guarantees including to revenue authorities.

(ii) 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 company. (refer note 12.3)

(iii) Advances to related parties comprise the following:

(All amount in Rs. million, unless otherwise stated)

Particulars	As at March 31, 2019		As at March 31, 2018	
	Non Current	Current	Non Current	Current
Advance call money to subsidiary				
Educomp Online Supplemental Services Limited (EOSSL)	-	102.21	-	102.21
	-	102.21	-	102.21

(iv) For explanation on the Company's credit risk management, refer note 25.

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Notes to the Ind AS financial statements for the year ended March 31, 2019

Note 6.4 Trade receivables

Particulars	(All amount in Rs. million, unless otherwise stated)	
	As at March 31, 2019	As at March 31, 2018
(i) Unsecured Considered good		
- due from related parties - refer (I) below	10.80	10.64
- due from other	2,250.61	2,649.80
(ii) Trade Receivables which have significant increase in credit risk		
- due from related parties - refer (I) below	5.69	9,776.46
- due from other	13,834.96	3,950.14
Less: Loss allowance (Also, refer note 36)	(13,840.65)	(13,726.60)
	2,261.41	2,660.44

(i) Trade receivables from related parties comprise:

Particulars	(All amount in Rs. million, unless otherwise stated)	
	As at March 31, 2019	As at March 31, 2018
Considered good		
Receivables from subsidiaries		
Educomp Infrastructure & School Management Limited*	-	0.09
Educomp School Management Limited	0.31	0.31
Educomp Learning Private Limited	0.14	0.14
Educomp Online Supplemental Services Limited	0.90	0.90
Educomp software Limited	0.01	0.01
Receivables from associates		
Little Millenium Education Private Limited	0.26	0.26
Other related parties		
Learning Leadership Foundation	0.14	0.14
League India Education Foundation	-	8.79
	1.76	10.64
Trade Receivables which have significant increase in credit risk		
Receivables from subsidiaries		
Savvica Inc.	5.67	5.49
Edu Smart Services Private Limited*	-	9,770.95
Other related parties		
Siya Ram Educational Trust	0.02	0.02
Total	5.69	9,776.46

* Due to the cessation as a subsidiary, the closing balances has not been disclosed as a related party balance at the year end. Also, refer note 6.1.7.

(ii) For terms and conditions of transactions with related party refer note 28.

(iii) For explanation on the companies credit risk management refer note 25.

(iv) The Company has initiated proceedings for recovery of outstanding amount from certain trade receivables amounting to Rs. 5,298.99 million (March 31, 2018 Rs. 5,332.38 million), in respect of which the Company has created a provision of Rs. 3,847.18 million (March 31, 2018 Rs. 3,919.40 million), which in the opinion of the management is adequate to mitigate the risk of any possible non recovery from such receivables.

Notes to the Ind AS financial statements for the year ended March 31, 2019

Note 6.5 cash & cash equivalents

(All amount in Rs. million, unless otherwise stated)

Particulars	As at March 31, 2019	As at March 31, 2018
Balance with banks		
- current account	120.67	185.58
Cash on hand	0.05	0.05
Total	120.72	185.63

Note 6.5 A Bank balances other than cash & cash equivalents

Particulars	As at March 31, 2019	As at March 31, 2018
Margin money (refer (i) below)	11.06	6.26
Term deposit with bank	21.73	21.03
Unpaid dividend	0.31	0.61
Total	33.10	27.90

(i) Margin money deposit given against borrowings, letter of credit and bank guarantees including to revenue authorities.

Note 7 Other non-current assets

Particulars	As at March 31, 2019	As at March 31, 2018
Others		
Balance with government authorities	19.88	19.88
Less: Provisions on balance with government authorities	(19.88)	(19.88)
Prepaid expenses	1.02	3.19
Total	1.02	3.19

Note 8 Inventories (valued at lower of cost and net realisable value)

Particulars	As at March 31, 2019	As at March 31, 2018
Stock in trade		
Technology equipment	104.34	107.75
Less: Provision for obsolescence	(101.63)	(93.34)
Total	2.71	14.41

Note 9 Other current assets

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured, considered good, unless stated otherwise		
(i) Advances other than capital advances		
Advance to suppliers		
- considered good	0.02	5.88
- considered doubtful (Refer note 9.1)	62.98	58.17
- allowance for doubtful advances	(62.98)	(58.17)
Advance to others		
- considered good	-	2.05
- considered doubtful (Refer note 9.1)	2.05	-
- allowance for doubtful advances	(2.05)	-
(ii) Others		
Prepaid expenses	8.30	19.44
Balance with government authorities	47.15	19.82
Total	55.47	47.19

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Note 9.1 Includes advances to related parties as follows:

Particulars	(All amount in Rs. million, unless otherwise stated)	
	As at March 31, 2019	As at March 31, 2018
Subsidiaries		
Advance to suppliers		
Educomp Investment Management Limited	0.91	0.91
Educomp Software Limited	0.86	0.86
Total	1.77	1.77
Advance to Others		
Educomp Learning Private Limited	1.95	1.95
India Education Fund	0.10	0.10
Total	2.05	2.05

9.2 For explanation on the companies credit risk management refer note 25.

Note 10 Equity share capital

Particulars	As at March 31, 2019	As at March 31, 2018
a) Authorized shares		
200,000,000 (March 31, 2018: 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, 2018: 122,467,168) equity shares of Rs. 2 each fully paid up.	244.93	244.93
Total	244.93	244.93

c) Movement in equity share capital

Particulars	Year ended March 31, 2019		Year ended March 31, 2018	
	No. of Shares	Amount	No. of Shares	Amount
Outstanding at the beginning of the year	122,467,168	244.93	122,467,168	244.93
Issued during the year	-	-	-	-
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 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 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 Company, the holders of equity shares will be entitled to receive remaining assets of the 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 Company

Particulars	Year ended March 31, 2019		Year ended March 31, 2018	
	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) 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 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.

g) 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 12.1).

For details of shares reserved for issue on employee stock option, (refer note 31)

For details of shares reserved for issue to lender banks as per CDR scheme, (refer note 12.1 (e))

Notes to the Ind AS financial statements for the year ended March 31, 2019

Note 11 Other Equity

(All amount in Rs. million, unless otherwise stated)

(a) Equity component of compound financial instruments

Particulars	As at March 31, 2019	As at March 31, 2018
Equity component of compound financial instruments (Refer note (i) & (ii) below)	524.45	524.45
Total	524.45	524.45

(b) Reserves & Surplus (refer note 2 below)

Particulars	As at March 31, 2019	As at March 31, 2018
Security premium reserves	10,240.32	10,240.32
General reserves	1,124.24	1,120.72
Employee stock option scheme	-	3.52
Capital reserves	411.66	411.66
Retained earnings	(39,592.20)	(38,541.91)
Foreign currency monetary items translation difference account	(430.80)	(392.57)
Other comprehensive income	30.54	31.30
Total	(28,216.24)	(27,126.96)

(i) Movement of Other Equity

1. Equity component of compound financial instruments

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Opening Balance	524.45	524.45
Add: Additions During the year (refer note 12.1(c) & 12.1(d))	-	-
Total	524.45	524.45

(ii) Equity component of compound financial instruments

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

Note 12. Reserves & Surplus

(i) Securities Premium

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Opening Balance	10,240.32	10,240.32
Closing Balance	10,240.32	10,240.32

(ii) General reserve

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Opening Balance	1,120.72	1,061.39
Add: Employee stock compensation cost reversal on forfeiture	3.52	59.33
Closing Balance	1,124.24	1,120.72

(iii) Employee stock option outstanding account

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Opening Balance	3.52	62.25
Add: Employee stock compensation provided	-	0.60
Less: Employee stock compensation reversed	(3.52)	(59.33)
Closing Balance	-	3.52

Notes to the Ind AS financial statements for the year ended March 31, 2019

(iv) Capital Reserve

Particulars

Opening Balance

Closing Balance

(v) Retained Earnings

Particulars

Opening Balance

Add: Loss for the year

Closing Balance

(vi) Foreign currency monetary item translation difference account

Particulars

Opening Balance

Add: Addition during the year

Less: Amortisation during the year

Closing Balance

(vii) Other comprehensive income

Particulars

Opening Balance

Add: Addition during the year

Closing Balance

(All amount in Rs. million, unless otherwise stated)

	Year Ended March 31, 2019	Year Ended March 31, 2018
	411.66	411.66
	411.66	411.66
	(38,541.91)	(14,832.71)
	(1,050.29)	(23,709.20)
	(39,592.20)	(38,541.91)
	(392.57)	(512.23)
	(338.43)	(16.99)
	300.20	136.65
	(430.80)	(392.57)
	31.30	24.55
	(0.76)	6.75
	30.54	31.30

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. The company did not have any outstanding share options as at March 31, 2019. (refer note 31)

Capital Reserve

The 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 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 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 Company 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.

Notes to the Ind AS financial statements for the year ended March 31, 2019

Note 12.1 Borrowings

a) Non-current borrowings

Particulars	(All amount in Rs. million, unless otherwise stated)	
	As at March 31, 2019	As at March 31, 2018
(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 (c) below)	922.48	866.15
Term loans		
from banks	17,142.55	17,142.55
from others-External Commercial Borrowings	4,849.69	4,553.57
(ii) Unsecured		
Loan from related parties (refer note (d) below)*	245.20	215.07
Loan from other parties	353.20	353.20
Less: Current maturities of long term borrowings (refer note 12.3)	(23,717.92)	(23,365.47)
Total	245.20	215.07

*Refer note 28 for terms and conditions of transaction with related parties.

**Refer note 12.1 (e) for details of security & terms of long term borrowings.

(b) Current borrowings

Particulars	As at March 31, 2019	As at March 31, 2018
	(i) Borrowings repayable on demand	
-- Working capital loans from banks -secured	1,191.47	1,191.47
(ii) Other Loans		
-- Loans from other parties- unsecured	12.00	12.00
Total	1,203.47	1,203.47

Refer note 12.1 (e) for details of security & terms of long term borrowings.

Liability component of compounded financial instruments

(c) Foreign Currency Convertible Bond (FCCB)

The 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, 2019 USD 10 million (March 31, 2018 USD 10 million) FCCB remained outstanding for conversion into equity shares of Rs. 2 each, as the Company has filed for corporate insolvency and resolution process on May 30, 2017.

Notes to the Ind AS financial statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

Particulars	As at March 31, 2019	As at March 31, 2018
Equity portion as at balance sheet date	50.03	50.03
Financial liability portion as on date (including 33.15% premium component)	922.48	866.15
	972.51	916.18

(d) Promoters contribution

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

Particulars	As at March 31, 2019	As at March 31, 2018
Equity component as on date	474.42	474.42
Financial liability component as on date	245.20	215.07
	719.62	689.49

During the financial year ended March 31, 2018, the Company did not record the impact of unwinding of interest on interest free loan provided by the promoters' which has been corrected during current year with retrospective effect. The impact of this restatement on various line items as disclosed in previous year is given as under:

Year ended March 31, 2018	Restated Amount	Original Amount
Financial liability component (Note 12.1 (d))	215.07	188.65
Finance cost (note 29)	462.11	435.68
Loss for the year	(23,709.21)	(23,682.78)
Retained earnings	(38,541.92)	(38,515.49)
Earnings/(loss) per share (Basic and diluted) (Note 32)	(193.60)	(193.38)

Notes to the Ind AS financial statements for the year ended March 31, 2019

Note 12 (1)(e) Particulars of security, interest and terms of repayment of Loans

(All amount in Rs. million, unless otherwise stated)

Particulars	Amount Outstanding as at		Terms of repayment	Security
	March 31, 2019	March 31, 2018		
Loan from Bank - CDR - Secured				
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.	-First pari passu charge on all fixed assets (movable and immovable) of the company, both present and future.
Term loan (c)	309.85	309.85	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.	- 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.
Term loan (d)	204.07	204.07	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.	- First charge on the borrower's bank accounts, including but not limited to Trust & Retention Account.
Term loan (e)	62.72	62.72	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.	- Pledge of all unencumbered shares held by the Promoters Group in company.
Working capital term loan	2,837.33	2,837.33	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.	- Pledge of all unencumbered shares held by company in various companies.
Funded interest term loan - FITL	910.34	910.34	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.	- Pledge of all unencumbered shares of subsidiaries of the borrower held by Mr. Shantanu Prakash in the share capital of such subsidiaries.
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.	- Unconditional & irrevocable Personal Guarantees from Mr. Shantanu Prakash & Mr. Jagdish Prakash and Corporate Guarantee of ESSPL.
Term loan (g)	4,550.00	4,550.00	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.	- 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 (h)	397.65	397.65	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 (i)	1,960.00	1,960.00	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 (j)	1,171.16	1,171.16	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 (k)	947.83	947.83	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.	
Working capital facility	1,191.47	1,191.47	Payable on demand	
Term loan (l)	300.00	300.00	Balance repayable up to 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 pari-passu charge over the fixed assets of the Company. -Personal guarantee of the Mr. Shantanu Prakash and Mr. Jagdish Prakash and equitable mortgage on one of the personal property of Mr. Shantanu Prakash.
Loan from Other - Secured				
Non Convertible Debentures	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.	- Pari-passu charge with the CDR lenders, without any preference or priority to one over the other others. (The Company has created partial security on the assets of the Company and is taking necessary steps to create security in respect of these debentures.)
Foreign Currency Convertible Bonds (FCCB)- Debt component of compounded financial instrument	Refer note 12.1(c) above	Refer note 12.1(c) above	Refer note 12.1(c) above	Second charge on following assets · 51% of the fully paid up equity shares of EISML held by the Company.
External Commercial Borrowings (ECB)	4,849.69	4,553.57	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.
Particulars				
	Amount Outstanding		Terms of repayment	Security
	March 31, 2019	March 31, 2018		
Loan from others-unsecured				
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)	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 12.1(d) above	Refer note 12.1(d) above	Interest free loan repayable after final settlement date as per CDR MRA.	Not applicable

Notes to the Ind AS financial statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

Note:

- (i) Term loan (a) to (k), working capital term loan, funded interest term loan, working capital facility are at interest rate ranging from 10% to 13% p.a (March 31, 2018 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, 2018 9% to 11% p.a.)
- (iii) Loans from other unsecured (a) and (b) are at varying rate of interest ranging from 12.50% to 18% p.a. (March 31, 2018 12.50% to 18% p.a.)
- (iv) FCCB are zero coupon bonds and do not carry interest.
- (v) ECB are at interest rate of 4.5% p.a.+LIBOR (March 31, 2018 4.5% p.a.+LIBOR)
- (vi) Non Convertible Debentures are at interest rate ranging from 13.25% to 13.50% p.a. (March 31, 2018 13.25% to 13.50% p.a.)
- (vii) Aggregate of loan amount guaranteed by promoter Mr. Shantanu Prakash and Mr. Jagdish Prakash Rs. 18,334.01 million (March 31, 2018 Rs. 18,334.03 million)
- (viii) Aggregate of loan amount guaranteed by Edu Smart Services Pvt. Ltd. Rs. 17,674.21 million (March 31, 2018 Rs. 17,674.23 million)
- (ix) Working capital facility and loan from others unsecured (b) constitute short term borrowings.

(x) Corporate debt restructuring scheme

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, 2019 (As at March 31, 2018 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 rates as per the CDR scheme on the balances as appearing in the books of account pending confirmations from various lenders. Accordingly, the interest payable to these banks has been recalculated in accordance with the CDR scheme. Considering the MRA have been signed by all the lender banks, the Company had accounted for CDR scheme (reclassifications and interest calculations) in the books during the year ended March 31, 2016 and March 31, 2015 as follows: -

- (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.

Pursuant to approved CDR scheme and in terms of Master Restructuring Agreement, the Company had acquired trade receivable of Edu Smart Services Private Limited (ESSPL). To acquire these receivables the Company had been granted loan by the CDR lenders. These receivables accrue to Edu Smart Services Private Limited under Tripartite agreement between, the Company, ESSPL and Schools/trust wherein in substance, the Company was key service provider. Towards settlement of rest of the consideration, the Company has adjusted its receivable from ESSPL. The Company took over these receivables to improve the recoverability and to provide uninterrupted services to these schools in future.

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.

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 at their option 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.

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Notes to the Ind AS financial statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

(xi). Details of continuing default in repayment of loan or interest as at March 31, 2019 is given below:

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

Particulars	FY 2018-19			
	Delay upto 3 month	Delay of 3 to 6 month	Delay of 6 to 12 month	Delay more than 12 month
Repayment of principal	-	-	-	-
Interest	-	-	-	-
	-	-	-	-

Particulars	FY 2017-18			
	Delay upto 3 month	Delay of 3 to 6 month	Delay of 6 to 12 month	Delay more than 12 month
Repayment of principal	-	-	19,500.34	-
Interest	-	-	511.59	-
	-	-	20,011.93	-

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

Particulars	FY 2018-19			
	Delay upto 3 month	Delay of 3 to 6 month	Delay of 6 to 12 month	Delay more than 12 month
Repayment of principal	-	-	-	24,921.39
Interest	-	-	-	3,593.37
	-	-	-	28,514.76

Particulars	FY 2017-18			
	Delay upto 3 month	Delay of 3 to 6 month	Delay of 6 to 12 month	Delay more than 12 month
Repayment of principal	-	-	19,500.34	5,068.61
Interest	-	-	511.59	3,021.46
	-	-	20,011.93	8,090.07

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

Note 12.2 Trade Payables

Particulars	As at March 31, 2019	As at March 31, 2018
Sundry creditors		
Trade Payables		
-due to micro and small enterprises (refer note 34)	10.07	9.89
-due to others	1,312.48	1,246.39
Total	1,322.55	1,256.28

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.

Notes to the Ind AS financial statements for the year ended March 31, 2019

Note 12.3 Other financial liabilities (All amount in Rs. million, unless otherwise stated)

Particulars	As at March 31, 2019	As at March 31, 2018
Current maturities of long term debts - ECB (refer note 12.1)	4,849.69	4,553.57
Current maturities of long term debts - FCCB (refer note 12.1)	922.48	866.15
Current maturities of long term debts - Term Loans(refer note 12.1)	17,142.55	17,142.55
Current maturities of long term debts - Non- Convertible Debentures (refer note 12.1)	450.00	450.00
Current maturities of long term debts - from other parties (refer note 12.1)	353.20	353.20
Payables against corporate guarantee (refer note 6.3)	258.19	258.19
Interest accrued and due (Refer foot note 12.4 and 12.5)	3,593.37	3,533.05
Interest accrued and due to micro and small enterprises	5.62	5.62
Employee related payables	336.34	349.42
Security deposits	20.00	25.00
Unpaid dividend	0.31	0.61
Retention money	1.00	1.00
Total	27,932.75	27,538.36

Note 12.4: The 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. 2,813.66 Million for the year (for the year ended March 31, 2018 Rs. 2,167.83 Million). The cumulative amount of interest not accrued as at March 31, 2019 is estimated to be Rs. 4,981.49 million (March 31, 2018: Rs. 2,167.83 Million)

Note 12.5. The Company has not determined the provision for penal interest for defaults on borrowings as per the contractual terms of the underlying agreements.

Note 13 Provisions

Particulars	As at March 31, 2019		As at March 31, 2018	
	Non current	Current	Non current	Current
Provisions for employee benefits				
Provisions for gratuity (refer note 13.1 below)	5.69	2.19	7.74	4.06
Provisions for leave encashment (refer note 13.1 below)	0.81	0.32	1.15	0.57
Total	6.50	2.51	8.89	4.63

Note 13.1 Post employment benefits

(i) Gratuity

The Company provides for gratuity for employees 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.

(ii) Leave encashment

The employees are entitled for 18 days leave during the calendar year, which can be accumulated and 10 leave carried forward to next year. Privileged leaves can not be encashed during in service but encashed only at the time of departure.

Notes to the Ind AS financial statements for the year ended March 31, 2019

a) Net employee benefit expense recognised

(All amount in Rs. million, unless otherwise stated)

Particulars	Gratuity- Unfunded	Leave benefit - Unfunded	Gratuity- Unfunded	Leave benefit - Unfunded
	March 31, 2019	March 31, 2019	March 31, 2018	March 31, 2018
Current service cost	1.46	0.47	2.08	0.67
Net interest cost	0.91	0.13	2.41	0.04
Total expenses recognised in the Statement of Profit and Loss	2.37	0.60	4.49	0.71
Remeasurement actuarial (gain) / loss from changes in financial assumptions	0.02	0.00	(6.22)	(1.00)
Remeasurement actuarial (gain) / loss from changes in demographic assumptions	0.01	0.00	(1.43)	(0.16)
Remeasurement actuarial (gain) / loss on arising from Experience Adjustment	0.73	(0.61)	(0.02)	2.08
Total amount recognised in the Other comprehensive income	0.76	(0.60)	(7.67)	0.92

Expected contribution for the next annual reporting period:

Particulars	March 31, 2019 Gratuity	March 31, 2019 Leave benefit	March 31, 2018 Gratuity	March 31, 2018 Leave benefit
	Service Cost	1.45	0.39	1.94
Net interest cost	0.60	0.09	0.91	0.13
Expected expense	2.05	0.48	2.85	0.75

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

Particulars	Gratuity- Unfunded Year Ended	Leave benefit - Unfunded Year Ended	Gratuity- Unfunded Year Ended	Leave benefit - Unfunded Year Ended
	March 31, 2019	March 31, 2019	March 31, 2018	March 31, 2018
Present value of obligation as at the beginning of the year	11.80	1.72	32.84	0.61
Interest cost	0.91	0.13	2.41	0.04
Current service cost	1.46	0.47	2.08	0.67
Benefit paid	(7.05)	(0.58)	(17.85)	(0.52)
Actuarial (gain)/loss	0.76	(0.61)	(7.68)	0.92
Present value of obligation as at the end of the year	7.88	1.13	11.80	1.72
Current	2.19	0.32	4.06	0.57
Non current	5.69	0.81	7.74	1.15

Maturity Profile of Defined Benefit Obligation	March 31, 2019		March 31, 2018	
	Gratuity	Leave obligation	Gratuity	Leave obligation
a) April 2018- March 2019	-	-	4.07	0.58
b) April 2019- March 2020	2.19	0.32	2.09	0.37
c) April 2020- March 2021	1.17	0.23	1.10	0.22
d) April 2021- March 2022	0.74	0.15	0.58	0.13
e) April 2022- March 2023	0.71	0.11	0.48	0.07
f) April 2023- March 2024	0.48	0.08	0.39	0.06
g) April 2024 onwards	2.59	0.25	3.09	0.29
	7.88	1.13	11.80	1.72

Notes to the Ind AS financial statements for the year ended March 31, 2019

c) Principal actuarial assumptions at the Balance Sheet date:

(All amount in Rs. million, unless otherwise stated)

Particulars	March 31, 2019	March 31, 2018
Discounting rate	7.65%	7.73%
	FY 2018-19 to 2020-21 0% & There after 5%	FY 2018-19 to 2020-21 0% & There after 5%
Expected rate of increase in salary		
Demographic assumptions		
i) Retirement age (Years)	58	58
ii) Mortality table	IALM (2006--2008) Withdrawal Rate (%)	IALM (2006--2008) Withdrawal Rate (%)
iii) Ages		
Up to 30 Years	25	22
From 31 to 44 years	40	51
Above 44 years	1	1

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

e) 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.

f) Sensitivity analysis

	Gratuity-Unfunded For the year ended March 31, 2019		Leave benefit -Unfunded For the year ended March 31, 2019	
Discount rate	Increase to 0.5%	Decrease to 0.5%	Increase to 0.5%	Decrease to 0.5%
Increase (decrease) in defined benefit liability	(0.15)	0.16	(0.05)	-
Salary growth rate	Increase to 0.5%	Decrease to 0.5%	Increase to 0.5%	Decrease to 0.5%
Increase (decrease) in defined benefit liability	0.17	(0.16)	-	(0.05)

The present value of the defined benefit obligation calculated with the same method (project unit credit) as the defined benefit obligation recognised in the statement of financial position. The sensitivity analyses are based on a change in one assumption while not changing all other assumptions. This analysis may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in the assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Notes to the Ind AS financial statements for the year ended March 31, 2019

Note 14 Other current liabilities (All amount in Rs. million, unless otherwise stated)

Particulars	As at March 31, 2019	As at March 31, 2018
Advances from customers (refer note (i) and (ii) below)	335.42	376.74
Statutory dues payable	10.63	4.74
	346.05	381.48

(i) 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, 2019. As per the opinion taken by the Company from expert, such deposits are outside the purview of Section 2(31) and Section 73-74 of the Companies Act, 2013 read with Rule 2(1)(c) of the Companies (Acceptance of Deposits) Rules, 2014.

(ii) Includes advances from related parties

Particulars	As at March 31, 2019	As at March 31, 2018
Educomp Global Holding W.L.L	42.52	42.52
Edumatics Corporation Inc.	16.21	16.21
Orlando Builders Private Limited#	-	110.95
Shri Hare Educational trust	0.37	0.37
Vigyan Education Trust	0.60	0.60
	59.70	170.65

* for terms and conditions for transaction with related party refer note 28

ceased to be subsidiary due to loss of control w.e.f April 01, 2018, hence not disclosed as a related party as at March 31, 2019.

Note 15 Revenue from operation

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Sale of education products and technology equipment	0.48	29.61
Education and other services	192.82	614.85
	193.30	644.46

Note 16 Other income

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Interest income		
- on Fixed deposits	2.06	1.58
-on financial instruments measured at amortised cost	0.67	1.17
- other interest	-	10.95
Income from lease rental	7.74	10.76
Service tax refund received	-	13.47
Liabilities/provision no longer required written back	14.78	32.29
Other non-operating income	6.50	5.09
	31.75	75.31

Notes to the Ind AS financial statements for the year ended March 31, 2019

Note 17 Purchase of stock-in-trade

(All amount in Rs. million, unless otherwise stated)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Technology equipments & accessories	1.38	29.26
Educational products	-	6.67
	1.38	35.93

Note 18 Changes in inventories of stock-in-trade

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Opening -stock-in-trade (A)		
Technology Equipments	14.41	68.05
Less: transfer to FA/Repair	(2.01)	(30.20)
	12.40	37.85
Closing -stock-in-trade (B)		
Technological Equipments	2.72	14.41
	2.72	14.41
Change in inventory (A-B)	9.68	23.44

Note 19 Employee benefit expenses

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Employee benefit expenses		
Salaries wages and bonus	137.13	344.54
Contribution to provident and other funds*	8.72	21.20
Gratuity expenses	2.37	4.49
Employee stock option plan amortisation cost (refer Note 31(c))	-	0.60
Staff welfare expenses	1.40	2.43
	149.62	373.26

* Contribution to provident and other funds comprise:

Defined contribution plan

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Employer's contribution to provident fund (including admin charges)	5.82	13.69
Employer's contribution to employee state insurance	2.70	6.96
Employer's contribution to employee deposit linked insurance fund	0.20	0.48
Employer's contribution to labour welfare fund	-	0.07
	8.72	21.20

Note 20 Finance cost

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Interest expense on financial instruments measured at amortised cost	0.61	18.75
Interest expense (Refer note 12.4)	30.13	436.17
Interest on delay in payment of income taxes	0.05	0.05
Other borrowing costs	1.09	7.13
	31.88	462.10

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Notes to the Ind AS financial statements for the year ended March 31, 2019

Note 21 Other expenses

(All amount in Rs. million, unless otherwise stated)

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Lease Rent (refer note 33)	15.60	17.05
Rates and taxes	2.57	7.71
Travelling and conveyance	16.94	33.42
Recruitment and training	3.58	16.27
Legal and professional (refer note (i) below)	85.38	113.84
Communication	36.74	61.21
Printing and stationery	10.90	48.10
Project running/ implementation expenses	15.65	18.87
Repair and maintenance		
-Building	11.58	15.11
-Machinery	10.23	1.36
-Others	6.01	16.02
Consumables /Spare parts	112.46	198.37
Power & Fuel	8.76	7.60
Advertisement, publicity and business promotion	4.69	19.30
Freight and forwarding	1.05	13.24
Sundry balances written off	0.03	22.36
Provision for doubtful security deposits	0.75	341.43
Provision for sundry advances	5.34	384.38
Provision for capital work in progress	20.00	-
Provision for doubtful debts	115.26	6,896.79
Foreign exchange loss (net)	427.16	143.47
Bad debts written off	-	209.10
Miscellaneous expenses	2.11	4.14
	912.79	8,589.14

(i) Legal & professional fees includes payment to auditors:

Payment to Auditors

As Auditors

-for Statutory audit	1.70	2.13
-for Consolidation	1.20	1.20
-For limited review	1.18	1.18
for other services		
-Certification fee	-	0.08
for reimbursement of expenses	0.07	0.42
	4.15	5.00

Note 22 Exceptional items

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Exceptional Items		
Provision for diminution in the value of long term investment (refer note 22.1 below)	55.63	14,472.87
Reversal of profit on sale of investment (refer note 22.2 below)	-	324.46
	55.63	14,797.33

Notes to the Ind AS financial statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

22.1 During the previous year the Company has carried out assessment in the value of its investments and recorded the provision for impairment in investments of its subsidiaries and associate:

- (i) Edusmart Services Private Limited amounting to Rs. 515.91 million since the subsidiary is under CIRP process;
- (ii) Edumatics Corporation Inc. United States of America amounting to Rs. 62.09 millions since the company is not operational and does not have significant assets;
- (iii) Educomp Intelipop Ventures Pte Limited, Singapore amounting to Rs. 39.30 millions since the company is not operational and does not have significant assets;
- (iv) Educomp Global Holding W.L.L. Kingdom of Bahrain amounting to Rs. 29.61 millions since the company is not operational and does not have significant assets;
- (v) Educomp Global FZE, United Arab Emirates amounting to Rs. 1.46 millions as the company is not operational and does not have significant assets;
- (vi) Educomp Professional Education Limited amounting to Rs. 2,511.17 millions as the company is not operational and does not have significant assets;
- (vii) Greycells 18 Media Limited amounting to Rs. 159.91 millions since the company has been in operational losses for several years and net worth is eroded;
- (viii) Educomp Infrastructure & School Management Limited amounting to Rs. 10,854.64 millions 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;
- (ix) Educomp Investment Management Limited amounting to Rs. 7.32 millions since the company is not operational and does not have significant assets; and
- (x) Educomp School Management Limited amounting to Rs. 42.29 millions since the company is not operational and does not have significant assets;
- (xi) Vidya Mandir Classes Private Limited amounting to Rs. amounting to Rs. 249.17 millions since the company is not operational and does not have significant assets:

During the year 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) Educomp Professional Education Limited amounting to Rs. 26.80 millions due to operational losses;
- (ii) Educomp School Management Limited amounting to Rs. 0.03 millions due to operational losses;
- (iii) Vidya Mandir Classes Private Limited amounting to Rs. 28.80 millions due to operational losses;

22.2 During the year ended March 31, 2017, pursuant to a negotiated settlement entered with ICICI Bank, the Company had divested its entire holding of 48,776 number of equity shares comprising 67% shareholding in Vidya Mandir Classes Limited (VMCL), a subsidiary of the Holding Company and conditional sale of Educomp Learning Hour Private Limited (ELHPL), a step down subsidiary of the Holding Company.

As per clause 2.2 of "Share Purchase Agreement" (SPA) executed on July 25, 2016 with KB Educational Society ("KBES" or "the Purchaser"), purchase and sale of shares shall be completed in two tranches in the following manner:

EDUCOMP SOLUTIONS LIMITED

Notes to the Ind AS financial statements for the year ended March 31, 2019 (All amount in Rs. million, unless otherwise stated)

Particulars	# of shares to be transferred	Consideration in Rs. Millions	Referred in the agreement as
On closing 1 i.e. execution date	9,688	163.39	Tranche A Shares
On or before March 31, 2019 (closing 2)	39,088	742.26	Tranche B Shares
Total	48,776	905.65	

As per clause 2.3 of the agreement which 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 Holding Company on the board of VMC were replaced by the nominees of the buyers to protect its “interest” created pursuant to this agreement.

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 previous year and the related consideration of Rs. 602.43 million 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. 324.46 million has also been reversed during the previous year.

Note 23 Tax expense

	Year Ended March 31, 2019	Year Ended March 31, 2018
--	------------------------------	------------------------------

(a) Tax expense

Current tax

Current tax on the profits of the year

- -

Total Current tax expense

- -

Deferred tax expense

- -

Total

- -

(b) Reconciliation of tax expense and the accounting profit multiplied by the tax rate.

	Year Ended March 31, 2019	Year Ended March 31, 2018
--	------------------------------	------------------------------

Loss before tax (A)

(1,050.29)

(23,709.20)

Income tax rate applicable (B)

30.90%

30.90%

Income tax expense (A*B)

(324.54)

(7,326.14)

Tax effects of the items that are not deductible (taxable) while calculating taxable income :

Interest on delay of income tax

0.02

0.02

Amount reversal on forfeiture under employee stock option scheme

1.09

18.33

Difference in loss reported as per Income Tax return and books

-

107.07

Recognition of previously unrecognised deductible temporary differences

(6.07)

144.91

Others

-

(1.13)

Items on which no deferred tax asset was created

(329.50)

(7,056.94)

Income tax expense

-

-

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Notes to the Ind AS financial statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

(c) Significant estimates

The 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.

(d) Unused tax losses for which no deferred tax has been recognised

Assessment Year	Business Loss	Short term capital loss	Long term capital loss	Total Amount	Available for utilisation till
AY 2012-13	-	15.29	-	15.29	AY 2020-21
AY 2013-14	-	-	-	-	AY 2021-22
AY 2014-15	1,140.27	-	-	1,140.27	AY 2022-23
AY 2015-16	2,758.91	-	-	2,758.91	AY 2023-24
AY 2016-17	3,668.02	-	435.25	4,103.27	AY 2024-25
AY 2017-18	1,332.46	-	-	1,332.46	AY 2025-26
AY 2018-19	1,111.15	-	-	1,111.15	AY 2026-27
	10,010.81	15.29	435.25	10,461.35	
AY 2019-20	714.54	-	-	714.54	AY 2027-28
Unabsorbed Depreciation	1,822.23	-	-	1,822.23	Never Expire
	12,547.58	15.29	435.25	12,998.12	

(e) Temporary difference for which no deferred tax has been recognised

Particulars	As at March 31, 2019	As at March 31, 2018
Depreciation and amortisation	164.63	179.13
Provision for gratuity and leave encashment	2.01	2.75
Provision for doubtful debts	4,276.76	4,241.52
Expenditure allowed on actual payment basis	1,004.39	1,004.39
Tax losses carried forward	3,974.01	3,701.79
Others	5,469.24	5,441.27
	14,891.04	14,570.85

(f) During the year no amount of tax has been recognised directly into equity of the Company.

Notes to the Ind AS financial statements for the year ended March 31, 2019

Note 24 Fair valuation measurements

(All amount in Rs. million, unless otherwise stated)

S. No.	Particular	As at March 31, 2019			As at March 31, 2018		
		FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
	<u>Financial assets</u>						
1	Investments	12,320.11	-	121.72	-	-	121.72
2	Loans	-	-	39.46	-	-	39.40
3	Trade receivables	-	-	2,261.41	-	-	2,660.44
4	Other financial assets	-	-	10.51	-	-	9.20
5	Cash & Cash Equivalents	-	-	120.72	-	-	185.63
6	Bank balances other than cash & cash equivalents	-	-	33.10	-	-	27.90
	Total Financial Assets	12,320.11	-	2,586.92	-	-	3,044.29
	<u>Financial Liability</u>						
1	Borrowings (including current maturities & interest accrued)	-	-	28,759.96	-	-	28,317.06
2	Trade & Other Payables	-	-	1,322.55	-	-	1,256.28
3	Other financial Liabilities	-	-	621.46	-	-	639.84
	Total Financial Liabilities	-	-	30,703.97	-	-	30,213.18

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 has 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 24 A The company has valued the following investments in subsidiaries, associates and joint ventures at cost, as per Ind AS 27.

	<u>As at March 31, 2019</u>	<u>As at March 31, 2018</u>
Investment in Equity shares (including equity component of compounded financial instruments)	592.85	648.48
Investment in Preference shares	269.98	269.98

Notes to the Ind AS financial statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

Note 25 FINANCIAL RISK MANAGEMENT

Risk management objectives and policies

The Company is exposed to various risks in relation to financial instruments. The Company's financial assets and liabilities by category are summarised in Note 24. The main types of risks are market risk, credit risk and liquidity risk.

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

The Company 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 Company is exposed to, are described below:

25.1 Market risk

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

25.1(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. All the foreign currency liabilities have been crystallised into INR as on May 30, 2017. Accordingly, there is no foreign currency risk till the completion of CIRP.

The following table presents non-derivative instruments which are exposed to currency risk and are unhedged as at March 31, 2019 and March 31, 2018 :

Particulars	Foreign currency	As at March 31, 2019		As at March 31, 2018	
		Foreign currency	Amount	Foreign currency	Amount
Trade payable	US\$	12.87	891.44	12.87	837.51
	Euro	0.01	0.78	0.01	0.80
Trade receivable	US\$	0.35	23.90	0.34	22.37
	Canadian \$ (CAD)	0.11	5.67	0.11	5.49
Loans payable	US\$	80.00	5,772.17	80.00	5,419.72
Interest accrued and due	US\$	14.94	1,032.23	14.94	971.92

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 March 31, 2019	Year Ended March 31, 2018
INR/USD	7%	5%
INR/EURO	8%	8%
INR/CAD	9%	5%

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.

Notes to the Ind AS financial statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

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, 2019	Movement	Profit and loss		Other Components of equity	
		Strengthening	Weakening	Strengthening	Weakening
USD Sensitivity	7%	136.33	(136.33)	404.05	(404.05)
EURO Sensitivity	8%	0.06	(0.06)	-	-
CAD Sensitivity	9%	0.51	(0.51)	-	-

March 31, 2018	Movement	Profit and loss		Other Components of equity	
		Strengthening	Weakening	Strengthening	Weakening
USD Sensitivity	5%	91.59	(91.59)	270.99	(270.99)
EURO Sensitivity	8%	0.06	(0.06)	-	-
CAD Sensitivity	5%	0.27	(0.27)	-	-

25.1(b) Price risk sensitivity

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

25.1(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 Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company's policy is to minimise interest rate cash flow risk exposure on long-term financing. At March 31, 2019, the Company is exposed to changes in market interest rates majorly through ECB borrowings and borrowings restructured under MRA (refer note 12.1).

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 debt liabilities have been crystallised as on May 30, 2017. Accordingly, there is no interest rate risk on the debt liabilities till the completion of CIRP.

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

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

	As at March 31, 2019	As at March 31, 2018
Fixed-rate borrowings (Refer note below)	3,406.19	3,349.86
Floating rate borrowings (Refer note below)	22,129.85	21,833.73
Total borrowings	25,536.04	25,183.59

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, 2017: +/- 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.

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Notes to the Ind AS financial statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

	Impact on profit and loss after tax			
	Year ended March 31, 2019		Year ended March 31, 2018	
	Favourable change of 100 bp	Unfavourable change of 100 bp	Favourable change of 100 bp	Unfavourable change of 100 bp
Loan amount	22,129.85		21,833.73	
Effect on profit and loss after tax	221.30	(221.30)	218.34	(218.34)

25.2 CREDIT RISK

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

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

In respect of trade and other receivables, the Company follows simplified approach that does not require the Company 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 Company records full credit loss on the receivables for which the Company had filed litigation.

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

The Company 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 Company estimates the following provision matrix at the reporting date.

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

For recognition of impairment loss on other financial assets and risk exposure, the Company 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 Company.

Reconciliation of loss allowance provision – Trade receivables

Particulars	Amount
Loss allowance on 1 April 2017	6,829.81
Changes in loss allowance	6,896.79
Loss allowance on 1 April 2018	13,726.60
Changes in loss allowance	114.05
Loss allowance on 31 March 2019	13,840.65

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 Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

25.3 Liquidity risk

Liquidity risk is the risk that the Company might not be able to meet its obligations. The Company 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.

As the 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 company.

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

	March 31, 2019				
	Upto 1 year	1 to 3 years	3 to 5 year	Above 5 years	Total
Borrowings	24,921.39	-	-	614.65	25,536.04
Trade payables	1,322.55	-	-	-	1,322.55
Other financial liabilities	4,214.83	-	-	-	4,214.83
Total	30,458.77	-	-	614.65	31,073.42

	March 31, 2018				
	Upto 1 year	1 to 3 years	3 to 5 year	Above 5 years	Total
Borrowings	24,568.94	-	-	614.65	25,183.59
Trade payables	1,256.28	-	-	-	1,256.28
Other financial liabilities	4,172.89	-	-	-	4,172.89
Total	29,998.11	-	-	614.65	30,612.76

*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 (refer note 1(a)), the future contractual interest payments has not been considered in above table.

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

Note 26 Capital management

(a) Risk Management

The Company's capital management objectives are to ensure the Company'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, Company considers the robustness of future cash flows and to maintain an optimal structure to reduce the cost of capital.

The Company 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 Company. In order to maintain or adjust the capital structure, the Company 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 Company, the net worth of the Company has been fully eroded and the Company is presently under CIRP process and thereby continue to operate as a going concern.

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Notes to the Ind AS financial statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

Particulars	As at March 31, 2019	As at March 31, 2018
Net debt	25,045.87	24,598.38
Equity	(27,446.86)	(26,357.58)
Net Debt to equity ratio	(0.91)	(0.93)

(i) Loan covenants

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

-- Without the prior approval of CDR Lenders/Monitoring Institutions the Company 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 Company 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 2018-19, no such new debt or equity instruments were issued and holding % of promoter Mr. Shantanu Prakash is same as at March 31, 2018 and March 31, 2019 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 12.3

(b) Dividend

The Company has not proposed any dividend for the current and previous year due to losses.

Note 27 Segment Reporting

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

The Management has determined followings :-

- 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.

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 March 31, 2019	For the March 31, 2018
HLS	-	-
SLS	-	0.09
K-12	-	-
OSG	-	-
Unallocated	0.02	0.27
	0.02	0.36

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Notes to the Ind AS financial statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

(iv) Segment depreciation

	For the Year Ended March 31, 2019	For the Year Ended March 31, 2018
HLS	-	-
SLS	109.19	140.00
K-12	-	-
OSG	-	-
Unallocated	5.17	7.77
	114.36	147.77

(v) Material Non-Cash Items

	As at Year Ended March 31, 2019	As at Year Ended March 31, 2018
HLS	-	-
SLS	138.85	7,126.44
K-12	-	-
OSG	-	-
Unallocable	4.28	15,597.07
	143.13	22,723.51

(vi) Segment Revenue & Expenses (External)

	For the year ended March 31, 2019			For the year ended March 31, 2018		
	Revenue	Expenses	Results	Revenue	Expenses	Results
HLS	-	-	-	-	-	-
SLS	192.03	583.75	(391.72)	634.28	8,042.34	(7,408.06)
K-12	-	-	-	-	-	-
OSG	1.27	1.47	(0.20)	10.18	0.73	9.45
	193.30	585.22	(391.92)	644.46	8,043.07	(7,398.61)
Less: Unallocable Expenditure			602.61			1,126.47
Less: Finance cost			31.88			435.68
Operating loss			(1,026.41)			(8,960.76)
Other Income			31.75			75.31
Exceptional Items			(55.63)			(14,797.33)
Loss before tax			(1,050.29)			(23,682.78)
Less: Tax expense						
Net Profit/ (Loss)			(1,050.29)			(23,682.78)

(vii) 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, 2019	As at March 31, 2018
Segment assets		
HLS	2.10	2.10
SLS	2,274.58	2,799.27
K-12	0.58	0.67
OSG	116.56	106.08
Total Segment assets	2,393.82	2,908.11
Unallocated corporate assets	355.52	424.03
Investments	862.83	918.46
Total assets as per the balance sheet	3,612.17	4,250.60

Notes to the Ind AS financial statements for the year ended March 31, 2019

(viii) Segment liabilities

(All amount in Rs. million, unless otherwise stated)

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, 2019	As at March 31, 2018
HLS	0.01	0.01
SLS	1,230.50	1,290.64
K-12	110.95	110.95
OSG	44.19	44.50
Total Segment liabilities	1,385.66	1,446.10
Unallocated corporate liabilities	4,506.79	4,378.07
Current Borrowings	1,203.47	1,203.47
Non-Current Borrowings	23,963.12	23,554.12
Total liabilities as per the balance sheet	31,059.03	30,581.76

(b) Geographical Segments

	For the Year Ended March 31, 2019	For the Year Ended March 31, 2018
Revenue		
India	193.30	644.46
Outside India	-	-
	193.30	644.46

Capital Expenditure

	For the Year Ended March 31, 2019	For the Year Ended March 31, 2018
India	0.02	0.36
Outside India	-	-
	0.02	0.36

Non-current Assets

	As at Year Ended March 31, 2019	As at Year Ended March 31, 2018
India	225.96	347.97
Outside India	-	-
	225.96	347.97

Note 28 Related party transactions

(a) List of related parties and relationships:

Subsidiary Companies (Direct and Indirect Holding)

S. No. Name of Related Party

Direct Subsidiary

- | | |
|---|---|
| 1 | Wheatstone Productions Private Limited |
| 2 | Edumatics Corporation Inc., USA |
| 3 | Educomp Learning Private Limited. |
| 4 | Educomp Infrastructure & School Management Limited (EISML)* |
| 5 | Educomp School Management Limited. |

6	Educomp Asia Pacific Pte. Ltd., Singapore (EAPL)*
7	Vidya Mandir Classes Limited**
8	Educomp Global Holding WLL
9	Educomp Global FZE.
10	Edu Smart Services Private Limited*
11	Savvica Inc.Canada
12	Educomp Online Supplemental Service Limited (EOSSL)
13	Educomp Intelliprop Ventures Pte. Ltd., Singapore
14	Educomp Investment Management Limited
15	Educomp Professional Education Limited
	Indirect Subsidiary
	Subsidiary of EISML
16	Educomp Infrastructure Services Private Limited*
17	Educomp APAC Services Ltd., BVI*
18	Falcate Builders Private Limited*
19	Newzone Infrastructure Private Limited*
20	Rockstrong Infratech Private Limited*
21	Reverie Infratech Private Limited*
22	Herold Infra Private Limited*
23	Growzone Infrastructure Private Limited*
24	Hidream Constructions Private Limited*
25	Leading Edge Infratech Private Limited*
26	Strotech Infrastruture Private Limited*
27	Markus Infrastructure Private Limited*
28	Orlando Builders Private Limited*
29	Crosshome Developers Private Limited*
30	Good Luck Structure Private Limited*
31	Evergreen Realtech Private Limited*
32	Zeta Buildcon Private Limited*
33	Onega Infrastructure Private Limited*
34	Grider Infratech Private Limited*
35	Boston Realtech Private Limited*
36	Modzex Infrastructure Private Limited*
37	Virtual Buildtech Private Limited*
38	Laservision Estates Private Limited*
39	Knowledge Vistas Limited*
40	Learning Internet Inc., U.S.A. (Subsidiary of EAPL)*
41	Educomp Learning Hour Private Limited (Subsidiary of EOSSL)*
42	Educomp Software Limited (Subsidiary of EOSSL)

* ceased to be a subsidiary due to loss of control as per Ind AS 110. Also refer note 6.1.7

**ceased to be a subsidiary. Also refer note 6.1.4.

Associates

S. No.	Name of Related Party
1	Greycells18 Media Limited
2	Little Millenium Education Private Limited

Joint Venture of Direct Subsidiary

S. No.	Name of Related Party
1	Educomp Raffles Higher Education Limited*

* ceased to be joint venture due to loss of control as per Ind AS 110

Key Managerial Personnel (KMP) with whom transactions incurred during the year

S. No.	Name of Related Party
1	Mr. Shantanu Prakash
2	Mr. V. K. Dandona

Resolution Professional (RP)

S. No.	Name of Related Party
1	Mr. Mahender Kumar Khandelwal (w.e.f. September 12, 2017)

Enterprises owned or significantly influenced by KMP or their relatives with whom transactions incurred during the year

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

EDUCOMP SOLUTIONS LIMITED

Notes to the Ind AS financial statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

'c) Transactions with related parties during the year:

	Year ended March 31, 2019	Year ended March 31, 2018
(i) Subsidiaries		
Revenues [net of (sales return)] (Note 28.1)	-	2.44
Other income (Note 28.2)	-	0.14
Expenses paid on behalf of related party (Note 28.3)	-	1.95
	<u>-</u>	<u>4.53</u>

	Year ended March 31, 2019	Year ended March 31, 2018
(ii) Key Management Personnel		
Expenses paid for services (Note 28.4)	-	0.45
Professional fees paid to RP	3.60	0.90
	<u>3.60</u>	<u>1.35</u>

	Year ended March 31, 2019	Year ended March 31, 2018
(iii) Parties having significant Influence		
Revenues [net of (sales return)] (Note 28.1)	-	0.07
Other income (Note 28.2)	-	0.12
Expenses paid for services (Note 28.4)	40.01	51.01
	<u>40.01</u>	<u>51.20</u>

Notes

28.1 Sales and services to/ (return) from:

Edu smart Services Private Limited	-	2.44
Shiri Hare Educational Trust	-	0.05
Siya Ram Educational Trust	-	0.01
Sri Vasudev Educational Trust	-	0.01

28.2 Other income from:

Educomp Learning Private Limited	-	0.14
Learning Leadership Foundation	-	0.12

28.3 Expenses paid on behalf of:

Educomp Learning Private Limited	-	1.95
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28.4 Expenses paid for services

Unnati Educational Trust	40.01	51.01
V. K. Dandona	-	0.45

(d) Details of balances outstanding with related parties at the year end:

	As at March 31, 2019	As at March 31, 2018
(i) Subsidiaries		
Investment (including debt and equity portions of compounded financial instruments) (refer foot note 1)	701.73	757.36
Trade receivables (refer foot note 2)	1.36	1.45
Loans and advances and other current assets (refer foot note 3)	-	1.95
Advance received from Customers	169.68	169.68
Corporate guarantees (refer note 29)	11,621.69	11,621.69
	<u>12,494.47</u>	<u>12,552.13</u>

Footnote

1 net of provision for impairment	3,169.96	16,204.72
2 net of provision for expected credit loss	5.69	9,776.44
3 net of provision for impairment	102.21	102.21
4 net of provision for impairment	3.72	1.77

EDUCOMP SOLUTIONS LIMITED

Notes to the Ind AS financial statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

(ii) Associates

	As at March 31, 2019	As at March 31, 2018
Investment (including debt and equity portions of compounded financial instruments) (refer foot note 1)	161.10	161.10
Trade receivables	0.26	0.26
	161.36	161.36

Footnote

1 net of provision for impairment	159.91	159.91
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(iii) Key Management Personnel

	As at March 31, 2019	As at March 31, 2018
Mr. Shantanu Prakash		
Unsecured Loan (including debt and equity portion of compounded financial instruments)	719.62	689.49
	719.62	689.49

(iv) Parties having significant Influence

	As at March 31, 2019	As at March 31, 2018
Trade receivables (refer foot note 1)	9.18	8.93
Advance received from Customers	0.97	0.97
Other current assets (refer foot note 2)	-	0.10
Trade and other payables	71.19	40.43
	81.34	50.43

Footnote

1 net of provision for expected credit loss	0.02	0.02
2 net of provision for impairment	0.10	-

(e) 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.

(iii) Till previous year, certain trusts were not considered as related parties based on the applicable provisions of Ind AS 24 by the Company. As the Company had a view that the directors of the Company do not exercise significant influence and/or control over these trusts and hence have not been disclosed as related party under IND AS 24.

During the current year, the Company has revisited the said view and concluded the above trusts as related party. Accordingly, transactions with these trusts has been disclosed for during the year and previous year.

29 Contingent Liabilities

29.1 The below mentioned details is based on the status provided by the Company 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.

29.2 The Company has contingent Liabilities at March 31, 2018 in respect of:

	As at March 31, 2019	As at March 31, 2018
(i) Guarantees excluding financial guarantees (refer note 29.3 & 29.4 below)		
a) Corporate guarantee given to bank for secured loan and debenture on behalf of subsidiaries		
(a-i) Educomp Infrastructure & School Management Limited	9,371.69	9,371.69
(a-ii) Edu Smart Services Private Limited	2,250.00	2,250.00
	11,621.69	11,621.69
(ii) The Company is subject to legal proceedings and claims, estimated contingent liability in relation to these Legal cases is as under:		
- Civil Cases	86.81	86.81
- Consumer/labour related cases	98.59	98.59
	185.40	185.40

Notes to the Ind AS financial statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

29.3 The loan outstanding to banks against the corporate guarantee as on March 31, 2019 was Rs. 7,716.49 million (March 31, 2018 Rs. 7,716.49 million).

29.4 The timing of future outflows in respect of the above will depend on crystallization and demand made by bank.

Note 30. Commitments

Capital commitments

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

	As at March 31, 2019	As at March 31, 2018
Uncalled Liability on partly paid shares (net of advances)	400.41	400.41
Total	400.41	400.41

Note 31. Share based payment

(a) Employee option plan

The Company has certain stock option schemes which provide equity shares to employees and directors (excluding promoter director) of the Company. All the cost including the cost relating to the options granted to employees of subsidiary companies are borne by the 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 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 Company had introduced "Educomp Employees Stock Option Scheme 2006" which provides for the issue of 3,125,000 equity shares to employees of the 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, 2019 the Company had Nil (March 31, 2018: 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 Company had introduced "Educomp Employees Stock Option Scheme 2007" which provides for the issue of 1,000,000 equity shares to employees of the 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, 2019 the Company had Nil (March 31, 2018: 200,000) number of shares outstanding for issue under the scheme.

Employee Stock Option Scheme 2008

Pursuant to shareholder's resolution dated November 25, 2008, the Company had introduced "Educomp Employees Stock Option Scheme 2008" which provides for the issue of 1,250,000 equity shares to employees of the 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, 2019 the Company had Nil (March 31, 2018: 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 Company had introduced "Educomp Employees Stock Option Scheme 2010" which provides for the issue of 1,000,000 equity shares to employees of the 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, 2019 the Company had Nil (March 31, 2018: 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 Company had introduced "Educomp Employees Stock Option Scheme 2011" which provides for the issue of 1,000,000 equity shares to employees of the 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, 2019 the Company had Nil (March 31, 2018: 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 Company had introduced "Educomp Employees Stock Option Scheme 2012" which provides for the issue of 3,500,000 equity shares to employees of the 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, 2019 the Company had Nil (March 31, 2018: 10,000) number of shares outstanding for issue under the scheme.

Employees Stock Option Scheme 2014

Pursuant to shareholder's resolution dated August 11, 2014, the Company had introduced "Educomp Employees Stock Option Scheme 2014" which provides for the issue of 5,000,000 equity shares to employees of the 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, 2019 the Company had Nil (March 31, 2018: 300,000) number of shares outstanding for issue under the scheme.

(All amount in Rs. million, unless otherwise stated)

(b) The information concerning stock options granted, exercised, forfeited and outstanding at the year end is as follows:

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of stock options	Weighted average price (Rs.)	No. of stock options	Weighted average price (Rs.)
Employee Stock Option Scheme 2006				
No. of shares under option				
Outstanding at the beginning of the year	-	-	739,000	13.55
Granted	-	-	-	-
Exercised	-	-	-	-
Forfeited/expired during the year	-	-	739,000	13.55
Outstanding at the end of year	-	-	-	-
Weighted average remaining contractual life (in years)	Nil		Nil	
Payment received against share allotted during the year	Nil		Nil	
Employee Stock Option Scheme 2007				
No. of shares under option				
Outstanding at the beginning of the year	200,000	24.75	551,500	32.82
Granted	-	-	-	-
Exercised	-	-	-	-
Forfeited/expired during the year	200,000	24.75	351,500	37.41
Outstanding at the end of year	-	-	200,000	24.75
Weighted average remaining contractual life (in years)	Nil		2.00yrs	
Payment received against share allotted during the year	Nil		Nil	
Employee Stock Option Scheme 2008				
No. of shares under option				
Outstanding at the beginning of the year	-	-	596,600	176.13
Granted	-	-	-	-
Exercised	-	-	-	-
Forfeited/expired during the year	-	-	596,600	176.13

EDUCOMP SOLUTIONS LIMITED

Notes to the Ind AS financial statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of stock options	Weighted average price (Rs.)	No. of stock options	Weighted average price (Rs.)
Outstanding at the end of year	-	-	-	-
Weighted average remaining contractual life (in years)	Nil		Nil	
Payment received against share allotted during the year	Nil		Nil	
Employee Stock Option Scheme 2010				
No. of shares under option				
Outstanding at the beginning of the year	-	-	223,750	70.5
Granted	-	-	-	-
Exercised	-	-	-	-
Forfeited/expired during the year	-	-	223,750	70.5
Outstanding at the end of year	-	-	-	-
Weighted average remaining contractual life (in years)	Nil		Nil	
Payment received against share allotted during the year	Nil		Nil	
Employee Stock Option Scheme 2011				
No. of shares under option				
Outstanding at the beginning of the year	-	-	335,000	23.18
Granted	-	-	-	-
Exercised	-	-	-	-
Forfeited/expired during the year	-	-	335,000	23.18
Outstanding at the end of year	-	-	-	-
Weighted average remaining contractual life (in years)	Nil		Nil	
Payment received against share allotted during the year	Nil		Nil	
Employee Stock Option Scheme 2012				
No. of shares under option				
Outstanding at the beginning of the year	10,000	19.10	1,861,625	37.89
Granted	-	-	-	-
Exercised	-	-	-	-
Forfeited/expired during the year	10,000	19.10	1,851,625	38.00
Outstanding at the end of year	-	-	10,000	19.10
Weighted average remaining contractual life (in years)	Nil		3.37 yrs	
Payment received against share allotted during the year	Nil		Nil	
Employee Stock Option Scheme 2014				
No. of shares under option				
Outstanding at the beginning of the year	300,000	23.50	3,973,450	15.06
Granted	-	-	-	-
Exercised	-	-	-	-
Forfeited/expired during the year	300,000	23.50	3,673,450	14.37
Outstanding at the end of year	-	-	300,000	23.50
Weighted average remaining contractual life (in years)	Nil		2.87 yrs	
Payment received against share allotted during the year	Nil		Nil	

Notes to the Ind AS financial statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

Share options outstanding at the end of the year have the following expiry date and exercise prices:

Grant Date	Expiry Date	Exercise Price (INR)	Share options As at March 31, 2019	Share options As at March 31, 2018
13-Aug-13	11-Aug-20	19.10	-	10,000
31-Mar-14	30-Mar-19	24.75	-	200,000
13-Feb-15	12-Feb-20	23.50	-	300,000
Total			-	510,000

Fair value of options granted

The fair value at grant date is determined using the Black Scholes Model which takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option. The Company has not granted any options during the year ended March 31, 2019 and March 31, 2018.

(c) Expense arising from share-based payment transactions

Total expenses arising from share-based payment transactions recognised in the statement of profit or loss as part of employee benefit expense were as follows:

	March 31, 2019	March 31, 2018
Employee share-based payment expense	-	0.60

Note 32 Loss per share (EPS)

	Year Ended March 31, 2019	Year Ended March 31, 2018
Net loss attributable to equity shareholders	(1,050.29)	(23,709.20)
Loss after tax (before other comprehensive income)		
Nominal value of equity share (Rs.)	2	2
No of shares as at end of the year	122,467,168	122,467,168
No. of weighted average equity shares	122,467,168	122,467,168
Loss per share Basic/ diluted	(8.58)	(193.60)

*The Company is having potential equity shares as mentioned in note 10.g. However, since these are anti-dilutive, the same are not considered for calculation of dilutive EPS. Consequently, the basic and diluted EPS of the Company remain the same.

Note 33. Leases

Operating lease (the Company as a lessee)

ai) Assets taken on lease

i). General description of lease terms:

- Assets are taken on lease over 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. 15.60 million (March 31, 2018 Rs. 17.05 million). The future minimum lease rent payable (minimum lease payments) under non-cancellable operating leases are as follows:

EDUCOMP SOLUTIONS LIMITED

Notes to the Ind AS financial statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

	As at March 31, 2019	As at March 31, 2018
Within one year	2.00	4.69
Later than one year but not later than five years	-	11.84
Later than five years	-	-
Total	2.00	16.53

aii) Assets given on lease

i) General description of lease terms:

- Assets are given on lease over a period of one to three years
- Lease rentals are charged on the basis of agreed terms.
- The lease are renewable after expiry of agreement period.
- There are no escalations as per the lease agreement.

ii) The Company has given office space on lease. The primary use of these office spaces are only for business purpose and there is no intention of the Company to earn rentals for long period of time. Other income includes income from operating lease of Rs. 7.74 million (March 31, 2018 Rs. 10.76 million). The future minimum sublease payment expected to be received are as follows:

Assets given on lease	As at March 31, 2019	As at March 31, 2018
Within one year	-	7.74
Later than one year but not later than five years	-	-
Later than five years	-	-
Total	-	7.74

bi) Assets given on lease

i) General description of lease terms:-

- Assets are given on lease over a period of two to five years.
- Lease rentals are charged on the basis of agreed terms on straight line basis over the lease term.
- The lease are not renewable after expiry of agreement period.
- There are no escalations as per the lease agreement.

ii) The Company has sub leased various assets under BOOT smart class contracts. These contracts meet the criteria laid down under the appendix C of Ind AS 17, Total minimum lease receivables at the end of the reporting period are as follows :

	As at March 31, 2019	As at March 31, 2018
Total Minimum lease payments receivables (net investment)	-	1.82
Total	-	1.82

iii) Gross investment in leased out assets showing total Minimum lease payments receivables for different periods is as follows:

	As at March 31, 2019		As at March 31, 2018	
	0 to 1 year	1 to 5 year	0 to 1 year	1 to 5 year
Total Minimum lease payments receivables (gross investment)	-	-	2.18	0.34
	As at March 31, 2019		As at March 31, 2018	
Gross investment	-		2.52	
Net investment	-		1.82	
Unearned finance income	-		0.70	

EDUCOMP SOLUTIONS LIMITED

Notes to the Ind AS financial statements for the year ended March 31, 2019 (All amount in Rs. million, unless otherwise stated)
Note 34 Amounts due to suppliers registered under Micro, Small and Medium Enterprise Development Act, 2006:

Particulars	As at March 31, 2019	As at March 31, 2018
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	10.7	9.89
Interest due on above	5.62	5.62
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.	5.62	5.62
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.	-	-

Note 35. 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.

Note 36. The Company could not hold the Annual General Meeting, and lay the financial statements for the year ended 31 March 2019 before the shareholders within the stipulated time due to delay in compiling information for preparation of the financial statements and completion of audit and accordingly could not ensure prescribed compliance under the provisions of sections 92, 96, 129(2) and 137 of the Companies Act. The company now proposes to immediately hold the Annual General Meeting and lay the audited financial statements before the shareholders and initiate appropriate steps to ensure due compliances as required under Act.

Note 37. The Company has filed a legal case against one former employee for recovery of certain damages amounting to Rs. 15 million arising from stealing of Company's intellectual property right. The 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 Company does not expect any adverse impact on the financial position as a consequence of these proceedings/case. The Company has recorded all expenses pertaining to legal & professional charges in respect of all such proceedings/case.

Note 38. 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 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

EDUCOMP SOLUTIONS LIMITED

(All amount in Rs. million, unless otherwise stated)

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:

	<u>Claimed Amount</u>	<u>Admitted Amount</u>	<u>Not Admitted</u>
Creditors (financial)	31,080.89	30,242.66	838.23
Creditors (operational)	219.84	164.13	55.70
Workmen and employees	77.40	30.93	46.47
	31,378.13	30,437.72	940.41

Note 39. 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.

Note 40. The Company has not carried out any internal audit during the year as required under sections 138 of the Act.

Note 41. The Company did not have a full time company secretary as on the date of approval of these Standalone Ind AS Financial Statements. Consequently, these standalone Ind AS Financial Statements could not be authenticated by a company secretary ensuring compliance with all applicable provisions of the Companies Act, 2013.

Note 42. The Company did not have a Chief Financial Officer (CFO) during the financial year 2018-19 as required under section 203 of the Act. Consequently, these standalone Ind AS Financial Statements could not be authenticated by a CFO.

Note 43. The Company has not been in compliance with various other provisions of the Companies Act 2013, SEBI LODR Regulations, 2015 and Foreign Exchange Management Act, 1999.

Note 44. The previous year figures have been regrouped, rearranged or reclassified wherever necessary to conform to current year's classification.

As per our report of even date.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.:103523W/W100048

Sd/-
Kunj B. Agrawal
Partner
Membership No.: 095829

Place : New Delhi
Date : February 11, 2022

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

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

Place : New Delhi
Date : February 11, 2022

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, 2019, 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 and based on the consideration of reports of other auditors on separate Ind AS financial statements and on the 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, 2019, their consolidated loss (including other comprehensive income), consolidated 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 40A.3(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 Edumatic Corporation Inc. USA, Savicca 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. 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 non-consolidation of financial statement of these 5 subsidiaries.
2. We draw attention to Note 40A.3 to the Consolidated Ind AS Financial Statements, which explains that as per Ind AS 110 "Consolidated Financial Statements", the Group was required to derecognise assets and liabilities of the subsidiaries on the date when the control was lost. As represented by the management, 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 Edumatic Corporation Inc. USA, Educomp IntelliProp 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, 2019 and on the consolidated financial position and the Equity as on that date.
3. The Financial Statements of 6 subsidiaries and 1 associate as considered in these Consolidated Ind AS Financial Statements (refer paragraph (a) of Other Matter below), have been audited by other auditors and whose reports have been furnished to us by the management of the Holding Company. In line with the requirement of SA 600 - "Using the Work of another Auditor", we issued detailed questionnaire to auditors of these subsidiaries and associate. We however, did not receive any response from the auditors of such subsidiaries and associate. In the absence of such response, we are unable to obtain 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 SA 560 - "Subsequent Events" for events occurred between the date of auditor reports' issued by those auditors and date of this Report. Hence, we are unable to comment whether this may lead to any possible adjustment or disclosure in these Consolidated Ind AS Financial Statements had these procedures been performed.

4. We draw attention to Note 3.5 to the Consolidated Ind AS Financial Statements, which states that the Financial Statements of EPEL for March 31, 2019 include an exceptional item (expense) of Rs. 674.55 million charged to the Statement of profit & loss with a corresponding reduction in the land in the Balance sheet. Neither the XBRL Financial Statements disclose the exact nature and purpose of the transaction nor could the management of the Holding Company provide any information or documentation in support of this transaction. In absence of sufficient and appropriate audit evidence, we are unable to comment upon the purposes and the appropriateness of such transaction and the resultant impact on the Consolidated Ind AS Financial Statements, if any.
5. We draw attention to Note 3.6 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, 2019 was Rs. 231.20 Million (gross value: Rs. 905.75 million; net of reduction of Rs. 674.55 million as referred in paragraph 4 above). 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, 2019.
6. The Financial statement of the Educomp Software Limited, a step-down Subsidiary, as considered in these Consolidated Ind AS Financial Statements (refer paragraph (b) of Other Matter below), have been unaudited and furnished by the management of the Holding Company. On review of the aforesaid financial statements and enquiries with the Management of the Holding Company, we noted that the Subsidiary has a bank borrowings of Rs. 153 million outstanding for last several years, in respect of which the management of the Holding Company did 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 the loss for the year ended March 31, 2019 and on the balance of borrowings and equity as at March 31, 2019.
7. As disclosed in Note 56 to the Consolidated Ind AS Financial Statements, the Educomp Software Limited, did not have any Director on the board during the year resulting in non-compliance with various provisions of the Companies Act 2013 and various other statutes. The financial or other impact of these non-compliances on these Consolidated Ind AS Financial Statements is presently not ascertainable.
8. The Holding Company did not perform an impairment assessment of its Knowledge Based Content (Other Intangible Assets) having a net block of Rs. 28.91 million (Gross block Rs. 831.85 million, net of accumulated amortization of Rs. 802.94 million) as at March 31, 2019. In absence of such assessment, we are unable to comment upon the appropriateness of the carrying amount of such asset as at March 31, 2019 and possible impact of the same on the carrying value of the asset, on the loss for the year ended on that date and on the equity as on that date.
9. As mentioned in note 3.8 to the Consolidated Ind AS Financial Statements, the Management of the Holding Company did not conduct physical verification of property, plant and equipment at certain locations having a net carrying value of Rs. 11.08 million as at March 31, 2019. 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, 2019 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.

10. As regards trade receivable of the Holding Company amounting to Rs. 2,261.41 million (net of accumulated loss allowance of Rs. 13,840.65 million) as on March 31, 2019, 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. Out of the above, trade receivables only to the extent of Rs. 294.25 million have subsequently been realized till September 30, 2021, being the date of subsequent realisation testing for the purpose of audit of standalone financial statements. In absence of sufficient appropriate audit evidences including balance confirmations, correspondences from parties, we are unable to comment on the recoverability of balance outstanding trade receivables of Rs. 1,967.16 million and the possible impact of the same on the loss for the year ended March 31, 2019 and on the equity as on that date.
11. As mentioned in Note 34.2 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 34.2 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, 2019 and the loss for the year ended on that date and on the equity as on that date.
12. 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. 11,928.44 million as at March 31, 2019. In absence of sufficient appropriate audit evidence, we are unable to determine any possible impact thereof on the loss for the year ended March 31, 2019 and on the balance of borrowings and equity as at March 31, 2019.
13. Balance in borrowings account in the books of accounts of the Holding Company amounting Rs. 1,003.99 million (other than those mentioned in paragraph 12 above) as at March 31, 2019 is subject to direct confirmations. Further, in case of borrowings amounting to Rs. 11,594.77 million where confirmations were received, there are differences amounting Rs. 104.83 million (short in books of accounts of the Holding Company) between the amounts reported in the confirmations received and the amounts recorded in the books of accounts of the Holding Company. In absence of reconciliations and other alternative audit evidences, we are unable to comment on any possible impact thereof on the loss for the year ended March 31, 2019 and on the balance of Borrowings and Equity as on that date.
14. 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. 2,813.66 million for the year ended and Rs. 4,981.49 million as at March 31, 2019. This has resulted in understatement of financial liabilities by Rs. 4,981.49 million as at March 31, 2019; understatement of loss for the year by Rs. 2,813.66 million and overstatement of equity by Rs. 4,981.49 million as on that date.
15. 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, 2019 and on the balance of borrowings and equity as on that date.
16. As disclosed in Note 47 to the Consolidated Ind AS Financial Statements, as per the Insolvency Code, 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. 30,437.72 million till 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, pending approval of the Resolution Plan by the

Hon'ble National Company Law Tribunal ("NCLT"), a reconciliation of the admitted claims vis-à-vis liabilities outstanding as at March 31, 2019 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, 2019.

In absence of the above, we are unable to comment on appropriateness of carrying value of such liabilities as at March 31, 2019 and any possible impact of the same on the loss for the year ended on that date and equity as at that date.

17. As disclosed in Note 38.1 to the Consolidated Ind AS Financial Statements, financial guarantees aggregating Rs. 11,621.69 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, 2019 and on the corresponding liability and equity as on that date.
18. 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, 2019 and on the resultant impact of the same on the loss for the year ended on that date and equity as on that date.
19. 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.
20. As disclosed in Note 51 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 have 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, 2019.
21. As disclosed in Note 52 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.
22. As disclosed in Note 53 to the Consolidated Ind AS Financial Statements, the Holding Company did not have a full time company secretary as on the date of approval of these consolidated Ind As Financial Statements. Consequently, these Consolidated Ind AS Financial Statements could not be authenticated by a company secretary ensuring compliance with all applicable provisions of the Act. Also, the impact of this non-compliance on the accompanying Consolidated Ind AS financial statements is presently not ascertainable.
23. As disclosed in Note 54 to the Consolidated Ind AS Financial Statements, these Consolidated Ind AS Financial Statements are not authenticated 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.
24. As disclosed in Note 55 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, RBI circulars and Foreign Exchange Management Act, 1999. The financial or other impact of these non-compliances on these

Consolidated Ind AS Financial Statements is presently not ascertainable.

25. Following mandatory disclosure are not given in these Consolidated Ind AS Financial Statements, as the complete information is not available with the RP:
- i. disclosure with regard to goodwill and its impairment testing as required under paragraphs 126 to 136 of Ind AS 36 "Impairment of Assets", as applicable;
 - ii. disclosure with regard to income tax as required under paragraphs 81 and 82, of Ind AS 12 "Income Taxes", as applicable;
 - iii. disclosure with regard to defined benefit plans as required under paragraph 135, of Ind AS 19 "Employee Benefits", as applicable;
 - iv. disclosure with regard to employee stock plans as required under paragraph 45, of Ind AS 102 "Share based payments", as applicable;
 - v. disclosure with regard to financial risk management as required under paragraph 33 to 35, of Ind AS 107 "Financial Instruments: Disclosures" as applicable; and
 - vi. disclosure with regard to financial liability – defaults and breaches as required under paragraphs 18 and 19 of Ind AS 107 "Financial Instruments - Disclosures", as applicable.

The Group has not been in compliance with the disclosures requirements of Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Act to the extent of above disclosures.

We had similarly issued an adverse opinion in our Independent Auditor's Report on the Consolidated Ind AS Financial Statements for the year ended March 31, 2018 in respect of all matters, except paragraph 1 to 8 above.

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 thereunder 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 CIRP 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 is having 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 Wheatstone Productions Private Limited (WPPL):

The auditors' of WPPL, one of the subsidiary, in their audit report dated September 5, 2019, have included a matter of emphasis drawing attention to the matter related to going concern, that in opinion of the management, despite incurring substantial losses during the current financial year and erosion of net worth as at March 31, 2019, the financial

statement have been prepared on a going concern basis in view of the matters more fully explained in the said note.

The opinion of the subsidiary auditor was not modified in respect of this matter.

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 code. 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 38.1 and Note 1(b) to the consolidated Ind AS Financial Statements, considering the moratorium period, status of contingent liabilities has been updated till the date of approval of insolvency application of the Holding company under the insolvency code i.e., till May 30, 2017.
- (c) Note 40A.3 of the Consolidated Financial Statements in relation to non-consolidation of financial statements of one of its direct subsidiary namely Educomp Infrastructure & School Management Limited ("EISML") and twenty-four of its step down subsidiaries (subsidiaries of EISML) based on the management's assessment of non-existence of the control over these entities by virtue of appointment of resolution professional consequent to initiation of corporate insolvency resolution process of EISML on April 25, 2018. We have relied upon the management's representation in this respect.

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

We draw attention to the following matter which is included by the statutory auditor of the concerned subsidiary in Emphasis of Matter paragraph in their Audit report:

In respect of Educomp School Management Limited ("ESML"):

- (d) The auditors' of ESML, one of the subsidiary, in their audit report dated September 6, 2019, have included a matter of emphasis drawing attention to the matter related to aged inventories (as included in Note 12.1 to the Consolidated Financial statements), that despite the Inventory amounting to Rs. 17.80 million being more than three years old, the ESML has not made any provision for obsolescence as these are curriculum books and ESML estimates its net realizable value to be more than its cost.

The opinion of the subsidiary auditor is not modified in respect of the above matter.

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, Mr. Mahender Khandelwal ("the RP") appointed by the 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"), are 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 thereunder. 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 authorised 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 scepticism 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 have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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) We did not audit the Ind AS financial statements of 6 subsidiaries, whose Ind AS financial statements reflects total

assets of Rs. 389.81 million and net assets of Rs. 258.44 million as at March 31, 2019, total revenues of Rs. 3.34 million and net cash outflow amounting to Rs. 0.49 million for the year ended on that date, as considered in the consolidated Ind AS financial statements. The consolidated Ind AS financial statements also include Group's share of net profit of Rs. 16.99 million for the year ended March 31, 2019, 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 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 these subsidiaries and associate, and our report in terms of section 143(3) of the Act, in so far as it relates to the aforesaid subsidiaries and associate, is based solely on the reports of the other auditors.

- (b) We did not audit the Ind AS financial statements of 1 subsidiary, whose Ind AS financial statements reflects total assets of Rs. 13.72 million and net assets of Rs. (141.31) million as at March 31, 2019, total revenues of Rs. Nil and net cash outflow amounting to Rs. 5.15 million for the year ended on that date, as considered in the consolidated Ind AS financial statements. The aforesaid Ind AS financial statement are unaudited and have been furnished to us by the management 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 the aforesaid subsidiary, and our report in terms of section 143(3) of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on such unaudited Ind AS financial statement. In our opinion and according to the information and explanations given to us by the management of the Holding Company, the aforesaid Ind AS financial statements are not material to the Group.

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 auditors 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 those books and the reports of the other auditors;
- c. 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 thereunder;
- 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, 2019. In the absence of written representation received, we are unable to comment whether the directors are disqualified as on March 31, 2019 from being appointed as a director in terms of sub-section (2) of section 164 of the Act.

Further, except for the matter described in paragraph '3' of the Basis for Adverse Opinion paragraph above, on the

basis of the reports of the statutory auditors of subsidiary companies and associate companies incorporated in India, none of the directors of the subsidiary companies and associate companies incorporated in India is disqualified as on March 31, 2019 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". Our report expresses a Disclaimer of Opinion on the Group's internal financial controls over financial reporting for the reasons stated therein;
- i. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended;

In our opinion and to the best of our information and according to the explanations given to us by the Holding Company and the reports of the statutory auditors of its subsidiary companies and associate company, no remuneration has been paid to their directors during the year by the Holding Company, subsidiary companies and associate company and accordingly the provisions of section 197 of the Act are not applicable;

- 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 38.1 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; and
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies, associate companies incorporated in India.

For **Haribhakti & Co. LLP**

Chartered Accountants

ICAI Firm Registration No.103523W/W100048

Sd/-

Kunj B. Agrawal

Partner

Membership No.: 095829

UDIN: 22095829ANHKNB2899

Place: New Delhi

Date: July 20, 2022

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, 2019]

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, 2019, 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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, 2019.

In respect of Subsidiary and Associate Companies

- i) In respect of 6 subsidiary companies and 1 associate company, as mentioned in paragraph (a) of 'Other Matters' below, which are companies incorporated in India, we considered the reporting of other auditors, which state that the respective subsidiaries and associate have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2019.

We however, did not receive any response to our detailed questionnaire issued to the respective auditors of the subsidiary and associate companies as mentioned in paragraph (a) of 'Other Matters' below, with respect to the adequacy and operating effectiveness of the internal financial controls over financial reporting. In absence of any response from the auditors of such subsidiaries and associate with respect to scope and timing of their work on the internal financial controls, and their findings, if any; we are unable to comment on the adequacy and operating effectiveness of the internal financial controls over financial reporting in respect of these 6 subsidiary companies and the 1 associate company as at March 31, 2019.

- ii) In respect of 1 subsidiary company, as mentioned in paragraph (b) of 'Other Matters' below, which is a company incorporated in India and whose financial statements have not been audited; 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 such subsidiary as at March 31, 2019.

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.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to:

- a) 6 subsidiaries companies and 1 associate, which are companies incorporated in India, have been audited by other auditors and whose reports have been furnished to us by the management/RP of the Holding Company; and
- b) 1 subsidiary company, which is a company incorporated in India and whose financial statements have not been audited and have been furnished to us by the Management.

For **Haribhakti & Co. LLP**

Chartered Accountants

ICAI Firm Registration No.103523W/ W100048

Sd/-

Kunj B. Agrawal

Partner

Membership No.: 095829

UDIN: 22095829ANHKNB2899

Place: New Delhi

Date: July 20, 2022

EDUCOMP SOLUTIONS LIMITED

Consolidated Balance sheet as at March 31, 2019

(All amount in Rs. million, unless otherwise stated)

Particulars	Notes	As at March 31, 2019	As at April 01, 2018
ASSETS			
Non-current assets			
Property, plant and equipment	3	327.22	11,500.79
Capital work-in-progress	4	-	427.86
Goodwill	5	2.22	6.14
Other Intangible assets	6	29.38	624.26
Investments accounted using equity method	7A	214.89	197.82
Financial assets			
i) Investments	7B	0.63	28.80
ii) Loans	8	7.05	388.67
iii) Other financial Assets	9	2.20	238.83
Deferred tax assets (net)	32	0.25	110.55
Non-current tax assets (net)	10	102.26	87.75
Other non-current assets	11	1.02	100.33
Total		687.12	13,711.80
Current assets			
Inventories	12	31.74	58.00
Financial assets			
i) Trade receivables	13	2,290.27	2,703.37
ii) Cash and Cash equivalents	14.1	144.71	314.84
iii) Bank balances other than (ii) above	14.2	33.10	27.90
iv) Loans	8	32.71	203.59
v) Other Financial Assets	9	8.52	29.59
Current tax assets (net)	10	12.81	51.65
Other current assets	15	55.70	71.48
Total		2,609.56	3,460.42
Total Assets		3,296.68	17,172.22
EQUITY AND LIABILITIES			
EQUITY			
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		(28,742.38)	(24,174.23)
Equity attributable to owners of the company		(27,973.00)	(23,404.85)
Non controlling interest	40B	31.85	830.55
Total Equity		(27,941.15)	(22,574.29)

Contd.....

EDUCOMP SOLUTIONS LIMITED

Consolidated Balance sheet as at March 31, 2019

(All amount in Rs. million, unless otherwise stated)

Particulars	Notes	As at March 31, 2019	As at April 01, 2018
LIABILITIES			
Non-current liabilities			
Financial liabilities			
i) Borrowings	18	245.20	220.90
Provisions	21	6.50	8.95
Total		251.70	229.85
Current liabilities			
Financial liabilities			
i) Borrowings	18	1,355.15	1,338.17
ii) Trade payables	19		
Due to micro and small enterprises		10.07	9.89
Due to others		1,318.44	1,277.09
iii) other financial liabilities	20	27,952.72	36,612.18
Provisions	21	2.51	4.66
Other current liabilities	22	347.24	274.68
Total		30,986.13	39,516.67
Total liabilities		31,237.83	39,746.52
Total Equity and liabilities		3,296.68	17,172.22

Summary of significant accounting policies 2

The accompanying notes form an integral part of these financial statements
As per our report of even date.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.:103523W/W100048

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

Sd/-
Kunj B. Agrawal
Partner
Membership No.: 095829

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

Place : New Delhi
Date : July 20, 2022

Place : New Delhi
Date : July 20, 2022

EDUCOMP SOLUTIONS LIMITED

Consolidated Statement of Profit and loss for the year ended March 31, 2019		(All amount in Rs. million, unless otherwise stated)	
Particulars	Notes	Year ended March 31, 2019	Year ended March 31, 2018
I. Revenue from operations	23	193.30	917.08
II. Other Income	24	35.71	150.19
III. Total Income (I + II)		229.01	1,067.27
IV. Expenses			
Purchase of stock-in-trade	25	1.38	35.93
Changes in inventories of work in progress and stock-in-trade	26	9.68	18.97
Employee benefit expense	27	149.62	392.16
Finance cost	28	48.85	1,372.23
Depreciation, amortisation and impairment expense	29 A	790.55	306.58
Impairment of goodwill and other non-current assets	29 B	28.80	9,795.99
Other expense	30	1,056.41	14,715.30
Total expenses (IV)		2,085.29	26,637.16
V. Loss before exceptional items, share of net loss of investment accounted for using equity method and tax (III - IV)			
		(1,856.28)	(25,569.89)
VI. Share of profit/(loss) of associates (net of tax)	42	16.99	(9.78)
VII. Loss before exceptional items and tax (V - VI)		(1,839.29)	(25,579.67)
VIII. Exceptional items	31	-	476.90
IX. Loss before tax (VIII - IX)			
		(1,839.29)	(26,056.57)
X. Tax expense	32		
a) Current tax		-	0.35
b) Deferred tax		-	19.46
XI. Loss for the year (X - XI)		(1,839.29)	(26,076.38)
XII. Other comprehensive income			
i. Items that will not be reclassified to profit or loss			
Re-measurement of the defined benefit plan		(0.76)	7.46
ii. Share of loss of associate (net of tax)	42	0.08	0.27
XIII. Total comprehensive loss for the year (XI + XII)		(1,839.97)	(26,068.65)

Contd.....

EDUCOMP SOLUTIONS LIMITED

Consolidated Statement of Profit and loss for the year ended March 31, 2019 (All amount in Rs. million, unless otherwise stated)

Particulars	Notes	Year ended March 31, 2019	Year ended March 31, 2018
Loss attributable to :			
Owners of the company		(1,831.66)	(25,436.96)
Non-controlling interest		(7.63)	(639.42)
Other comprehensive income attributable to :			
Owners of the company		(0.68)	7.61
Non-controlling interest		-	0.12
Total comprehensive loss attributable to :			
Owners of the company		(1,832.34)	(25,429.35)
Non-controlling interest		(7.63)	(639.30)
Earnings per equity share (Nominal value of Rs. 2 per share)	48		
a) Basic		(14.96)	(207.70)
b) Diluted		(14.96)	(207.70)

Summary of significant accounting policies 2

The accompanying notes form an integral part of these financial statements
As per our report of even date.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.:103523W/W100048

Sd/-
Kunj B. Agrawal
Partner
Membership No.: 095829

Place : New Delhi
Date : July 20, 2022

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

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

Place : New Delhi
Date : July 20, 2022

Consolidated Statement of Changes in equity for the year ended March 31, 2019

A.) Equity share capital	(in Rs. millions)
As at April 01, 2017	244.93
Changes in equity share capital	-
As at March 31, 2018	244.93
Changes in equity share capital	-
As at March 31, 2019	244.93

(All amount in Rs. million, unless otherwise stated)

B.) Other equity	Reserves & Surplus							Item of Other Comprehensive Income Foreign currency translation reserve	Total attributable to owners of the company	Non controlling interest (Refer note 40B(b))	Total equity
	Equity Component of Compounded financial instruments	Capital Reserve	Security premium reserve	Employee stock option outstanding account	General reserve	FCMITDA	Retained earnings (Also, refer Note 40(B)(b))				
Balance as at March 31, 2017	524.45	451.28	19,928.01	80.84	1,521.47	(512.23)	(19,854.00)	(168.93)	1,970.89	(10,102.33)	(8,131.44)
Loss for the year	-	-	-	-	-	-	(25,436.96)	-	(25,436.96)	(639.42)	(26,076.38)
Other comprehensive income for the year											
- Re-measurement of the defined benefit plan	-	-	-	-	-	-	7.61	-	7.61	(0.02)	7.59
- Exchange differences on translation of foreign operations	-	-	-	-	-	-	-	(5.66)	(5.66)	0.14	(5.52)
Total comprehensive loss during the year	-	-	-	-	-	-	(25,429.35)	(5.66)	(25,435.01)	(639.30)	(26,074.31)
Employee stock compensation provided	-	-	-	0.60	-	-	-	-	0.60	-	0.60
Employee stock option forfeited	-	-	-	(59.33)	-	-	-	-	(59.33)	-	(59.33)
Foreign currency monetary item translation difference created during the year	-	-	-	-	-	(16.99)	-	-	(16.99)	-	(16.99)
Foreign currency monetary item translation difference amortised during the year	-	-	-	-	-	136.65	-	-	136.65	-	136.65
Impact of loss of control in a subsidiary	-	-	-	-	-	-	(305.92)	-	(305.92)	11,572.18	11,266.26
Impact of sale of investment in a subsidiary	-	-	-	-	-	-	-	-	-	-	-
ESOP cost reversal on forfeiture	-	-	-	-	59.33	-	-	-	59.33	-	59.33
Total Additions/(Deletions) during the year.	-	-	-	(58.73)	59.33	119.66	(25,735.27)	(5.66)	(25,620.67)	10,932.88	(14,687.79)
Balance as at March 31, 2018	524.45	451.28	19,928.01	22.11	1,580.80	(392.57)	(45,589.27)	(174.59)	(23,649.78)	830.55	(22,819.23)

EDUCOMP SOLUTIONS LIMITED

Consolidated Statement of Changes in equity for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

Particulars	Equity Component of Compound financial instruments	Reserves & Surplus						Foreign currency translation reserve	Total attributable to owners of the company	Non controlling interest (Refer note 40B)	Total equity
		Capital Reserve	Security premium reserve	Employee stock option outstanding account	General reserve	FCMITDA	Retained earnings				
Balance as at April 01, 2018	524.45	451.28	19,928.01	22.11	1,580.80	(392.57)	(45,589.27)	(174.59)	(23,649.78)	830.55	(22,819.23)
Loss for the year	-	-	-	-	-	-	(1,831.66)	-	(1,831.66)	(7.63)	(1,839.29)
Other comprehensive income for the year											
- Re-measurement of the defined benefit plan	-	-	-	-	-	-	(0.68)	-	(0.68)	-	(0.68)
- Exchange differences on translation of foreign operations	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive loss during the year	-	-	-	-	-	-	(1,832.34)	-	(1,832.34)	(7.63)	(1,839.97)
On issue of shares (including shares issued under employee stock option schemes)	-	-	-	-	-	-	-	-	-	-	-
Employee stock compensation provided	-	-	-	-	-	-	-	-	-	-	-
Employee stock compensation reversed	-	-	-	(3.53)	-	-	-	-	(3.53)	-	(3.53)
Foreign currency monetary item translation difference created during the year	-	-	-	-	-	(338.43)	-	-	(338.43)	-	(338.43)
Foreign currency monetary item translation difference amortised during the year	-	-	-	-	-	300.20	-	-	300.20	-	300.20
Transfer to retained earnings on account of loss of control	-	(39.62)	(9,687.69)	(18.58)	(460.09)	-	10,031.39	174.59	-	-	-
Impact of loss of control	-	-	-	-	-	-	(2,697.58)	-	(2,697.58)	(791.07)	(3,488.65)
Employee stock compensation cost reversal on forfeiture	-	-	-	-	3.53	-	-	-	3.53	-	3.53
Total Additions/(Deletions) during the year.	-	(39.62)	(9,687.69)	(22.11)	(456.56)	(38.23)	5,501.46	174.59	(4,568.15)	(798.70)	(5,366.85)
Balance as at March 31, 2019	524.45	411.66	10,240.32	-	1,124.24	(430.80)	(40,087.80)	-	(28,217.93)	31.85	(28,186.08)

As per our report of even date.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.:103523W/W100048

Sd/-

Kunj B. Agrawal
Partner
Membership No.: 095829
Place : New Delhi
Dated : July 20, 2022

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

Sd/-

Mahender Kumar Khandelwal
Resolution Professional
Regn. No IBBI/IPA-001/IP-P00033/2016-17/10086
Place : New Delhi
Dated : July 20, 2022

EDUCOMP SOLUTIONS LIMITED

Consolidated Statement of Cash Flows for the year ended March 31, 2019		(All amount in Rs. million, unless otherwise stated)	
Particulars	Year ended March 31, 2019	Year ended March 31, 2018	
Cash flows from operating activities			
Net (Loss) before taxation as per Statement of Profit and Loss	(1,839.29)	(26,056.57)	
Adjusted for :			
Share of loss/(profit) of associates	(16.99)	9.78	
Exceptional items			
- profit on sale of investment	-	324.46	
- provision for capital advances	-	495.43	
- gain associated with loss of control of an investment	-	(342.99)	
Loss allowance on advances	140.09	1,050.09	
Loss allowance on trade receivable	120.75	12,513.76	
Provision for Inventory	8.29	50.77	
Liabilities/provisions no longer required written back	(14.78)	(32.60)	
Advance against fixed assets held for sale written back	-	(15.94)	
Bad debts and advances written off	1.39	367.71	
Depreciation, amortisation and impairment expense	790.55	306.58	
Impairment of goodwill and other non-current assets	28.80	9,795.99	
Fair value gain on investment	(0.63)	-	
Unrealised Foreign exchange loss (net)	427.66	131.55	
Interest income	(2.74)	(69.17)	
Finance cost	48.85	1,372.23	
ESOP amortisation cost	-	0.60	
Provisions for employee benefits	2.37	(12.46)	
Provision for Capital work in progress	20.00	-	
Other non cash expenses	-	(0.26)	
Operating loss before working capital changes	(285.68)	(111.04)	
Adjusted for :			
(Increase)/ (decrease) in trade receivables	266.34	(168.86)	
(Increase) in loans	(171.11)	(9,831.10)	
(Increase) in other financial assets	(205.23)	(168.86)	
(Increase) in other assets	(7.21)	(32.01)	
Increase in trade & other payables	27.28	9,689.50	
Increase/(decrease) in financial liabilities	(11.67)	859.40	
Increase/(decrease) in others liabilities	334.70	(261.12)	
Increase/(decrease) in provisions	(7.63)	41.47	
Increase/(decrease) in inventory	3.40	(1.60)	
Cash generated from/(used in) operations	(56.81)	15.78	
(Payment of Taxes)/ refunds, net	(14.67)	56.32	
Net cash generated from/(used in) operating activities (A)	(71.48)	72.10	
Cash flows from investing activities			
Purchase of property, plant & equipment (including capital work in progress)	(0.02)	(0.36)	
Movement in bank balances other than cash and cash equivalents (restricted bank deposits) (Net)	(0.40)	(12.75)	

EDUCOMP SOLUTIONS LIMITED

Consolidated Statement of Cash Flows for the year ended March 31, 2019 (All amount in Rs. million, unless otherwise stated)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Impact of loss of control	(104.70)	(511.39)
Interest received	1.65	12.25
Loans repaid (including interest)	-	57.09
Net cash generated from investing activities (B)	(103.47)	(455.16)
Cash flows from financing activities		
Repayment of long-term borrowings	-	(1.01)
Payment of dividend (including dividend tax)	(0.30)	(0.47)
Interest on borrowings	-	(220.51)
Net cash generated from / (used) in financing activities (C)	(0.30)	(221.99)
Effect of exchange rate changes (D)	-	(0.01)
Net (decrease) in cash and cash equivalents (A+B+C+D)	(175.25)	(605.05)
Opening cash and cash equivalents	(923.15)	(318.24)
Exchange difference on translation of foreign currency cash and cash equivalents	-	0.15
Closing cash and cash equivalents	(1,098.40)	(923.15)
Reconciliation of components of cash and cash equivalents		

Particulars	As at March 31, 2019	As at March 31, 2018
Balances with banks-on current accounts		
Balances with banks-on current accounts (Refer note 14.1)	143.77	312.21
Cash on hand (Refer note 14.1)	0.05	1.74
Stamp in hand (Refer note 14.1)	0.89	0.89
Bank overdrafts (Refer note 18.2)	(1,243.11)	(1,237.99)
	(1,098.40)	(923.15)

Notes:

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

The accompanying notes are an integral part of the Consolidated Financial Statements.

As per our report of even date.

For **Haribhakti & Co. LLP**
Chartered Accountants
ICAI Firm Registration No.:103523W/W100048

Sd/-
Kunj B. Agrawal
Partner
Membership No.: 095829

Place : New Delhi
Date : July 20, 2022

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

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

Place : New Delhi
Date : July 20, 2022

1. Background

(a) Educomp Solutions Limited (the Holding Company) and its subsidiaries and associates (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 on 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.

(b) In respect of the Holding Company:

On May 30, 2017, the Holding 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 Holding 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 Holding 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. 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 second appeal was further listed before the Hon'ble NCLT's, Principal Bench at New Delhi ("Bench") on January 25, 2021 and the Hon'ble Bench reserved the Second appeal for orders.

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 RP before the NCLT, Principal Bench at New Delhi. The Restoration Application has been registered as RA 39 of 2021 and the next date of hearing is scheduled on August 08, 2022.

The Ebix, on January 20, 2022, has also filed an interim application before the Hon'ble NCLT's Bench seeking certain information from the RP for which the Appeal is dismissed on May 06, 2022.

(c) 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 continues to be in effect till conclusion of the CIRP process.

As per section 14 of the IBC, under the moratorium period, the Holding 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.

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, 2019 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, 2019 have been prepared by the RP and his team. In view of the legal opinion received by the RP from a legal firm, the Financial Statements have been approved by the RP and presented to the auditors for their report thereon. The relevant extract of the opinion given by the legal firm is reproduced below:

"..... the RP in the present matter may sign the financial statements of the Corporate Debtor in terms of the provisions of the Code, Companies Act, 2013 and the Circular. However, we suggest that a disclaimer be inserted by the RP while signing the financial statements of the Corporate Debtor expressly stating that since the powers of the board of directors have been suspended and there is no CFO or Company Secretary appointed by the Corporate Debtor, therefore, the financial statements are being prepared and signed by the RP in terms of his duties as envisaged under Section 17 of the Code."

The erstwhile CMD Mr Shantanu Prakash has also sought an opinion from DSK Legal which is reproduced below:

*"As regards signing the financial statements, it is pertinent to note that the financial statements are signed **"on behalf of the Board of Directors"**. Since, during a CIRP, the Board of Directors stands suspended, therefore, there can be no signing on behalf of the board of directors. However, the RP being vested with the powers of the Board of Directors can himself sign the financial statements of the Corporate Debtor"*

In view of the above opinion, and the fact that the Company Secretary of the Holding Company is not in place and the Chief Financial Officer is not willing to sign these Consolidated Financial Statements, the RP has relied upon the assistance provided by the members of the erstwhile board of directors and the employees of the Holding Company, and certification, representation and statements made by the erstwhile management of the Holding Company in relation to preparation of these Consolidated financial statements.

Accordingly, these consolidated financial statements of the Group for the year ended March 31, 2019 have been approved by the RP of the Holding Company on July , 2022 on the basis of and relying on the aforesaid certifications, representations and statements of the erstwhile management of the Holding Company.

(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.

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 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 according 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 RP assesses the financial performance and position of the Group, and makes strategic decisions. The RP have been identified as being the chief operating decision maker.

Intersegment transfers:

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

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 income on a straight line and diminishing basis 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 PPE 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 Group 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 Group 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.I 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 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 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 recognised 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 a 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 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.

I) 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) Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind AS which the Group has not applied as they are effective from annual periods beginning on or after April 1, 2019:

Ind AS – 116

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases, and related interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of profit & loss. The Standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The Group is evaluating the requirements of Ind AS 116 and has not yet determined its impact on the financial statements.

Ind AS – 12 Appendix C, Uncertainty over Income Tax treatments:

On March 30, 2019, Ministry of Corporate Affairs has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatment which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to Appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, when determining tax profit (tax loss), tax bases, unused tax losses, unused tax credit and tax rates.

The standard permits two possible methods of transition- i) Full retrospective approach- Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Change in Accounting Estimates and Errors, without using hindsight and ii) retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application without adjusting comparatives.

The Group will adopt the standard from April 1, 2019 and has decided to adjust the cumulative effects in equity on the date of initial application i.e. April 1, 2019 without adjusting comparatives.

The effect of adoption of Ind AS 12 Appendix C would be insignificant in the financial statements.

Amendment to Ind AS 12- Income Taxes

On March 30, 2019, Ministry of Corporate Affairs issued amendments to the guidance in Ind AS 12, "Income

Taxes”, in connection with accounting for dividend distribution taxes.

The amendment clarifies that an entity shall recognize the income tax consequences of dividend in profit or loss, other comprehensive income or equity according to where the entity originally recognized those past transactions or events.

The Group does not expect any impact from this amendment.

Amendment to Ind AS 19- Plan amendment, curtailment or settlement

On March 30, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, “Employee benefits”, in connection with accounting for plan amendments, curtailments and settlements.

The amendment requires an entity:

- to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and
- to recognize in profit or loss as a part of past service cost, or a gain or loss on settlement, any reduction in surplus, even if that surplus was not previously recognized because of the impact of the asset ceiling.

The Group does not expect any impact from this amendment.

Amendment in Ind AS 23 – Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset are ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalization rate on general borrowings.

The Group does not expect any impact from this amendment.

z) 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 Group'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 consolidated 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).
- 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 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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Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

Note 3 Property plant and equipment Current year	Gross block				Accumulated depreciation				Impairment loss (Refer note 3.5)		Net block		
	Balance as at April 01, 2018	Additions	Disposals	Adjustments (Refer note 3.2)	Balance as at March 31, 2019	Balance as at April 01, 2018	Depreciation for the year	On disposals	Adjustments (Refer note 3.2)	Balance as at March 31, 2019	Upto March 31, 2018	Upto March 31, 2019	Balance as at March 31, 2019
Property plant and equipment													
Freehold land (refer note 3.5)	6,208.98	-	-	(5,294.29)	914.69	-	-	-	-	-	-	674.55	240.14
Leasehold land	101.86	-	-	(101.86)	-	3.75	-	-	(3.75)	-	-	-	-
Building	5,393.09	-	-	(5,303.29)	89.80	260.30	4.59	-	(246.51)	18.38	-	-	71.42
Leasehold improvements	2.96	-	-	-	2.96	2.31	0.29	-	-	2.60	-	-	0.36
Office equipment	45.13	0.02	-	(25.62)	19.53	29.17	1.82	-	(17.46)	13.53	-	-	6.00
Vehicles	2.95	-	-	(2.44)	0.51	1.29	-	-	(0.99)	0.30	-	-	0.21
Furniture and fixtures	86.76	-	-	(73.91)	12.85	54.79	0.93	-	(47.02)	8.70	-	-	4.15
Computers and equipment	35.89	-	-	(14.31)	21.58	25.22	3.33	-	(11.91)	16.64	-	-	4.94
Total	11,877.62	0.02	-	(10,815.72)	1,061.92	376.83	10.96	-	(327.64)	60.15	-	674.55	327.22

Previous year	Gross block				Accumulated depreciation				Impairment loss (Refer note 3.5)		Net block		
	Balance as at April 01, 2018	Additions	Disposals	Adjustments (Refer note 3.2)	Balance as at March 31, 2019	Balance as at April 01, 2018	Depreciation for the year	On disposals	Adjustments (Refer note 3.2)	Balance as at March 31, 2019	Upto March 31, 2018	Upto March 31, 2019	Balance as at March 31, 2019
Property plant and equipment													
Freehold land	5,962.64	-	-	246.34	6,208.98	-	-	-	-	-	-	-	6,208.98
Leasehold land	101.86	-	-	-	101.86	2.50	1.25	-	-	3.75	-	-	98.11
Building	5,393.09	-	-	-	5,393.09	157.75	100.52	-	2.03	260.30	-	-	5,132.79
Leasehold improvements	9.16	-	-	(6.20)	2.96	5.31	0.61	-	(3.61)	2.31	-	-	0.65
Office equipment	51.57	0.28	-	(6.72)	45.13	29.19	4.41	-	(4.43)	29.17	-	-	15.96
Vehicles	2.95	-	-	-	2.95	1.18	0.11	-	-	1.29	-	-	1.66
Furniture and fixtures	113.79	-	-	(27.03)	86.76	55.17	13.25	-	(13.63)	54.79	-	-	31.97
Computers and equipment	63.64	0.08	-	(27.83)	35.89	30.03	4.68	-	(9.49)	25.22	-	-	10.67
Total	11,698.70	0.36	-	178.56	11,877.62	281.13	124.83	-	(29.13)	376.83	-	-	11,500.79

Note:

- 3.1 As per Master Restructuring Agreement (MRA), the respective companies of the Group under CDR shall not sell any of its property, plant and equipment (PPE), save and except Identified Assets and shares as permitted in terms of approved CDR Package, without prior recommendation of Monitoring Committee and approval of CDR-EG. However, these companies may sell its non-core assets, wherever applicable with prior approval of the Asset Sale Monitoring Committee. Fixed Assets of the respective companies of the group are part of security for various loan availed.
- 3.2 During the year ended March 31, 2019, the Holding Company has lost its control over 6 subsidiaries namely Educomp Infrastructure & School Management Limited and its subsidiaries (EISML group), Edumatics Corporation Inc. USA, Savvica Inc., Canada, Educomp IntelProp Ventures Pte Limited, Educomp Global Holding FZE & Educomp Global WLL, for which loss of control accounting has been done in accordance with Ind AS 110 "Consolidated Financial Statements" and accordingly, Plant Property and Equipment of such subsidiaries have been de-recognized. Adjustment represents the said derecognition of assets.
- 3.3 During the year ended March 31, 2018, the Holding Company has lost its control over 3 subsidiaries namely Edu Smart Services Private Limited (ESSPL), Educomp Asia Pacific Pte Limited (EAPL) and The Learning Internet Inc (L.com), for which loss of control accounting has been done in accordance with Ind AS 110 "Consolidated Financial Statements" and accordingly Plant Property and Equipment of such subsidiaries have been de-recognized. Adjustment represents the said derecognition of assets.
- 3.4 Adjustments for the year ended March 31, 2018 also include foreign currency exchange translation adjustment on account of subsidiaries which have different functional currency.
- 3.5 This represents an exceptional item (expense) of Rs. 674.55 million charged to the Statement of profit & loss with a corresponding reduction in the freehold land in the Balance sheet as appear in the XBRL Financial Statements of EPEL

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for the year ended March 31, 2019. The Management of the Holding Company does not have any relevant information or document in respect of this transaction.

- 3.6 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, 2019 was Rs. 905.75 Million (carrying value : Rs. 231.20 million; also refer note 3.5). 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.
- 3.7 For details of assets given on lease refer note 43
- 3.8 The management of the holding company has physically verified the fixed assets of Holding Company lying only at Corporate Office location Gurgaon on October 23, 2020. The offices at other locations of the Holding Company have been shut down due to liquidity and business constraints and the assets lying at these locations, having a carrying value of Rs. 11.08 million (March 31, 2018 Rs. 17.36 million), have been shifted to the warehouse at Mahipalpur (New Delhi) and Chennai which could not be physically verified by the management.

(All amount in Rs. million, unless otherwise stated)

Note 4 Capital work in progress

	Financial Year 2018-19					Financial Year 2017-18				
	Balance as at April 01, 2018	Additions	Capitalised during the year	Adjustment (Refer note 4.2)	Balance as at March 31, 2019	Balance as at April 01, 2017	Additions	Capitalised during the year	Adjustment	Balance as at March 31, 2018
Capital work in progress	457.01	-	-	(407.86)	49.15	457.82	-	(0.81)	-	457.01
Provision for Capital work in progress	(29.15)	(20.00)	-	-	(49.15)	(29.15)	-	-	-	(29.15)
Net block	427.86	(20.00)	-	(407.86)	-	428.67	-	(0.81)	-	427.86

- 4.1 Capital work-in-progress (CWIP) represents expenditure incurred in respect of capital projects and are carried at cost.
- 4.2 During the year ended March 31, 2019, the Holding Company has lost its control over Educomp Infrastructure & School Management Limited and its subsidiaries (EISML group) for which loss of control accounting has been done in accordance with Ind AS 110 "Consolidated Financial Statements" and accordingly Capital work in progress of EISML group have been de-recognized by the Holding Company. Adjustment represents the said derecognition of assets.
- 4.3 The balance amount of CWIP as of March 31, 2019, pertains to the work performed on the basis of a contract with the Chhattisgarh government. The Holding Company has completed the work on certain schools but progress payment has not been received as per the Contract. The Holding 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 Holding 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 Holding Company vide order dated March 21, 2017.

In order to execute the award, the Holding 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 Holding company has fully provided the balance amount of CWIP. The Management of the Company has filed an appeal in chhattisgarh high court against the the verdict of the commercial court. The matter is not listed yet.

Note 5 Goodwill

	As at March31, 2019		As at March31, 2018	
	Goodwill on Consolidation	Goodwill on Purchase	Goodwill on Consolidation	Goodwill on Purchase
Opening Balance	6.14	-	10,212.84	30.46
Impairment Charge (refer note 29B.1 & 41(a))	-	-	(9,480.28)	-
On account of Loss of Control (refer note 5.1 below)	(3.92)	-	(726.42)	(30.46)
	2.22	-	6.14	-

Note 5.1 During the year ended March 31, 2019, the Holding Company has lost its control over Educomp Infrastructure & School Management Limited and subsidiaries (EISML group) for which loss of control accounting has been done in accordance with Ind AS 110 "Consolidated Financial Statements". Accordingly goodwill on consolidation amounting to Rs 3.92 million pertaining to EISML group has been de-recognized. Also refer note 40A.3 and Note 41(a).

During the year ended March 31, 2018, the Holding Company had lost its control over 3 subsidiaries namely Edu Smart Services Private Limited (ESSPL), Educomp Asia Pacific Pte Limited (EAPL) and The Learning Internet Inc (L.com) and 1 step down subsidiary namely Educomp Learning Hour Private Limited (ELHPL), for which loss of control accounting has been done in accordance with Ind AS 110 "Consolidated Financial Statements". Accordingly Goodwill on purchase amounting to Rs 30.46 millions pertaining to ESSPL and goodwill on consolidation of Rs 653.20 millions and Rs 73.22 millions pertaining to L.com and ELHPL respectively had been de-recognized. Also refer note 40A.3 and Note 41(a).

Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

Note 6 Other Intangible Assets

Current Year

	Gross block				Accumulated Amortization				Net block		
	Balance as at April 01, 2018	Additions	Disposals	Other adjustments (Refer note 6.3)	Balance as at March 31, 2019	Balance as at April 01, 2018	Amortization for the year	On Disposals	Other adjustments (Refer note 6.3)	Balance as at March 31, 2019	Balance as at March 31, 2019
Software	3.17	-	-	(0.08)	3.09	1.92	0.55	-	0.15	2.62	0.47
Knowledge-based content (refer note 6.1)	848.21	-	-	(16.36)	831.85	692.85	104.49	-	5.60	802.94	28.91
Trade mark license	611.62	-	-	(611.62)	-	143.97	-	-	(143.97)	-	-
Total	1,463.00	-	-	(628.06)	834.94	838.74	105.04	-	(138.22)	805.56	29.38

Previous Year

	Gross block				Accumulated Amortization				Net block		
	Balance as at April 01, 2017	Additions	Disposals	Other adjustments (Refer note 6.4)	Balance as at March 31, 2018	Balance as at April 01, 2017	Amortization for the year	On Disposals	Other adjustments (Refer note 6.4)	Balance as at March 31, 2018	Balance as at March 31, 2018
Software	3.68	-	-	(0.51)	3.17	1.47	0.96	-	(0.51)	1.92	1.25
Knowledge-based content (refer note 6.1)	1,162.36	-	-	(314.15)	848.21	665.03	133.24	-	(105.42)	692.85	155.36
Trade mark license	609.62	-	-	2.00	611.62	95.68	47.55	-	0.74	143.97	467.65
Total	1,775.66	-	-	(312.66)	1,463.00	762.18	181.75	-	(105.19)	838.74	624.26

Note 6.1 Knowledge Based Contant includes internelly generated asset

	Gross block				Accumulated depreciation				Net block		
	Opening Balance	Additions	Disposals	Other adjustments (Refer note 6.4)	Closing Balance	Opening Balance	Amortization During the year	On disposals	Other adjustments (Refer note 6.4)	Closing Balance	Closing Balance
For the year ended March 31, 2019	447.31	-	-	-	447.31	405.80	-	-	-	405.80	41.51
For the year ended March 31, 2018	669.85	-	-	(222.54)	447.31	480.38	51.43	-	(126.01)	405.80	41.51

- 6.2 As per MRA, the respective Companies of Group under Corporate Debt Restructuring (CDR), shall not sell any of its Intangible Assets, save and except Identified Assets and shares as permitted in terms of approved CDR Package, without prior recommendation of Monitoring Committee and approval of CDR-EG. However, these companies shall sell its non-core assets, wherever applicable with prior approval of the Asset Sale Monitoring Committee. Intangible Assets of the Respective Companies of Group are part of security for various loan availed.
- 6.3 During the year ended March 31, 2019, the Holding Company has lost its control over 6 subsidiary namely Educomp Infrastructure & School Management Limited and its subsidiaries (EISML group), Edumatics Corporation Inc. USA, Savvica Inc., Canada, Educomp IntelProp Ventures Pte Limited, Educomp Global Holding FZE & Educomp Global WLL, for which loss of control accounting has been done in accordance with Ind AS 110 "Consolidated Financial Statements" and accordingly Intangible assets of such subsidiaries have been de-recognized and adjustment represents the said derecognition of assets.
- 6.4 During the year ended March 31, 2018, the Holding Company had lost its control over 3 subsidiaries namely Edu Smart Services Private Limited (ESSPL), Educomp Asia Pacific Pte Limited (EAPL) and The Learning Internet Inc (L.com), for which loss of control accounting has been done in accordance with Ind AS 110 "Consolidated Financial Statements" and accordingly Intangible assets of such subsidiaries have been de-recognized. Adjustment represents the said derecognition of assets.
- 6.5 In earlier years, the management erroneously did not eliminate inter-group transactions in respect of internally generated knowledge based contents of Rs. 44.36 million which has been corrected during the year with retrospective effect. The impact of this restatement on various line items as disclosed in the previous year is given as under:

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Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

	Opening Gross Block as at April 01, 2017		Opening accumulated amortization block as at April 01, 2017		Opening net block as at April 01, 2017		Opening effect on retained earnings as at April 01, 2017
	Original	Restated	Original	Restated	Original	Restated	
Knowledge-based content	1,118.00	1,162.36	665.03	665.03	452.97	497.33	44.36
	1,118.00	1,162.36	665.03	665.03	452.97	497.33	44.36

Note 7A Investments accounted using equity method

Particulars

Unquoted

Associate companies (Refer note 42)

	Number of shares/units as at		Face value	Proportion of the ownership interest		Amount as at March 31, 2019	Amount as at March 31, 2018
	March 31, 2019	March 31, 2018		March 31, 2019	March 31, 2018		
Little Millenium Education Private Limited (refer note 7A.1)	16,110,239	16,110,239	Rs. 104	8.29%	48.29%	214.89	197.82
Greycells 18 Media Limited (refer note 7A.1 & 7A.2)	-	2,999,749	Rs. 10	-	25.78%	-	66.54
Less: Provision for impairment in value of Investment (refer Note 29B)						-	(66.54)

Net carrying value of Investment

Aggregate value of provision for impairment in value of investments (Refer Note 29B)

214.89
197.82
-
(66.54)

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

7A.2 During the year, associate company namely Greycells 18 Media Limited has issued fresh equity shares and consequently, the group's % holding in the associate company at year end has declined from 25.78% to 10.31%. Since Greycells 18 Media Limited has lost the status of associate as on March 31, 2019, the investment valued earlier using equity method has been recognised at fair value through profit and loss in accordance with Ind As 28 "Investments in Associates and Joint Ventures". Resultant, the same has been disclosed as an investment in others as on March 31, 2019 (Refer note 40A.4).

Note 7B Investments - Non-Current

Particulars	Number of shares/units as at		Face value	Amount as at March 31, 2019	Amount as at March 31, 2018
	March 31, 2019	March 31, 2018			
a) Investment in others in equity instruments					
Unquoted					
Educomp Asia pacific Pte Ltd., Singapore (Refer note 7B.1 & 7B.3)	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)
Educomp Infrastructure & School Management Limited (Refer note 7B.3 & 7B.4)	26,726,448	-	Rs. 10	10,427.45	-
Less : Provision for impairment of investment				(10,427.45)	-
8% Cumulative Redeemable Non-convertible Preference Shares in					
Edu Smart Services Private Limited (Equity component) (Refer note 7B.3)	-	-	-	394.18	394.18
Less : Provision for impairment of investment				(394.18)	(394.18)
Savvica Inc., Canada (Refer note 7B.3)	3,503,522	-	CAD 1	150.72	-
Less: Provision for impairment of investment				(150.72)	-
Eduomatics Corporation Inc, USA (Refer note 7B.1 & 7B.3)	1,366,092	-	USD 1	62.09	-
Less: Provision for impairment of investment				(62.09)	-

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(All amount in Rs. million, unless otherwise stated)

Particulars	Number of shares/units as at		Face value	Amount as at	Amount as at
	March 31, 2019	March 31, 2018		March 31, 2019	March 31, 2018
Educomp Intelliprop Ventures Pte Limited, Singapore (Refer note 7B.3 & 7B.5)	1,198,755	-	SGD 1	39.30	-
Less: Provision for impairment of investment				(39.30)	-
Educomp Global Holding W.L.L, Kingdom of Bahrain (Refer note 7B.1 & 7B.3)	2,475	-	BHD 100	29.61	-
Less: Provision for impairment of investment				(29.61)	-
Educomp Global FZE, United Arab Emirates (Refer note 7B.1 & 7B.3)	1	-	AED100,000	1.46	-
Less: Provision for impairment of investment				(1.46)	-
Vidyamandir Classes Limited	39,088	39,088	Rs. 10	277.97	277.97
Less: Provision for impairment in value of Investment (Refer Note 29B)				(277.97)	(249.17)
Greycells 18 Media Limited (refer note 7A.1 & 7B.2)	2,999,749	-	Rs. 10	0.63	-
(b) Investments in others in preference shares					
Unquoted					
8% Cumulative Redeemable Non-convertible Preference Shares, Edu Smart Services Private Limited (Financial Liability portion)	4,500,000	-	Rs. 100	121.72	121.72
Less: Provision for impairment of investment				(121.72)	(121.72)
0% Redeemable optionally fully convertible Preference shares, Educomp Infrastructure & School Management Limited (Refer note 7B.3)	-	-	-	79.86	-
Less: Provision for impairment of investment				(79.86)	-
0.10% Non Cumulative optionally convertible Preference shares Educomp Infrastructure & School Management Limited (Refer note 7B.3)	-	-	-	347.33	-
Less: Provision for impairment of investment				(347.33)	-
Net value of Investment (Unquoted)				0.63	28.80
Aggregate carrying amount of quoted investments and market value thereof				-	-
Aggregate value of provision for impairment in value of investments (Refer Note 29B)				(13,152.20)	(1,985.58)

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

7B.2 As per MRA, the Company shall not sell any of its investments save and except Identified Assets and Shares as permitted in terms of approved CDR Package, without prior recommendation of Monitoring Committee and approval of CDR-EG. However, the Company shall sale its non-core assets including investments, wherever applicable with prior approval of the Asset Sale Monitoring Committee.

7B.3 During the year ended March 31, 2019, the Holding Company has lost its control over 6 subsidiaries namely Educomp Infrastructure & School Management Limited (EISML) including its subsidiaries (EISML group), Edumatics Corporation Inc. USA, Savvica Inc., Canada, Educomp IntelProp Ventures Pte Limited, Educomp Global Holding FZE & Educomp Global WLL in accordance with Ind As 110 "Consolidated Financial Statements". Resultant, the same has been disclosed as an investment in others (Refer note 40A.3)

7B.4 51% shares are pledge to FCCB & ECB lenders and balance shares earmarked to CDR lenders of EISML. (Refer note 18.1(i)).

7B.5 These investments are pledged against loan taken by the subsidiary companies.

Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

Note 8 Loans

Particulars	As at March 31, 2019		As at March 31, 2018	
	Non current	Current	Non current	Current
Security deposits				
Unsecured, considered good	6.71	15.81	23.04	10.52
Security deposits which have significant increase in credit risk	-	343.53	-	342.78
Less: Loss allowance	-	(343.53)	-	(342.78)
Earnest money deposits				
Unsecured, considered good	0.34	-	-	0.88
Earnest money deposits which have significant increase in credit risk	-	10.47	-	9.93
Less: Loss allowance	-	(10.47)	-	(9.93)
Loans to employees				
Unsecured, considered good	-	16.90	-	16.46
Loans to employees which have significant increase in credit risk	-	3.46	-	3.33
Less: Loss allowance	-	(3.46)	-	(3.33)
Loans to others				
Unsecured, considered good	-	-	365.63	175.73
Loans to others which have significant increase in credit risk	-	137.59	307.87	-
Less: Loss allowance	-	(137.59)	(307.87)	-
Total	7.05	32.71	388.67	203.59

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

Note 9 Other financial assets

Particulars (Unsecured, considered good, unless stated otherwise)	As at March 31, 2019		As at March 31, 2018	
	Non current	Current	Non current	Current
Lease recoverables [refer note 43.2(c)(ii)]	-	-	0.04	1.78
Margin money (refer note 9.1 below)	1.59	-	6.59	-
Interest accrued but not due on loans				
Unsecured, considered good	0.51	1.03	230.46	0.97
Interest accrued but not due which have significant increase in credit risk	-	-	308.61	-
Less: Loss allowance	-	-	(308.61)	-
Unbilled revenue	-	7.49	-	-
Deposits with more than 12 months maturity	0.10	-	1.74	-
Receivable against investment sold	-	-	-	26.84
Receivable against corporate guarantee (refer note 9.2 below)				
Receivable which have significant increase in credit risk	-	258.19	-	258.19
Less: Loss allowance	-	(258.19)	-	(258.19)
Total	2.20	8.52	238.83	29.59

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 34.2.

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Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

Note 10 Tax assets

Particulars	As at March 31, 2019		As at March 31, 2018	
	Non current	Current	Non current	Current
Advance income tax (net of provision for tax)	102.26	12.81	87.75	51.65
	102.26	12.81	87.75	51.65

Note 11 Other non-current assets

(Unsecured, considered good, unless stated otherwise)

Particulars	As at March 31, 2019		As at March 31, 2018	
Considered good				
Capital advances				
Unsecured, considered good		-		8.77
Capital advances which have significant increase in credit risk		2,187.84		4,265.71
Less: Loss allowance		(2,187.84)		(4,265.71)
Prepaid expenses		1.02		91.56
Balance with government authorities				
Balance with government authorities which have significant increase in credit risk		19.88		19.88
Less: Loss allowance		(19.88)		(19.88)
		1.02		100.33

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

Particulars	As at March 31, 2019		As at March 31, 2018	
Work-in-progress (A)		11.23		11.23
Stock in trade (Refer note 12.1)				
- Technology equipment		122.14		125.54
- Educational products		-		14.57
		122.14		140.11
Less: Provision for obsolescence		(101.63)		(93.34)
		20.51		46.77
Total (A+B)		31.74		58.00

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.

Note 13 Trade receivables

Particulars	As at March 31, 2019		As at March 31, 2018	
Unsecured, Considered good				
- due from related parties (Refer note 13.1)		9.45		9.19
- due from others		2,280.82		2,694.18
		2,290.27		2,703.37
Trade Receivables which have significant increase in credit risk				
- due from related parties (Refer note 13.1)		0.02		0.02
- due from others		13,844.44		15,363.38
Less: Loss allowance (also, refer note 45)		(13,844.46)		(15,363.40)
		2,290.27		2,703.37

Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

13.1 Trade receivable from related parties comprise:

Particulars	As at March 31, 2019	As at March 31, 2018
Considered Good		
Receivable from associate		
Little Millenium Education Private Limited	0.26	0.26
Other related parties		
Learning Leadership Foundation	0.14	0.14
League India Education Foundation	9.05	8.79
	9.45	9.19
Trade Receivables which have significant increase in credit risk		
Other related parties		
Siya Ram Educational Trust	0.02	0.02
Total	0.02	0.02

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. 5,298.99 million (March 31, 2018 Rs. 5,332.38 million), in respect of which the holding Company has created a provision of Rs. 3,847.18 million (March 31, 2018 Rs. 3,919.40 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, 2019	As at March 31, 2018
Balances with banks		
- in current accounts	143.77	312.21
Stamp-in-hand	0.89	0.89
Cash on hand	0.05	1.74
	144.71	314.84

Note 14.2 Bank balances other than cash and cash equivalents

Particulars	As at March 31, 2019	As at March 31, 2018
Margin money deposit (refer note 14.2.1)	11.06	6.26
Deposit with original maturity of more than three months but less than twelve months	21.73	21.03
Unpaid dividend	0.31	0.61
	33.10	27.90

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

EDUCOMP SOLUTIONS LIMITED

Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

Note 15 Other current assets

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured considered good, unless stated otherwise		
(i) Advances other than capital advances		
Advance to suppliers		
- considered good	0.02	9.62
- which have significant increase in credit risk	61.21	58.17
Less: Loss allowance	(61.21)	(58.17)
Advance to others (Refer note 15.1 below)		
- considered good	-	0.10
- which have significant increase in credit risk	0.10	-
Less: Loss allowance	(0.10)	-
(ii) Others		
Receivable from employees	-	0.59
Security Deposits	-	0.82
Prepaid expenses	8.30	25.14
Balance with government authorities	47.38	35.21
Total	55.70	71.48
15.1 Includes advances to related parties as follows:		
India Education Fund	0.10	0.10
Total	0.10	0.10

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

Note 16 Equity share capital

Particulars	As at March 31, 2019	As at March 31, 2018
a) Authorized shares		
200,000,000 (March 31, 2018: 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, 2018: 122,467,168) equity shares of Rs. 2 each fully paid up	244.93	244.93
	244.93	244.93

c) Movement in equity share capital

Particulars	Year ended March 31, 2019		Year ended March 31, 2018	
	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

Particulars	As at March 31, 2019		As at March 31, 2018	
	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) 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.

g) 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	As at March 31, 2019	As at March 31, 2018
Equity component of compound financial instruments (Refer note 17.1)	524.45	524.45
Total	524.45	524.45

(B) Reserves & Surplus (Refer note 17.2)

Particulars	As at March 31, 2019	As at March 31, 2018
Security premium reserves	10,240.32	19,928.01
General reserves	1,124.24	1,580.80
Employee stock option outstanding account	-	22.11
Capital reserves	411.66	451.28
Retained earnings	(40,087.80)	(45,589.27)
Foreign currency monetary items translation difference account	(430.80)	(392.57)
Other comprehensive income - Foreign currency translation reserve	-	(174.59)
Total	(28,742.38)	(24,174.23)

Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

Notes

17.1 Movement of Other Equity

Equity component of compound financial instruments

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Opening Balance	524.45	524.45
Closing Balance	524.45	524.45

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	Year Ended March 31, 2019	Year Ended March 31, 2018
Opening Balance	19,928.01	19,928.01
Less: transfer to retained earnings due to loss of control in subsidiaries	(9,687.69)	-
Closing Balance	10,240.32	19,928.01

(ii) General reserve

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Opening Balance	1,580.80	1,521.47
Add: Employee stock compensation cost reversal on forfeiture	3.53	59.33
Less: transfer to retained earnings due to loss of control in subsidiaries	(460.09)	-
Closing Balance	1,124.24	1,580.80

(iii) Employee stock option outstanding account

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Opening Balance	22.11	80.84
Add: Employee stock compensation provided	-	0.60
Less: Employee stock compensation reversed	(3.53)	(59.33)
Less: transfer to retained earnings due to loss of control in subsidiaries	(18.58)	-
Closing Balance	-	22.11

(iv) Capital Reserve

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
On consolidation		
Opening Balance	39.62	39.62
Less: transfer to retained earnings due to loss of control in subsidiaries	(39.62)	-
Closing Balance	-	39.62
Others		
Opening Balance	411.66	411.66
Closing Balance	411.66	411.66
Total	411.66	451.28

Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

(v) Retained Earnings

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Opening balance	(45,589.27)	(19,898.36)
Restatements in opening balance on account of :		
- Intangible assets (refer note 6.5)	-	44.36
Restated opening balance	(45,589.27)	(19,854.00)
Add: Loss for the year	(1,832.34)	(25,429.35)
Add: transfer on account of loss of control from:		
- security premium	9,687.69	-
- general reserve	460.09	-
- capital reserve	39.62	-
- foreign currency translation reserve	(174.59)	-
- Employee stock option outstanding account	18.58	-
Less: Impact of loss of control in a subsidiary (refer note 40A.3 & 40B(b))	(2,697.58)	(305.92)
Closing Balance	(40,087.80)	(45,589.27)

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

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Opening balance	(392.57)	(512.23)
Add: Created during the year	(338.43)	(16.99)
Less: Amortisation during the year	300.20	136.65
Closing Balance	(430.80)	(392.57)

(vii) Other comprehensive income - Foreign currency translation reserve

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Opening Balance	(174.59)	(168.93)
Net movement in FCTR during the year	-	(5.66)
Add: transfer to retained earnings due to loss of control in subsidiaries	174.59	-
Closing Balance	-	(174.59)

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

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Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019 (All amount in Rs. million, unless otherwise stated)

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, 2019	As At March 31, 2018
(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)	922.48	866.15
Term loans		
from banks	17,142.55	25,165.44
from others		
- External commercial borrowings	4,849.69	4,553.57
(ii) Unsecured		
Loan from related parties (refer note 18.4 below)*	245.20	215.07
Loan from other parties	353.20	359.03
Less: Current maturities of long term borrowings (refer note 20)	(23,717.92)	(31,388.36)
	245.20	220.90

Notes:

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

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

18.2 Current borrowings

Particulars	As at March 31, 2019	As At March 31, 2018
(i) Term loan		
- from bank-secured	100.04	88.18
(ii) Borrowing repayable on demand		
-Working capital loans from Banks-secured	1,243.11	1,237.99
(iii) Other loans		
-Loans from other parties-unsecured	12.00	12.00
Total	1,355.15	1,338.17

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

Liability component of compounded financial instruments

Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019 (All amount in Rs. million, unless otherwise stated)

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, 2019 USD 10 million (March 31, 2018 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.

Particulars	As at March 31, 2019	As At March 31, 2018
Equity portion as at balance sheet date	50.03	50.03
Financial liability portion as on date (including 33.15% premium component)	922.48	866.15
	972.51	916.18

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.

Particulars	As at March 31, 2019	As At March 31, 2018
Equity component as on date	474.42	474.42
Financial liability component as on date	245.20	215.07
	719.62	689.49

During the financial year ended March 31, 2018, the Holding Company did not record the impact of unwinding of interest on interest free loan provided by the promoters' which has been corrected during current year with retrospective effect. The impact of this restatement on various line items as disclosed in previous year is given as under:

Year ended March 31, 2018	Restated Amount	Original amount
Financial liability component (Note 18.4)	215.07	188.65
Finance cost (note 28)	1,372.23	1,345.81
Loss for the year	(26,076.38)	(26,049.96)
Retained earnings	(45,600.71)	(45,574.29)
Earnings/(loss) per share (Basic and diluted) (Note 48)	(207.70)	(207.49)

Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019

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

(All amount in Rs. million, unless otherwise stated)

Particulars	Amount Outstanding as at		Terms of repayment		Security	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Bonds, Debentures & External Commercial Borrowings						
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.		Pari-passu charge with the CDR lenders, without any preference or priority to one over the other or others. (The Company has created partial security on the assets of the Company and is taking necessary steps to create security in respect of these debentures.)	
Foreign Currency Convertible Bonds (FCCB)- Debt component of compounded financial instrument	Refer note 18.3 above				Second charge on following assets · 51% of the fully paid up equity shares of EISML held by the Company.	
External Commercial Borrowings (ECB)	4,849.69	4,553.57	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.	
Term Loans & Working Capital Loan from Banks - CDR (Secured)						
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.		-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 (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				
Term loan (d)	204.07	204.07				
Term loan (e)	62.72	62.72	installments Amount per Inst.			
Working capital term loan	2,837.33	2,837.33	1-2 93.29			
Funded interest term loan - FITL	910.34	910.34	3-14 139.94 15-30 174.92			
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				
Term loan (h)	397.65	397.65				
Term loan (i)	1,960.00	1,960.00	installments Amount per Inst.			
Term loan (j)	1,171.16	1,171.16	1-2 357.85			
Term loan (k)	947.83	947.83	3-14 536.77 15-30 298.21			
Working capital facility (a) (Refer note x)	1,191.47	1,191.47	Payable on demand			

Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019

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

(All amount in Rs. million, unless otherwise stated)

Particulars	Amount Outstanding as at		Terms of repayment		Security	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2018	
Term loan (Loan taken by EISML) (I) (Refer note xi)	-	6,874.89	Not applicable	- Carries interest linked to respective banks BPLR. Spread ranging from 0.25% to 6.20%. Repayable in unequal pre - scheduled 52 quarterly installments starting June 2016 till March 2029	Not applicable	<ul style="list-style-type: none"> - A first pari passu charge on all the fixed assets, brands and intangible assets and other non-current assets, present and future - A first pasri passu charge over all bank accounts of the Company, subsidiaries and trusts, and all the receivables, book debts, and in all funds from time to time deposited therein and in all permitted investments or other securities representing all amounts credited to bank accounts of the Company, subsidiaries and trust. - A first charge on all intangible assets of the Company, assignment of agreements, rights, titles, clearances, insurance contract/insurance proceeds, uncalled capital and interest of the Company by way of first charge of the project documents, guarantees, other performance warranties, indemnities and securities - all rights, titles, interest, benefits, claim and demand of the Company in any letter of credit, guarantee, performance, or bond provided by any party to the project document ¹ First pari passu charge on all the fixed assets, brands and intangible assets, current assets and other non-current assets, present and future of the EISML subsidiaries(excluding all assets of Knowledge Vistas Limited) and Third Party as may be agreed/ acceptable to the Trustee. - Unconditional and irrevocable Corporate Guarantee of Educomp Solutions Limited (Holding Company) - Corporate Guarantee of 21 land owing subsidiaries - Pledge of 45.5% fully paid-up unencumbereds share (14,584,541 shares) held by Educomp Solutions Limited (Holding company), Educomp School Management Limited, Shanatanu Prakash (director of the company and Mrs. Anjilee Prakash - Encumbered shares held by Educomp Solutions Limited(Holding Company) after released from IFC and Proparco -Pledge of shares of land owing subsidiaries held by company - Unconditional and irrevocable Personal Guarantee by Mr. Shantanu Prakash and Mr. Jagdish Prakash.

Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019

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

(All amount in Rs. million, unless otherwise stated)

Particulars	Amount Outstanding as at		Terms of repayment		Security	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Corporate loan (Loan taken by EISML) (m) (Refer note xi)	-	1,008.00	Not applicable	- Carries interest linked to respective banks BPLR. Spread ranging from 0.25% to 6.20%. Repayable in unequal pre-scheduled 52 quarterly installments starting June 2016 till March 2029	Not applicable	- Second charge on all the fixed assets except Mumbai office, brands and intangible assets and other non-current assets, present and future - Second charge over all current assets (present and future) of the Company. - Second pari passu charge on all the fixed assets(movable and immovable), brands and intangible assets, present and future of the subsidiaries(excluding all assets of Knowledge Vistas Limited) and Third Party as may be agreed/ acceptable to the Trustee. - Unconditional and irrevocable Corporate Guarantee of Educomp Solutions Limited (Holding Company) - Unconditional and irrevocable Personal Guarantee by Mr. Shantanu Prakash and Mr. Jagdish Prakash.
Term Loans & Working Capital Loan from Banks other than CDR (Secured)						
Term loan (n)	300.00	300.00	Balance repayable up to 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 (o)	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 pari-passu charge over the fixed assets of the Company. -Personal guarantee of the 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 x)	51.64	46.52	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	

Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019

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

(All amount in Rs. million, unless otherwise stated)

Particulars	Amount Outstanding as at		Terms of repayment		Security	
	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018	March 31, 2019	March 31, 2018
Term Loan - From Bank (Loan Taken by Knowledge Vistas Ltd. (KVL), a subsidiary of EISML) (s)	-	140.00	Not applicable	Payable with in 60 days of Notice dated August 04, 2016 under section 13 (2) of the SRFAESI Act, 2002.	Not applicable	-Primary- exclusive first charge on movable and immovable property of the company. -The Company has to maintain a debt service reserve account as a fixed deposit with the bank amounting to trailing one quarter's interest. The DSCR will be built-up over a period of 90 days from start of operations and not later than 30th September 2016. -Fresh valuation of mortgaged property needs to be carried out at least once in every 2 year by Banks approved valuer. Cost need to be borne by the company -Irrevocable and unconditional corporate guarantees of Lavasa Corporation Limited inproportion to their share holding.
Loan From Bank (Loan Taken by Educomp Software Ltd.) (t) (Refer note x)	100.04	88.18	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. - DSR in the form of subsequent quarter's Principal + Interest obligation to keep upfront. - Personal guarantee of Shantanu Prakash.	
Loan from others-unsecured						
From others - unsecured (a) (refer note iii)	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 iii & x)	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 above	Refer note 18.4 above	Interest free loan repayable after final settlement date as per CDR MRA.		Not applicable	
From others - unsecured (d) (Savicca Inc.)	-	5.83	Repayable on demand		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, 2018 10% to 13% p.a.)
- (ii) Term loan (n) & (o), are at varying rate of interest ranging from 9% to 11% p.a. (March 31, 2018 9% to 11% p.a.).
- (iii) Loans from other unsecured (a) and (b) are at varying rate of interest ranging from 12.50% to 18.00% p.a. (March 31, 2018 12.5% to 18.00% p.a.)
- (iv) FCCB are zero coupon bonds and do not carry interest.
- (v) ECB are at interest rate of 4.5% p.a. + LIBOR (March 31, 2018 4.5% p.a. + LIBOR)
- (vi) Non Convertible Debentures are at interest rate ranging from 13.25% to 13.50% p.a. (March 31, 2018 13.25% to 13.50% p.a.)
- (vii) Aggregate of loan amount guaranteed by promoter Mr. Shantanu Prakash and Mr. Jagdish Prakash Rs. 18,485.69 million (March 31, 2018 Rs. 26,351.60 million)
- (viii) Term loan (s) is at varying rate of interest 11.00% to 15.75 p.a.. (March 31, 2018 11.00% to 15.75 p.a.)
- (ix) Working capital facility (a) to (b), term loan (t) and loan from others unsecured (b) constitute short term borrowings.
- (x) Term loans (l), (m) and (s), reflecting in previous year ended March 31, 2018 pertains to Educomp Infrastructure and School Management Ltd (EISML) and one of its subsidiary Educomp Knowledge Vista Limited respectively. As the Holding company has lost control over such subsidiaries during the year, such subsidiaries have not been considered for consolidation in preparing these consolidated financial statements. Therefore, the same has not been carried forward during the current year. Also refer note 40(A).3.

(xi) Corporate debt restructuring scheme- ESL

The Holding 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 Holding Company has received a contribution from its promoter amounting to Rs. 614.65 million as at March 31, 2019 (As at March 31, 2018 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 Holding 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 rates as per the CDR scheme on the balances as appearing in the books of account pending confirmations from various lenders. Accordingly, the interest payable to these banks has been recalculated in accordance with the CDR scheme. Considering the MRA have been signed by all the lender banks, the Holding Company had accounted for CDR scheme (reclassifications and interest calculations) in the books during the year ended March 31, 2016 and March 31, 2015 as follows:

- (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.

Pursuant to approved CDR scheme and in terms of Master Restructuring Agreement, the Holding Company had acquired trade receivable of Edu Smart Services Private Limited (ESSPL). To acquire these receivables the Holding Company had been granted loan by the CDR lenders. These receivables accrue to Edu Smart Services Private Limited under Tripartite agreement between, the Company, ESSPL and Schools/trust wherein in substance, the Company was key service provider. Towards settlement of rest of the consideration, the Holding Company has adjusted its receivable from ESSPL. The Holding Company took over these receivables to improve the recoverability and to provide

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uninterrupted services to these schools in future. Pursuant to implementation of approved Corporate Debt Restructuring Scheme (CDR scheme), certain lenders have disbursed fresh corporate loans to the Holding 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 Holding Company for trade receivables and redemption of redeemable non convertible preference shares. However, the approved CDR Scheme has mandated merger of ESSPL with the Holding Company and accordingly, the Holding Company has initiated the process and has taken the approval of Board of Directors in the board meeting held on January 13, 2015. Pursuant to MRA, the Holding 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 at their option the whole of the outstanding amount or part of the defaulted amount into fully paid-up equity shares of the Holding Company, but the lenders have not exercised the rights as at balance sheet date. Corporate debt restructuring scheme- EISML

The Company had executed the Master Restructuring Agreement (MRA) / other definitive documents on December 28, 2013 with the lending 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"). During the year 2016-17, the Company has entered into "Flexi Scheme 5-25" with its lenders and repayment of the loan is restructured.

FY 2018-19				
Particulars	Delay upto 3 month	Delay of 3 to 6 month	Delay of 6 to 12 month	Delay more than 12 month
Repayment of principal	-	-	-	-
Interest	-	-	-	-
	-	-	-	-
FY 2017-18				
Particulars	Delay upto 3 month	Delay of 3 to 6 month	Delay of 6 to 12 month	Delay more than 12 month
Repayment of principal	-	-	19,500.34	-
Interest	-	-	511.59	-
	-	-	20,011.93	-

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

FY 2018-19				
Particulars	Delay upto 3 month	Delay of 3 to 6 month	Delay of 6 to 12 month	Delay more than 12 month
Repayment of principal	-	-	-	24,921.39
Interest	-	-	-	3,593.37
	-	-	-	28,514.76
FY 2017-18				
Particulars	Delay upto 3 month	Delay of 3 to 6 month	Delay of 6 to 12 month	Delay more than 12 month
Repayment of principal	-	-	19,500.34	5,068.61
Interest	-	-	511.59	3,021.46
	-	-	20,011.93	8,090.07

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

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Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019 (All amount in Rs. million, unless otherwise stated)

Footnote (xi) Aggregate amount of Loan guaranteed by Mr. Shantanu Prakash and Mr. Jagdish Prakash

Particulars	As at March 31, 2019	As at March 31, 2018
ESL		
Term loan (a)	102.40	102.40
Term loan (b)	216.39	216.39
Term loan (c)	309.85	309.85
Term loan (d)	204.07	204.07
Term loan (e)	62.72	62.72
Working capital term loan	2,837.33	2,837.33
Funded interest term loan - FITL	910.34	910.34
Term loan (f)	2,813.00	2,813.00
Term loan (g)	4,550.00	4,550.00
Term loan (h)	397.65	397.65
Term loan (i)	1,960.00	1,960.00
Term loan (j)	1,171.16	1,171.16
Term loan (k)	947.83	947.83
Working capital facility (a)	1,191.47	1,191.47
Term loan (n)	300.00	300.00
Term loan (o)	359.80	359.80
EISML		
Term loan from CDR lenders {Loan taken by Educomp Infrastructure and School Management Limited (EISML)} (l)		6,874.89
Corporate loan (Loan taken by EISML) (m)		1,008.00
EOSSL		
Working capital facilities from bank (Taken by Educomp Software Ltd.) (b)	52.85	46.52
Term Loan - From Bank [Loan Taken by Educomp Learning Hour Pvt. Ltd.(ELHPL)] (q)	-	-
Term Loan - From Bank [Loan Taken by Educomp Learning Hour Pvt. Ltd.(ELHPL)] (r)	-	-
Loan From Bank (Loan Taken by Educomp Software Ltd.) (t)	100.04	88.18
Total	18,486.90	26,351.60

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Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019 (All amount in Rs. million, unless otherwise stated)

Note 19 Trade Payables

Particulars	As at	
	March 31, 2019	March 31, 2018
Trade Payables		
- due to micro and small enterprises	10.07	9.89
- due to Others	1,318.44	1,277.09
Total	1,328.51	1,286.98

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	
	March 31, 2019	March 31, 2018
Current maturities of long term debts - ECB*	4,849.69	4,553.57
Current maturities of long term debts - FCCB *	922.48	866.15
Current maturities of long term debts - Term Loans*	17,142.55	25,165.44
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
Payables against corporate guarantee (refer note 9.2)	258.19	258.19
Interest accrued and due (refer note 20.1 & 20.2 below)	3,602.30	4,516.96
Interest accrued but not due	-	1.38
Interest accrued and due to micro and small enterprises	5.62	5.62
Employee related payables	336.89	352.18
Security deposits	22.30	27.30
Unpaid dividend	0.31	0.61
Capital creditors	-	16.16
Retention money	1.00	1.00
Expenses payable	8.19	44.42
Total	27,952.72	36,612.18

*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. 2,813.66 Million for the year (for the year ended March 31, 2018 Rs. 2,167.83 Million). The cumulative amount of interest not accrued as at March 31, 2019 is estimated to be Rs. 4,981.49 million (March 31, 2018: Rs. 2,167.83 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 21 Provisions

Particulars	As at March 31, 2019		As at March 31, 2018	
	Non Current	Current	Non Current	Current
Provisions for employee benefits				
Provisions for gratuity (refer note 21.1 below)	5.69	2.19	7.80	4.09
Provisions for leave encashment (refer note 21.1 below)	0.81	0.32	1.15	0.57
Total	6.50	2.51	8.95	4.66

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	Gratuity-Unfunded	
	March 31, 2019	March 31, 2018
Current service cost	1.46	2.11
Net interest cost	0.91	2.49
Total expenses recognised in the Statement of Profit and Loss	2.37	4.60
Remeasurement actuarial (gain) / loss from changes in financial assumptions	0.02	(7.93)
Remeasurement actuarial (gain) / loss from changes in demographic assumptions	0.01	(1.59)
Remeasurement actuarial (gain) / loss arising from Experience Adjustment	0.73	2.06
Total amount recognised in the Other comprehensive income	0.76	(7.46)

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

Particulars	Gratuity-Unfunded	
	Year Ended March 31, 2019	Year Ended March 31, 2018
Present value of obligation as at the beginning of the year	11.89	45.70
Impact of transfer of holding	(0.09)	(8.42)
Interest cost	0.91	2.49
Current service cost	1.46	2.11
Benefit paid	(7.05)	(21.61)
Actuarial (gain)/loss	0.76	(8.38)
Present value of obligation as at the end of the year	7.88	11.89
Current	2.19	4.09
Non current	5.69	7.80

c) Principal actuarial assumptions at the Balance Sheet date:

Particulars	March 31, 2019	March 31, 2018
Discount rate*	7.65%	7.71%-7.73%
Expected rate of increase in salary**	FY 2018-19 to 2020-21 0% & There after 5%	0%-8.00%
Demographic assumptions		
i) Retirement age (Years)	58	58
ii) Mortality table	IALM (2006-08)	IALM (2006-08)
iii) Ages		
	Withdrawal Rate (%)	
Up to 30 Years	25	5-22
From 31 to 44 years	40	2-51
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.

Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

Note 22 Other Current liabilities

Particulars	As at March 31, 2019	As at March 31, 2018
Advances from customers (refer note 22.1 and 22.2)	335.45	252.04
Advance against sale of fixed assets held for sale	-	15.00
Statutory dues	11.79	7.64
Total	347.24	274.68

22.1 The Holding Company had received advances from customers, which are outstanding for more than specified period of one year as on March 31, 2019. As per the opinion taken by the Company from expert, such deposits are outside the purview of Section 2(31) and Section 73-74 of the Companies Act, 2013 read with Rule 2(1)(c) of the Companies (Acceptance of Deposits) Rules, 2014.

22.2 Includes advances from related parties*

Particulars	As at March 31, 2019	As at March 31, 2018
Shri Hare Educational Trust	0.37	0.37
Vigyan Education Trust	0.60	0.60
	0.97	0.97

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

Note 23 Revenue from operations

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Sale of educational products and technology equipment	0.48	33.79
Education and other services	192.82	675.49
Lease rent (refer note 43.2)	-	207.80
Total	193.30	917.08

Note 24 Other income

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Interest income on		
- Fixed deposits	2.07	1.60
- Financial instruments measured at amortised cost	0.67	1.33
- Loans given	-	55.27
- Other Interest	-	10.97
Liabilities/Provisions no longer required written back	14.78	32.60
Advance against fixed assets held for sale written back	-	15.94
Income from sub-lease rental (Note 43.2)	7.74	10.76
Service tax refund received	-	13.47
Fair value gain on investment accounted using equity method	0.63	-
Other non operative Income	9.82	8.25
Total	35.71	150.19

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Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

Note 25 Purchase of stock-in-trade

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Technology equipment & accessories	1.38	29.26
Educational products	-	6.67
Total	1.38	35.93

Note 26 Change in inventories of work in progress and stock-in-trade

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Opening balances		
Work in progress	11.23	11.23
Stock-in-trade		
- Technology equipment	32.20	81.37
Less: transfer to FA/Repair	-	(30.20)
- Educational products	14.57	14.57
	58.00	76.97
Closing balances		
Work in progress	11.23	11.23
Stock-in-trade		
- Technology equipment	20.51	32.20
- Educational products	-	14.57
	31.74	58.00
Adjustment pursuant to loss of control in subsidiary	14.57	-
Provision for obsolescence inventory	2.01	-
	48.32	58.00
Change in inventory	9.68	18.97

Note 27 Employee benefit expenses

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Salaries wages and bonus	137.13	362.36
Contribution to provident and other funds*	8.72	21.86
Gratuity expenses (refer note 21.1)	2.37	4.60
Employee Stock Option Plan amortisation cost (refer note 39)	-	0.60
Staff welfare expenses	1.40	2.74
Total	149.62	392.16

* Contribution to provident and other funds comprise:

Defined contribution plan

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Employer's contribution to provident fund (including admin charges)	5.82	14.34
Employer's contribution to employee state insurance	2.70	6.96
Employer's contribution to employee deposit linked insurance fund	0.20	0.50
Employer's contribution to labour welfare fund	-	0.06
Total	8.72	21.86

Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

Note 28 Finance cost

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Interest expense (also, refer note 20.1)	47.10	1,346.22
Interest expense on financial instruments measured at amortised cost	0.61	18.76
Interest on delay in payment of income tax	0.05	0.05
Other borrowing charges	1.09	7.20
Total	48.85	1,372.23

Note 29A Depreciation, amortisation and impairment expense

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Depreciation on property, plant and equipment (Refer note 3)	10.96	124.83
Amortization on intangible assets (Refer note 6)	105.04	181.75
Impairment of property, plant and equipment (refer note 3.5)	674.55	-
Total	790.55	306.58

Note 29B Impairment of goodwill and other non-current assets

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Impairment on goodwill [refer note 29B.1]	-	9,480.28
Impairment of investments accounted for using equity method [refer note 29B.2]	-	66.54
Impairment of non-current investments [refer note 29B.3]	28.80	249.17
Total	28.80	9,795.99

Note

29B.1 During the previous year, the management had carried out an impairment assessment of its goodwill on consolidation and recorded the provision for impairment as per below mentioned details:

Particulars	March 31, 2019	March 31, 2018
Impairment of Goodwill on Consolidation of Subsidiaries		
Educomp Infrastructure & School Management Limited (EISML)	-	9,312.13
Educomp School Management Limited (ESML)	-	8.44
Edumatics Corporation	-	25.95
Educomp Online Supplemental Service Limited (EOSSL)	-	133.76
Total	-	9,480.28

29B.2 During the year ended March 31, 2018, the Holding Company has recorded provision for impairment in investment in Greycells 18 Media Limited amounting to Rs 66.54 million since the associate company has been in operational losses for several years and its net worth is eroded.

29B.3 During the year ended March 31, 2018, the Holding Company has recorded provision for impairment in investment in Vidya Mandir Classes Private Limited amounting to Rs 249.17 millions since the company is not operational and does not have adequate assets. During the current year, the Holding Company has further recorded a provision of Rs. 28.80 million in aforesaid investment.

Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

Note 30 Other expenses

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Repair & Maintainance to		
- Buildings	11.58	15.48
- Machinery	10.23	1.36
- Others	6.01	21.26
Lease Rent (refer note 43.1)	16.27	48.36
Rates and taxes	2.82	12.24
Legal and professional fees	86.63	126.16
Travelling and conveyance	16.94	34.75
Communication	36.74	61.34
Advertisement, publicity and business promotion	4.69	21.11
Freight and forwarding	1.05	13.24
Recruitment and training	3.58	16.27
Printing and stationery	10.90	48.20
Consumables/Spare parts	112.46	198.37
Outside contract services	-	0.23
Bad debts and advances written off	1.39	367.71
Loss allowance on trade receivables	120.75	12,513.76
Loss allowance on Sundry advances	140.09	1,050.09
Foreign exchange loss (net)	427.66	131.55
Project running/ implementation expenses	15.65	18.87
Provision for Capital work in progress	20.00	-
Miscellaneous expenses	10.97	14.95
Total	1,056.41	14,715.30

Note 31 Exceptional items

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Provision for Capital Advances (refer note 31.1 below)	-	495.43
Loss on sale of investment (refer note 31.2 below)	-	324.46
Gain associated with loss of control of an investment (refer note 31.3 below)	-	(342.99)
	-	476.90

31.1 During the year ended March 31, 2018, EISML had recorded an additional provision of Rs. 495.43 million. Certain vendors had filed legal action against Educomp Infrastructure School & Management Limited (EISML), an erstwhile subsidiary towards claim for their services provided in relation to land aggregation. These claims were adjudicated against EISML.

31.2a) During the year ended March 31, 2017, pursuant to a negotiated settlement entered with ICICI Bank, the Holding Company had divested its entire holding of 48,776 number of equity shares comprising 67% shareholding in Vidya Mandir Classes Limited (VMCL), a subsidiary of the Holding Company and conditional sale of Educomp Learning Hour Private Limited (ELHPL), a step down subsidiary of the Holding Company. As per clause 2.2 of "Share Purchase Agreement" (SPA) executed on July 25, 2016 with KB Educational Society ("KBES" or "the Purchaser"), purchase and sale of shares shall be completed in two tranches in the following manner:

Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

Particulars	No. of shares to be transferred	Consideration (in Rs. Millions)	Referred in the agreement as
On closing 1 i.e. execution date	9,688	163.39	Tranche A Shares
On or before March 31, 2019 (closing 2)	39,088	742.26	Tranche B Shares
Total	48,776	905.65	

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.”

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 Holding Company on the board of VMC were replaced by the nominees of the buyers to protect its “interest” created pursuant to this agreement.

The Purchaser has not exercised such rights till the exercise lapse date i.e. March 31, 2019. Accordingly, the transaction is not enforceable. Consequently, the transaction of sale of Tranche B shares (53.69% shareholding) recorded during F.Y. 2016-17 was reinstated during the F.Y. 2017-18 and the related consideration of Rs. 602.43 million shown as recoverable as at March 31, 2017 was reversed. Also, profit recognised during the financial year 2016-17 on such transaction of Rs. 324.46 million was also reversed during the F.Y. 2017-18.

- 31.3** During the year ended March 31, 2018, two subsidiaries namely Educomp Asia Pacific Pte. Ltd. (EAPL) and Edu Smart Services Private Limited (ESSPL) have filed for insolvency on June 30, 2017 and June 27, 2017 respectively and Resolution Professionals (RP) have been appointed in the respective companies and have gained the control over such subsidiaries. Therefore as per Ind AS 110 "Consolidated Financial Statements", the Holding company has lost control over these subsidiaries. Accordingly during the year ended March 31, 2018, the retained investment in the above mentioned subsidiaries were fair valued and the resultant difference amounting to Rs. 342.99 million was recognised as an exceptional item.

Note 32 Income tax expense

(a) Income tax expense

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Current tax		
Current tax on the profits of the year	-	0.38
Tax relating to earlier years	-	(0.03)
Total Current tax expense	-	0.35
Deferred tax		
Decrease in deferred tax assets	-	19.46
Total Deferred tax expense	-	19.46
Total Income tax expense	-	19.81

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Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

(b) Movement in deferred tax balances

Current Year	As At March 31, 2018	Recognized in P&L	Recognized in OCI	Other Adjustments	As At March 31, 2019
Deferred Tax Assets					
Carried forward losses and tax credits (MAT credit entitlement)	111.08	-	-	(110.83)	0.25
Sub- Total (a)	111.08	-	-	(110.83)	0.25
Deferred Tax Liabilities					
Property, plant and equipment and intangibles	0.53	-	-	(0.53)	-
Sub- Total (b)	0.53	-	-	(0.53)	-
Net Deferred Tax Assets (a)-(b)	110.55	-	-	(110.30)	0.25
Previous Year					
Previous Year	As At March 31, 2017	Recognized in P&L	Recognized in OCI	Other Adjustments	As At March 31, 2018
Deferred Tax Assets					
Carried forward losses and tax credits (MAT credit entitlement)	130.36	(19.52)	-	0.24	111.08
Sub- Total (a)	130.36	(19.52)	-	0.24	111.08
Deferred Tax Liabilities					
Property, plant and equipment and intangibles	0.59	(0.06)	-	-	0.53
Sub- Total (b)	0.59	(0.06)	-	-	0.53
Net Deferred Tax Assets (a)-(b)	129.77	(19.46)	-	0.24	110.55

*During the year ended March 31, 2019, the Holding Company has lost its control over 6 subsidiary namely Educomp Infrastructure & School Management Limited (EISML), Edumatics Corporation Inc. USA, Savvica Inc., Canada, Educomp IntelProp Ventures Pte Limited, Educomp Global Holding FZE & Educomp Global WLL, for which loss of control accounting has been done in accordance with Ind AS 110 "Consolidated Financial Statements" and accordingly Deferred Tax Assets and Liabilities of such subsidiaries have been de-recognized. Other adjustments represent the said derecognition.

(c)(i) 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 Holding Company will have sufficient future taxable profit which can be available against the available tax losses and unused tax credits.

(c)(ii) (a) Unused tax losses for which no deferred tax has been recognised by the Holding Company

Assessment year	Business Loss	Short term capital loss	Long term capital loss	Total Amount	Available for utilisation till
AY 2012-13	-	15.29	-	15.29	AY 2020-21
AY 2013-14	1,140.27	-	-	1,140.27	AY 2021-22
AY 2014-15	2,758.91	-	-	2,758.91	AY 2022-23
AY 2015-16	3,668.02	-	435.25	4,103.27	AY 2023-24
AY 2016-17	1,332.46	-	-	1,332.46	AY 2024-25
AY 2017-18	1,111.15	-	-	1,111.15	AY 2025-26
AY 2018-19	714.54	-	-	714.54	AY 2026-27
AY 2019-20	1,822.23	-	-	1,822.23	AY 2027-28
Unabsorbed Depreciation	1,822.23	-	-	1,822.23	Never Expire
	12,547.58	15.29	435.28	12,998.12	

Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

(d) Temporary difference for which no deferred tax has been recognised by the Holding Company:

Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
Depreciation and amortisation	164.63	179.13
Provision for gratuity and leave encashment	2.01	2.75
Provision for doubtful debts	4,276.76	4,241.52
Expenditure allowed on actual payment basis	1,004.39	1,004.39
Tax losses carried forward	3,974.01	3,701.79
Others	5,469.24	5,441.27
	14,891.04	14,570.85

Note 33 Fair valuation measurements

S. No	Particulars	As at March 31, 2019			As at March 31, 2018		
		FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
	Financial assets						
1	Investments	0.63	-	-	28.80	-	-
1	Loans	-	-	39.76	-	-	592.26
2	Trade receivables	-	-	2,290.27	-	-	2,703.37
3	Other financial assets	-	-	10.72	-	-	268.42
4	Cash & Cash Equivalents	-	-	144.71	-	-	314.84
5	Bank balances other than cash & cash equivalents	-	-	33.10	-	-	27.90
	Total Financial Assets	0.63	-	2,518.56	28.80	-	3,906.79
	Financial Liability						
1	Borrowings (including current maturities & Interest Accrued)	-	-	28,920.58	-	-	37,464.39
2	Trade & Other Payables	-	-	1,328.51	-	-	1,286.98
3	Other financial Liabilities	-	-	632.50	-	-	706.86
	Total Financial Liabilities	-	-	30,881.59	-	-	39,458.23

- 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 there 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.

Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019 (All amount in Rs. million, unless otherwise stated)

Note 34 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:

34.1 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 Group 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 Group, resulted in foreign currency financial assets and liabilities as on each reporting date.

As the Holding Company is currently undergoing CIRP process (refer note 1), Accordingly, a moratorium has been declared under section 14 of the code. All the foreign currency liabilities have been crystallised into INR as on May 30, 2017. Accordingly, there is no foreign currency risk till completion of CIRP.

(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 March 31, 2019	As at March 31, 2018
Fixed-rate borrowings (Refer note below)	3,406.19	3,490.40
Floating rate borrowings (Refer note below)	22,281.53	29,856.61
Total borrowings	25,687.72	33,347.01

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, 2018: +/- 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, 2019		Year ended March 31, 2018	
	Favourable change of 100 bp	Unfavourable change of 100 bp	Favourable change of 100 bp	Unfavourable change of 100 bp
Loan amount	22,81.53		29,856.61	
Effect on profit and loss after tax	222.82	(222.82)	298.57	(298.57)

Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019 (All amount in Rs. million, unless otherwise stated)

34.2 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 days
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 2017	(7,303.48)
Changes in loss allowance	<u>(8,059.92)</u>
Loss allowance on 31 March 2018	(15,363.40)
Derecognition on account of loss of control (refer note 40A.3)	1,638.48
Changes in loss allowance	<u>(119.54)</u>
Loss allowance on 31 March 2019	<u>(13,844.46)</u>

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.

34.3 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.

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Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019 (All amount in Rs. million, unless otherwise stated)

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

March 31, 2019				
Particulars	Upto 1 year	1 to 3 years	Above 3 years	Total
Borrowings	25,073.07	-	614.65	25,687.72
Trade payables	1,328.51	-	-	1,328.51
Other financial liabilities	4,234.80	-	-	4,234.80
Total	30,636.38	-	614.65	31,251.03

March 31, 2018				
Particulars	Upto 1 year	1 to 3 years	Above 3 years	Total
Borrowings	32,732.36	-	614.65	33,347.01
Trade payables	1,286.98	-	-	1,286.98
Other financial liabilities	5,223.82	-	-	5,223.82
Total	39,243.16	-	614.65	39,857.81

*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 35 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, 2019	As at March 31, 2018
Net debt	25,173.56	32,632.59
Equity	(27,941.15)	(22,574.29)
Net Debt to equity ratio	(0.90)	(1.45)

(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

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Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019 (All amount in Rs. million, unless otherwise stated)

by the CDR Lenders.

As during the FY 2018-19, no such new debt or equity instruments were issued and holding % of promoter Mr. Shantanu Prakash is same as at March 31, 2018 and March 31, 2019 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.

Note 36 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

(i) Segment Capital Expenditure

	For theYear ended March 31, 2019	For theYear ended March 31, 2018
HLS	-	-
SLS	-	0.09
K-12	-	-
OSG	-	-
Unallocated	0.02	0.27
	0.02	0.36

(ii) Segment depreciation and amortisation

	For theYear ended March 31, 2019	For theYear ended March 31, 2018
HLS	674.55	-
SLS	110.82	141.65
K-12	-	157.88
OSG	0.01	0.01
Unallocated	5.17	7.04
	790.55	306.58

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(All amount in Rs. million, unless otherwise stated)

(iii) Segment Revenue & Expenses (External)	For the year ended March 31, 2019			For the year ended March 31, 2018		
	Revenue	Expenses	Results	Revenue	Expenses	Results
HLS	-	675.72	(675.72)	-	3.79	(3.79)
SLS	192.03	586.98	(394.95)	648.24	8,180.61	(7,532.37)
K-12	-	0.01	(0.01)	211.99	12,367.65	(12,155.66)
OSG	1.27	140.87	(139.60)	56.85	733.06	(676.21)
	193.30	1,403.58	(1,210.28)	917.08	21,285.11	(20,368.03)
Less: Unallocable Expenditure			632.86			3,979.82
Less: Finance cost			48.85			1,372.23
Operating loss			(1,891.99)			(25,720.09)
Other Income			35.71			150.19
Loss before exceptional items, share of net loss of investments accounted for using equity method and tax			(1,856.28)			(25,569.89)
Share of loss in associates and joint venture			16.99			(9.78)
Loss before exceptional items and tax			(1,839.29)			(25,579.67)
Exceptional Items (refer note 31)			-			476.90
Loss before tax			(1,839.29)			(26,056.57)
Less: Tax expense						
a) Current tax			-			0.35
b) Deferred tax			-			19.46
Net Loss after tax			(1,839.29)			(26,076.38)

(iv) 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.

Segment assets	As at	As at
	March 31, 2019	March 31, 2018
HLS	234.80	909.33
SLS	2,315.81	2,836.26
K-12	23.10	12,458.34
OSG	153.27	322.83
Total Segment assets	2,726.98	16,526.76
Unallocated corporate assets	354.18	418.84
Investments	215.52	226.62
Total assets as per the balance sheet	3,296.68	17,172.22

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(All amount in Rs. million, unless otherwise stated)

(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.

HLS	3.12	3.08
SLS	1,234.54	1,277.99
K-12	111.42	1,066.97
OSG	63.64	72.99
Total Segment liabilities	1,412.72	2,421.03
Unallocated corporate liabilities	4,506.84	4,378.06
Current Borrowings	1,355.15	1,338.17
Non-Current Borrowings	23,963.12	31,609.26
Total liabilities as per the balance sheet	31,237.83	39,746.52

(b) Geographical Segments

Revenue

	For year ended March 31, 2019	For year ended March 31, 2018
India	193.30	917.08
Outside India	-	-
	193.30	917.08

Capital Expenditure

	For year ended March 31, 2019	For year ended March 31, 2018
India	0.02	0.36
Outside India	-	-
	0.02	0.36

Non-current Assets*

	As at March 31, 2019	As at March 31, 2018
India	677.24	13,055.48
Outside India	-	0.02
	677.24	13,055.50

*Non-current assets are excluding financial instruments.

Note: For the year ended March 31, 2019 and March 31, 2018, there is no single major customer with respect to consolidated revenue of the Group.

Note 37 Related party transactions

(a) List of related parties and relationships:

Associates

S. No. Name of Related Party

- 1 Little Millennium Education Private Limited
- 2 Greycells18 Media Limited (till previous year, Refer note 7A.2)

Key Managerial Personnel (KMP) with whom transactions incurred during the year

S. No. Name of Related Party

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

Enterprises owned or significantly influenced by KMP or their relatives with whom transactions incurred during the year

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
Revenues (note d.1)	-	-	-	-
	(-)	(-)	(0.07)	(0.07)
Other Income (note d.2)	-	-	-	-
	(-)	(-)	(0.12)	(0.12)
Expenses paid for services (note d.3)	-	-	40.01	40.01
	(-)	(0.45)	(51.01)	(51.46)
Remuneration paid (note d.4)	(-)	3.60	-	3.60
	(-)	(0.90)	-	(0.90)
Provision for impairment in value of investments (note d.5)	-	-	-	-
	(66.54)	(-)	(-)	(66.54)

* Figures given in parenthesis represent previous year figures.

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Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

(c) Balances with related parties:*

Particulars	Associate (Little Millennium Education Private Limited)	KMP	Others	Total
Investment (Refer Note 7)	214.89	-	-	214.89
	(197.82)	(-)	(-)	(197.82)
Trade receivable (note d.6)	0.26	-	9.21	9.47
	(0.26)	(-)	(8.95)	(9.21)
Trade and other payables (note d.7)	-	-	71.19	71.19
	(-)	(-)	(40.43)	(40.43)
Advance received from customers (note d.8)	-	-	0.97	0.97
	(-)	(-)	(0.97)	(0.97)
Unsecured Loan (including debt and equity portion of compounded financial instruments) (note d.10)	-	719.62	-	719.62
	(-)	(689.50)	(-)	(689.50)
Other Current Assets (note d.9)	-	-	0.10	0.10
	(-)	(-)	(0.10)	(0.10)

* Figures given in parenthesis represent previous year figures.

Particulars	For year ended March 31, 2019	For year ended March 31, 2018
1. Includes sales and services to:		
Shri Hare Educational Trust	-	0.05
Siya Ram Educational Trust	-	0.01
Sri Vasudev Educational Trust	-	0.01
	-	0.07
2. Includes other income from:		
Learning Leadership Foundation	-	0.12
	-	0.12
3. Expenses paid for services:		
Key Managerial Person		
Mr. V. K. Dandona	-	0.45
Others		
Unnati Educational Trust	40.01	51.01
	40.01	51.01
4. Remuneration paid:		
Mr. Mahender Kumar Khandelwal, RP	3.60	0.90
5. Provision for impairment in value of investments		
Greycells 18 Media Limited	-	66.54
6. Trade receivable		
Learning Leadership Foundation	0.14	0.14
League India Education Foundation	9.05	8.79
Siya Ram Educational Trust	0.02	0.02
	9.21	8.95
7. Trade and other payables		
Unnati Educational Trust	71.19	40.43
8. Advance received from customers		

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Shri Hare Educational Trust	0.37	0.37
Vigyan Education Trust	0.60	0.60
	0.97	0.97
9. Other Current Assets		
India Education Fund	0.10	0.10
10. Unsecured Loan taken		
Mr. Shantanu Prakash	719.62	689.50

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 38 Contingent Liabilities and Commitments

Note 38.1 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, 2019 in respect of:

Particulars	As at March 31, 2019	As at March 31, 2018
i. Claims against the group not acknowledged as debt (refer note 38.1(c))	-	102.45
ii. 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:	86.81	86.81
- Civil Cases :- Consumer/labour related cases :	98.59	98.58
iii. Guarantees excluding financial guarantees (refer note 38.1(a) & 38.1(b) below)		
- Edu Smart Services Private Limited	2,250.00	2,250.00
- Educomp Infrastructure & School Management Limited (refer note 38.1(c))	9,371.69	-

38.1 (a) The loan outstanding to banks against the corporate guarantee as on March 31, 2019 was Rs. 7,716.49 million (March 31, 2018 Rs. 7,716.49 million).

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

38.1 (c) On April 25, 2018, The holding company has lost control over Educomp Infrastructure & School Management Limited (EISML) including its 24 step-down subsidiaries, consequent to which EISML ceased to be a related party to the group. Therefore,

- the claims against the group not acknowledged as debt related to EISML amounting to 102.45 million as on March 31, 2018 has not been disclosed in the current year.

- the aggregate of guarantees provided on behalf of EISML amounting to Rs. 9,371.69 million has been disclosed as contingent liability at March 31, 2019 whereas during the previous year ended March 31, 2018 such amount of contingent liability has not been disclosed as such amount got eliminated on consolidation.

Note 38.2 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, 2019	As at March 31, 2018
Uncalled liability on partly paid shares (net of advance)	400.41	400.41
Total	400.41	400.41

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, 2019 the Holding Company had Nil (March 31, 2018: 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, 2019 the Holding Company had Nil (March 31, 2018: 200,000) 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, 2019 the Holding Company had Nil (March 31, 2018: 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, 2019 the Holding Company had Nil (March 31, 2018: 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, 2019 the Holding Company had Nil (March 31, 2018: 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, 2019 the Holding Company had Nil (March 31, 2018: 10,000) 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, 2019 the Holding Company had Nil (March 31, 2018: 300,000) number of shares outstanding for issue under the scheme.

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(All amount in Rs. million, unless otherwise stated)

The information concerning stock options granted, exercised, forfeited and outstanding at the year end is as follows:

(i) Educomp Solutions Limited

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of stock options	Weighted average price (Rs.)	No. of stock options	Weighted average price (Rs.)
Employee Stock Option Scheme 2006				
No. of shares under option				
Outstanding at the beginning of the year	-	-	739,000	13.55
Granted		-	-	--
Exercised		-	-	--
Forfeited/expired during the year	-	-	739,000	13.55
Outstanding at the end of year	-	-	-	-
Weighted average remaining contractual life (in years)	Nil		Nil	
Payment received against share allotted during the year	Nil		Nil	
Employee Stock Option Scheme 2007				
No. of shares under option				
Outstanding at the beginning of the year	200,000	24.75	551,500	32.82
Granted		-	-	--
Exercised		-	-	--
Forfeited/expired during the year	200,000	24.75	351,500	37.41
Outstanding at the end of year	-	-	200,000	24.75
Weighted average remaining contractual life (in years)	Nil		2.00 yrs.	
Payment received against share allotted during the year	Nil		Nil	
Employee Stock Option Scheme 2008				
No. of shares under option				
Outstanding at the beginning of the year	-	-	596,600	176.13
Granted		-	-	--
Exercised		-	-	--
Forfeited/expired during the year	-	-	596,600	176.13
Outstanding at the end of year	-	-	-	-
Weighted average remaining contractual life (in years)	Nil		Nil	
Payment received against share allotted during the year	Nil		Nil	
Employee Stock Option Scheme 2010				
No. of shares under option				
Outstanding at the beginning of the year	-	-	223,750	70.50
Granted		-	-	--
Exercised		-	-	--
Forfeited/expired during the year	-	-	223,750	70.50
Outstanding at the end of year	-	-	-	-
Weighted average remaining contractual life (in years)	Nil		Nil	
Payment received against share allotted during the year	Nil		Nil	
Employee Stock Option Scheme 2011				
No. of shares under option				
Outstanding at the beginning of the year	-	-	335,000	23.18

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(All amount in Rs. million, unless otherwise stated)

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of stock options	Weighted average price (Rs.)	No. of stock options	Weighted average price (Rs.)
Granted		-	-	--
Exercised		-	-	--
Forfeited/expired during the year	-	-	335,000	23.18
Outstanding at the end of year	-	-	-	-
Weighted average remaining contractual life (in years)	Nil		Nil	
Payment received against share allotted during the year	Nil		Nil	
Employee Stock Option Scheme 2012				
No. of shares under option				
Outstanding at the beginning of the year	10,000	19.10	1,861,625	37.89
Granted		-	-	--
Exercised		-	-	--
Forfeited/expired during the year	10,000	19.10	1,851,625	38.00
Outstanding at the end of year	-	-	10,000	19.10
Weighted average remaining contractual life (in years)	Nil		3.37 yrs.	
Payment received against share allotted during the year	Nil		Nil	
Employee Stock Option Scheme 2014				
No. of shares under option				
Outstanding at the beginning of the year	300,000	23.50	3,973,450	15.06
Granted		-	-	--
Exercised		-	-	--
Forfeited/expired during the year	300,000	23.50	3,673,450	14.37
Outstanding at the end of year	-	-	300,000	23.50
Weighted average remaining contractual life (in years)	Nil		2.87 yrs.	
Payment received against share allotted during the year	Nil		Nil	

Share options outstanding at the end of the year have the following expiry date and exercise prices:

Share options outstanding as at

Grant Date	Expiry Date	Exercise Price(INR)	March 31, 2019	March 31, 2018
13-Aug-13	11-Aug-20	19.10	-	10,000
31-Mar-14	30-Mar-19	24.75	-	200,000
13-Feb-15	12-Feb-20	23.50	-	300,000
Total			-	510,000

Fair value of options granted

The fair value at grant date is determined using the Black Scholes Model which takes into account the exercise price, the term of the option, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option. The Company has not granted any options during the year ended March 31, 2019 and March 31, 2018.

(c) Expense arising from share-based payment transactions

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Total expenses arising from share-based payment transactions recognised in profit or loss as part of employee benefit expense were as follows:

(All amount in Rs. million, unless otherwise stated)

	March 31, 2019	March 31, 2018
Employee share-based payment expense	-	0.60

(ii) Educomp Online Supplemental Service Limited (EOSSL) :

Pursuant to shareholder resolution dated November 21, 2011, EOSSL introduced "EOSSL Employees Stock Option Scheme 2011" which provides for the issue of 350,000 equity shares to employees of EOSSL and its holding/ subsidiaries. The maximum option vesting period is not more than Ten Years from the date of award of option to employees at an exercise price approved by the compensation committee. Till reporting date 49,350 stock options have been granted.

All the above options are planned to be settled in equity at the time of exercise and have maximum period of 10 years from the date of respective grants.

The information concerning stock options granted, exercised, forfeited and outstanding at the year end is as follows:

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of stock options	Weighted average price (Rs.)	No. of stock options	Weighted average price (Rs.)
Employee Stock Option Scheme 2011				
No. of shares under option				
Outstanding at the beginning of the year	49,350	230	49,350	230
Granted	-	-	-	-
Exercised	-	-	-	-
Forfeited/expired during the year	-	-	-	-
Outstanding at the end of year	49,350	230	49,350	230
Exercisable at the end of the year	-	-	-	-
Weighted average remaining contractual life (in years)	3.64 yrs.		3.64 yrs.	
Payment received against share allotted during the year	Nil		Nil	

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

(All amount in Rs. million, unless otherwise stated)

Particulars	Principal Place of business	Extent of Control		Non Controlling Interest		Principal Activities
		As At March 31, 2019	As At March 31, 2018	As At March 31, 2019	As At March 31, 2018	
(i) Subsidiaries						
Directly held						
Eduomatics Corporation Inc. [refer note 40A.3(ii)]	USA	Nil	100.00%	Nil	Nil	Developing and Marketing e-learning products and services for use in schools.
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 Infrastructure & School Management Limited (EISML) [refer note 40A.3(i)]	India	Nil	83.61%	Nil	16.39%	Refer Note 40A.1
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) (refer note 40A.5)	India	100.00%	100.00%	Nil	Nil	Vocational, higher education and professional development
Savvica Inc. [refer note 40A.3(ii)]	Canada	Nil	79.55%	Nil	20.45%	Providing Internet based educational services and coaching
Educomp Intelliprop Ventures Pte Ltd. (EIVPL) [refer note 40A.3(ii)]	Singapore	Nil	100.00%	Nil	Nil	Providing Internet based educational services and coaching
Educomp Online Supplemental Service Limited (EOSSL)	India	95.15%	95.15%	4.85%	4.85%	Refer note 40A.2
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.
Educomp Global Holding WLL [refer note 40A.3(ii)]	Bahrain	Nil	100.00%	Nil	Nil	Providing Internet based educational services and coaching
Educomp Global FZE [refer note 40A.3(ii)]	UAE	Nil	100.00%	Nil	Nil	Providing Internet based educational services and coaching

EDUCOMP SOLUTIONS LIMITED

Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

Indirectly Held						
Educomp Infrastructure Services Private Limited (EISPL), Subsidiary of EISML	India	Nil	83.61%	Nil	16.39%	Refer Note 40A.1
Educomp APAC Services Limited (EASL), Subsidiary of EISML	British Virgin Island	Nil	83.61%	Nil	16.39%	Refer Note 40A.1
Falcate Builders Private Limited, Subsidiary of EISML	India	Nil	83.43%	Nil	16.57%	Refer Note 40A.1
Newzone Infrastructure Private Limited, Subsidiary of EISML	India	Nil	83.31%	Nil	16.69%	Refer Note 40A.1
Rockstrong Infratech Private Limited, Subsidiary of EISML	India	Nil	83.38%	Nil	16.62%	Refer Note 40A.1
Reverie Infratech Private Limited, Subsidiary of EISML	India	Nil	83.42%	Nil	16.58%	Refer Note 40A.1
Herold Infra Private Limited, Subsidiary of EISML	India	Nil	83.44%	Nil	16.56%	Refer Note 40A.1
Growzone Infrastructure Private Limited, Subsidiary of EISML	India	Nil	83.42%	Nil	16.58%	Refer Note 40A.1
Hidream Constructions Private Limited, Subsidiary of EISML	India	Nil	83.44%	Nil	16.56%	Refer Note 40A.1
Leading Edge Infratech Private Limited, Subsidiary of EISML	India	Nil	83.34%	Nil	16.66%	Refer Note 40A.1
Strotech Infrastructure Private Limited, Subsidiary of EISML	India	Nil	83.44%	Nil	16.56%	Refer Note 40A.1
Markus Infrastructure Private Limited, Subsidiary of EISML	India	Nil	83.41%	Nil	16.59%	Refer Note 40A.1
Orlando Builders Private Limited, Subsidiary of EISML	India	Nil	83.53%	Nil	16.47%	Refer Note 40A.1
Crosshome Developers Private Limited, Subsidiary of EISML	India	Nil	83.33%	Nil	16.67%	Refer Note 40A.1
Good Luck Structure Private Limited, Subsidiary of EISML	India	Nil	83.24%	Nil	16.76%	Refer Note 40A.1
Evergreen Realtech Private Limited, Subsidiary of EISML	India	Nil	83.29%	Nil	16.71%	Refer Note 40A.1
Zeta Buildcon Private Limited, Subsidiary of EISML	India	Nil	83.44%	Nil	16.56%	Refer Note 40A.1
Onega Infrastructure Private Limited, Subsidiary of EISML	India	Nil	83.37%	Nil	16.63%	Refer Note 40A.1
Grider Infratech Private Limited, Subsidiary of EISML	India	Nil	83.41%	Nil	16.59%	Refer Note 40A.1
Boston Realtech Private Limited, Subsidiary of EISML	India	Nil	83.31%	Nil	16.69%	Refer Note 40A.1
Modzex Infrastructure Private Limited, Subsidiary of EISML	India	Nil	83.27%	Nil	16.73%	Refer Note 40A.1
Virtual Buildtech Private Limited, Subsidiary of EISML	India	Nil	83.21%	Nil	16.79%	Refer Note 40A.1
Laservision Estates Private Limited, Subsidiary of EISML	India	Nil	83.26%	Nil	16.74%	Refer Note 40A.1
Knowledge Vistas Limited, Subsidiary of EISML	India	Nil	40.31%	Nil	59.69%	Refer Note 40A.1
Educomp Software Limited, Subsidiary of EOSSL	India	95.15%	95.15%	4.85%	4.85%	Refer Note 40A.2
(ii) Associates						
Little Millenium Education Private Limited	India	48.29%	48.29%			Sale and supply of educational products and rendering of educational services comprising of Pre-School.
Greycells18 Media Private Limited (Refer note 40A.4)	India	10.31%	25.78%			Providing education through TV channel and Electronic Media.

Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

40A.1 These represents EISML and it's subsidiaries. They are engaged in the business of construction of school buildings to let out the same to educational institutions. They also provides maintenance and transportation facilities, management services, content and brand licensing and other services to educational institutions. Due to loss of control in EISML, subsidiaries of EISML has also not been consolidated during the year. (refer note 40A.3).

40A.2 These represents EOSSL and it's subsidiaries. They are engaged in providing internet based educational services and coaching.

40A.3 Educomp - Rafflesis Higher Education Limited is primarily engaged in the business of setting up and running professional, technical and vocational education institute in India. 40A.3 Loss of control:

- (i) During the year ended March 31, 2019, 1 subsidiary namely Educomp infrastructure and school management limited (EISML) has filed for insolvency on April 25, 2018 consequent to which Resolution Professionals (RP) have been appointed in the company and all the powers to direct the state of affairs of the company rests with the RP. Accordingly, by virtue of provisions of Ind AS 110 Consolidated Financial Statement, the Holding Company has lost its controlling power over the EISML and its 24 step-down subsidiaries (EISML group) and have not been consolidated in current year.
- (ii) 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 Edumatics Corporation Inc. USA, Savvica Inc., Canada, Educomp IntelProp Ventures Pte Limited, Educomp Global Holding FZE and Educomp Global WLL, during the year.

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 Savicca Inc., Canada, and based on the audited financial information for the year ended March 31, 2017 in respect of 4 subsidiaries namely Edumatics 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.

40A.4 An associate company namely Greycells 18 Media Limited ("Greycells") has issued fresh equity shares on November 01, 2018 and accordingly % of the holding in the Greycells has been declined from 25.78% to 10.30%. Resultant, the said associate ceased to be an associate of the Group from the aforesaid date. Accordingly, the Group discontinued to use of the equity method from the date when its investment ceases to be an associate. Since the financial statements of Greycells as on the date of cessation of associate is not prepared/available with the management, accounting for the said discontinuation, has been done on the basis of the last available audited financial statements for the year ended March 31, 2018.

40A.5 The true signed copy of the Financial statements of Educomp Professional Education Limited (EPEL), one of the subsidiary could not be fetched by the Group Management (the Resolution Professional and the team) despite their best efforts to contact the erstwhile Group Management and the subsidiary auditors M/s. Dinesh Kararia & Associates. Accordingly, as a last resort, the Group Management downloaded the XBRL Forms (Form AOC-4) from the Ministry of Corporate Affairs (MCA) site and considered the same for preparation of these Consolidated Ind AS financial Statements. The Group Management believes that the XBRL Financial Statements, as downloaded from the MCA site are reliable despite certain inconsistencies noticed therein.

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Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

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, 2019

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%	37.88	6.13	31.75	2.70	-	2.70	34.45	16.88
Educomp School Management Limited	31.65%	20.88	0.78	20.09	72.65	-	72.65	92.74	29.35
Wheatstone Productions Private Limited	49.00%	0.02	1.78	(1.76)	-	-	-	(1.76)	(0.86)
Educomp Online Supplemental Service Limited	4.85%	24.68	272.10	(247.42)	0.64	-	0.64	(246.78)	(13.52)
Total									31.85

As at March 31, 2018

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 (F)=(D-E)	Net Assets/(liabilities) (G)=(C+F)	Accumulated NCI
Educomp Learning Private Limited	49.00%	35.93	5.51	30.41	4.13	-	4.13	34.55	16.92
Educomp School Management Limited	31.65%	20.88	0.77	20.11	72.65	-	72.65	92.76	29.36
Educomp Infrastructure & School Management Limited	16.39%	230.98	9,089.40	(8,858.43)	12,188.56	0.58	12,187.98	3,329.55	791.07
Wheatstone Productions Private Limited	49.00%	0.02	1.76	(1.75)	-	-	-	(1.75)	(0.86)
Savvica Inc., Canada	20.45%	9.00	6.06	2.94	-	5.83	(5.83)	(2.89)	(0.59)
Educomp Online Supplemental Service Limited	4.85%	164.44	254.74	(90.30)	0.18	-	0.18	(90.12)	(5.35)
Total									830.55

ii) Summarised statement of profit and loss

For the year ended March 31, 2019

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	2.16	(0.09)	-	(0.09)	(0.05)	-
Educomp School Management Limited	-	(0.01)	-	(0.01)	(0.00)	-
Wheatstone Productions Private Limited	-	(0.01)	-	(0.01)	(0.01)	-
Educomp Online Supplemental Service Limited	0.02	(1.55)	-	(1.55)	(0.08)	-
Educomp Software Limited	-	(154.76)	-	(154.76)	(7.51)	-
Total	2.18	(156.42)	-	(156.42)	(7.64)	-

EDUCOMP SOLUTIONS LIMITED

For the year ended March 31, 2018

(All amount in Rs. million, unless otherwise stated)

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	13.97	(8.43)	-	(8.43)	(4.13)	-
Educomp School Management Limited	-	(0.01)	-	(0.01)	(0.00)	-
Educomp Infrastructure & School Management Limited	211.99	(3,760.60)	0.71	(3,759.89)	(626.87)	-
Wheatstone Productions Private Limited	-	(0.01)	-	(0.01)	(0.01)	-
Savvica Inc., Canada	-	-	(0.11)	(0.11)	(0.02)	-
Educomp Online Supplemental Service Limited	46.67	(173.08)	-	(173.08)	(8.39)	-
Total	272.62	(3,942.13)	0.60	(3,941.53)	(639.42)	-

iii) Summarised Cash Flows

For the year ended March 31, 2019

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	(0.21)	-	-	(0.21)
Educomp School Management Limited	-	-	-	-
Wheatstone Productions Private Limited	-	-	-	-
Educomp Software Limited	(5.15)	-	-	(5.15)
Educomp Online Supplemental Service Limited	(0.20)	0.01	-	(0.19)

For the year ended March 31, 2018

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	(2.44)	-	-	(2.44)
Educomp School Management Limited	(0.03)	-	-	(0.03)
Educomp Infrastructure & School Management Limited	191.47	49.32	(159.05)	81.74
Educomp Online Supplemental Service Limited	12.73	0.03	(14.54)	(1.78)

(b) In earlier years, the management has erroneously not recognised NCI at correct value as per Ind AS 110 "Consolidated Financial Statements" which has been corrected during the year with retrospective effect. The impact of this restatement on NCI as disclosed on March 31, 2018 are given as under:

Particulars	Non controlling interest		
	Original amount	Restated amount	Impact on retained earnings
Balance as on March 31, 2018	797.63	830.55	(32.92)
Total Impact of restatement			(32.92)

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Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

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

a) Goodwill on consolidation

	As at March 31, 2019	As at March 31, 2018
Educomp Learning Private Limited	0.66	0.66
Educomatics Corporation Inc.	-	25.95
Educomp Infrastructure & School Management Limited	-	9,316.06
Educomp School Management Limited	1.56	9.99
The Learning Internet Inc	-	-
Educomp Online Supplemental Services Limited	-	133.76
Total Goodwill	2.22	9,486.42
Less: Provision for impairment of goodwill related to:		
Educomatics Corporation Inc.	-	25.95
Educomp Infrastructure & School Management Limited	-	9,312.14
Educomp School Management Limited	-	8.43
Educomp Online Supplemental Services Limited	-	133.76
Net Goodwill	2.22	6.14

b) Capital Reserve on consolidation

	As at March 31, 2019	As at March 31, 2018
Educomp Infrastructure & School Management Limited	39.62	39.62
Less: Transfer to retained earnings due to loss of control in subsidiaries	(39.62)	-
Total	-	39.62

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				
Greycells 18 Media Limited (Refer note 40A.4)	India	As at March 31, 2019	Nil	Nil
		As at March 31, 2018	25.78%	-
Little Millennium Education Private Limited	India	As at March 31, 2019	48.29%	214.89
		As at March 31, 2018	48.29%	197.82

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Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

Greycells 18 Media Limited

Greycells18 Media Limited is a company incorporated in India. The principal activity of the company is providing education through TV channel and Electronic Media.

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 & Joint venture

The tables below provide summarised financial information for the associates & joint venture. The information disclosed reflects the amounts presented in the financial statements of the relevant associates, joint ventures 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			
	Greycells 18 Media Limited		Little Millennium Education Limited	
	As at March 31, 2019	As at March 31, 2018	As at March 31, 2019	As at March 31, 2018
Total current assets	-	38.15	189.31	204.05
Total non-current assets	-	9.05	156.58	93.07
Total assets	-	47.20	345.89	297.12
Total current liabilities	-	184.29	125.60	113.67
Total non-current liabilities	-	1.51	5.48	3.98
Total liabilities	-	185.80	131.08	117.65
Net assets	-	(138.60)	214.81	179.47

b) Reconciliation to carrying amounts

Particulars	Associates			
	Greycells 18 Media Limited		Little Millennium Education Limited	
	For the year ended March 31, 2019	For the year ended March 31, 2018	For the year ended March 31, 2019	For the year ended March 31, 2018
Opening carrying value	-	78.74	197.82	195.12
Share of post acquisition profit/(loss)	-	(12.28)	16.99	2.50
Other comprehensive income/ (expense)	-	0.07	0.08	0.20
Carrying Cost of Investment	-	66.53	214.89	197.82
Less: Provision for Diminution in value of Investment	-	(66.53)	-	-
Closing carrying value	-	-	214.89	197.82

c) Summarised statement of profit and loss

Particulars	Associates			
	Greycells 18 Media Limited		Little Millennium Education Limited	
	For the year ended March 31, 2019	For the year ended March 31, 2018	For the year ended March 31, 2019	For the year ended March 31, 2018
Revenue	-	46.34	353.36	250.72
Other Income	-	1.14	9.67	3.49
Profit/ (loss) before tax	-	(47.62)	22.31	5.18
Profit/ (loss) after tax	-	(47.62)	35.18	5.18
Other comprehensive income/ (expense)	-	0.28	0.17	0.42
Total comprehensive income	-	(47.34)	35.35	5.60

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

Note 43. Leases

43.1 Operating leases (the Group as a lessee)

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 are Rs 16.27 million (previous year Rs 48.36 million). The future minimum lease rent payable (minimum lease payments) under non-cancellable operating leases are as follows:

Particulars	As at	As at
	March 31, 2019	March 31, 2018
Within one year	2.00	4.69
Later than one year but not later than five years	-	11.84
Later than five years	-	-
Total	2.00	16.53

43.2 Operating leases (the Group as a lessor)

(a) Assets given on lease

(i) General description of lease terms:

- Assets were given on lease/license for a period of 30 years on non-assignable, non-transferable and non-revocable basis to educational institutions.
- Lease/license rentals were recognized as income as per the terms of the related agreement.
- Initial direct cost such as legal costs, brokerage costs, lease registration costs etc were recognized as an expense on a straight line basis over the period of lease.

(ii) The cost and accumulated depreciation of such assets is as follows:

Balance Sheet

Operating lease to educational institution

	As at	As at
	March 31, 2019	March 31, 2018
Cost of land	-	852.90
Cost of building	-	5,154.21
Accumulated depreciation	-	721.69

Statement of profit & loss

Operating lease to educational institution

	For the year ended	For the year ended
	March 31, 2019	March 31, 2018
Depreciation expenses	-	85.45
Lease rental income	-	207.80

(iii) The future minimum lease payment expected to be received as on March 31, 2019 are as follows:

	As at	As at
	March 31, 2019	March 31, 2018
Not later than 1 year	-	206.60
Later than 1 year but not later than 5 years	-	826.40
Later than 5 years	-	3,483.81
Total	-	4,516.81

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Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019 (All amount in Rs. million, unless otherwise stated)

*On April 25, 2018, the holding company has lost control over EISML and its subsidiaries, consequent to which EISML and its subsidiaries ceased to be a related party to the group. Therefore, disclosures related to cost, accumulated depreciation and future lease payments for such leases have been made only with regards to year ended March 31, 2018

(b) Assets given on sub lease - office space

(i) General description of lease:

- Assets are given on lease over a period of one to three years.
- Lease rentals are charged on the basis of agreed terms.
- the lease are renewable after expiry of agreement period.
- There are no escalations as per the lease agreement.

(ii) The Company has given office space on sub lease. The primary use of these office spaces are only for business purpose and there is no intention of the Company to earn rentals for long period of time. Other income includes income from operating lease of Rs. 7.74 million (March 31, 2018 Rs. 10.76 million). The future minimum sublease payment expected to be received are as follows:

Asset Given on Sub Lease - office space	As at	As at
	March 31, 2019	March 31, 2018
Within one year	-	7.74
Later than one year but not later than five years	-	-
Later than five years	-	-
Total	-	7.74

(c) Assets given on sub-lease - smart classes

(i) General description of lease terms:

- Assets are given on lease over a period of two to five years
- Lease rentals are charged on the basis of agreed terms on straight line basis over the lease term.
- The lease are not renewable after expiry of agreement period.
- There are no escalations as per the lease agreement.

(ii) The Company has sub leased various assets under BOOT smart class contracts. These contracts meet the criteria laid down under the appendix C of Ind AS 17, Total minimum lease receivables at the end of the reporting period are as follows :

	As at	As at
	March 31, 2019	March 31, 2018
Total Minimum lease payments receivables (net investment)	-	1.82
Total	-	1.82

(iii) Gross investment in leased out assets showing total Minimum lease payments receivables for different periods is as follows:

	As at March 31, 2019		As at March 31, 2018	
	0 to 1 year	1 to 5 year	0 to 1 year	1 to 5 year
Total Minimum lease payments receivables (gross investment)	-	-	2.18	0.34

	As at	As at
	March 31, 2019	March 31, 2018
Gross investment	-	2.52
Net investment	-	1.82
Unearned finance income	-	0.70

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
	31,378.13	30,437.72	940.41

Note 48 Loss per share (EPS)

Particulars	Year Ended	Year Ended
	March 31, 2019	March 31, 2018
Net loss attributable to equity shareholders of the parent	(1,831.66)	(25,436.96)
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	(14.96)	(207.70)

*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.

EDUCOMP SOLUTIONS LIMITED

Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019

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

(All amount in Rs. million, unless otherwise stated)

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, 2019								
Educomp Solutions Limited	98.12%	(27,446.89)	57.34%	(1,050.30)	112.31%	(0.76)	57.36%	(1,051.06)
Indian Subsidiaries								
Educomp Investment Management Limited	-0.03%	8.88	0.00%	-	0.00%	-	0.00%	-
Educomp Learning Private Limited	-0.12%	34.45	0.00%	(0.09)	0.00%	-	0.00%	(0.09)
Educomp Online Supplemental Services Limited	0.38%	(105.47)	0.08%	(1.55)	0.00%	-	0.08%	(1.55)
Educomp Professional Education Limited (refer note 40A.5)	-0.82%	229.59	42.18%	(772.53)	0.00%	-	42.16%	(772.53)
Educomp School Management Limited	-0.33%	92.74	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
Educomp Software Limited	0.51%	(141.31)	8.45%	(154.76)	0.00%	-	8.45%	(154.76)
Wheatstone Productions Private Limited	0.01%	(1.76)	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
Investment as per equity method								
Associates - Indian								
Little Millennium Education Pvt Ltd.	NA	NA	-0.93%	16.99	-11.76%	0.08	-0.93%	17.07
Non Controlling Interest								
Indian Subsidiaries								
Educomp Learning Private Limited	0.06%	(16.88)	0.00%	0.05	0.00%	-	0.00%	0.05
Educomp School Management Limited	0.10%	(29.36)	0.00%	-	0.00%	-	0.00%	-
Educomp Online Supplemental Services Limited	-0.05%	13.53	-0.41%	7.59	0.00%	-	-0.41%	7.59
Wheatstone Productions Private Limited	0.00%	0.86	0.00%	-	0.00%	-	0.00%	-
Total Eliminations	2.19%	(611.38)	-6.71%	122.96	0.00%	-	-6.71%	122.96
Consolidated Net Assets / Loss after Tax	100.00%	(27,973.00)	100.00%	(1,831.66)	100.55%	(0.68)	100.00%	(1,832.34)
For the financial year ended on March 31, 2018								
Educomp Solutions Limited	112.58%	(26,357.58)	93.20%	(23,682.78)	88.72%	6.75	93.20%	(23,676.03)
Indian Subsidiaries								
Educomp Infrastructure and School Management Limited	-13.89%	3,249.18	14.54%	(3,694.07)	9.31%	0.71	14.54%	(3,693.36)
Educomp Infrastructure Services Private Limited	0.00%	0.17	0.00%	(0.02)	0.00%	-	0.00%	(0.02)
Educomp Investment Management Limited	-0.04%	8.88	0.00%	(0.00)	0.00%	-	0.00%	(0.00)

EDUCOMP SOLUTIONS LIMITED

Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

Educomp Learning Private Limited	-0.15%	34.55	0.03%	(8.43)	0.00%	-	0.03%	(8.43)
Educomp Online Supplemental Services Limited	0.44%	(103.92)	1.37%	(346.98)	0.00%	-	1.37%	(346.98)
Educomp Professional Education Limited	-4.28%	1,002.13	0.01%	(2.64)	0.00%	-	0.01%	(2.64)
Educomp School Management Limited	-0.40%	92.76	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
Educomp Software Limited	-0.06%	13.45	-0.11%	26.84	0.00%	-	-0.11%	26.84
Knowledge Vista Limited	-0.91%	213.84	0.08%	(20.49)	0.00%	-	0.08%	(20.49)
Wheatstone Productions Private Limited	0.01%	(1.75)	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
Boston Realtech Private Limited	-0.29%	67.78	0.00%	(0.03)	0.00%	-	0.00%	(0.03)
Crosshome Developers Private Limited	-0.32%	74.91	0.00%	(0.02)	0.00%	-	0.00%	(0.02)
Evergreen Realtech Private Limited	-0.28%	64.87	0.00%	(0.00)	0.00%	-	0.00%	(0.00)
Falcate Builders Private Limited	-0.80%	186.74	0.00%	(0.02)	0.00%	-	0.00%	(0.02)
Good Luck Structure Private Limited	-0.24%	56.23	0.00%	(0.03)	0.00%	-	0.00%	(0.03)
Gridder Infratech Private Limited	-0.45%	105.67	0.00%	(0.03)	0.00%	-	0.00%	(0.03)
Growzone Infrastructure Private Limited	-0.46%	106.66	0.00%	(0.04)	0.00%	-	0.00%	(0.04)
Herold Infra Private Limited	-0.16%	37.79	0.00%	0.00	0.00%	-	0.00%	0.00
Hidream Constructions Private Limited	-1.17%	273.33	0.00%	(0.03)	0.00%	-	0.00%	(0.03)
Laservision Estates Private Limited	-0.25%	58.43	0.00%	(0.03)	0.00%	-	0.00%	(0.03)
Leading Edge Infratech Private Limited	-0.32%	75.74	0.00%	(0.03)	0.00%	-	0.00%	(0.03)
Markus Infrastructure Private Limited	-0.32%	74.27	0.00%	(0.02)	0.00%	-	0.00%	(0.02)
Modzex Infrastructure Private Limited	-0.28%	64.59	0.00%	0.65	0.00%	-	0.00%	0.65
Newzone Infrastructure Private Limited	-0.32%	74.65	0.00%	0.69	0.00%	-	0.00%	0.69
Onega Infrastructure Private Limited	0.05%	(11.45)	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
Orlando Builders Private Limited	-0.25%	59.64	0.44%	(110.93)	0.00%	-	0.44%	(110.93)
Reverie Infratech Private Limited	-0.14%	32.79	0.00%	(0.03)	0.00%	-	0.00%	(0.03)
Rockstrong Infratech Private Limited	-0.37%	87.04	0.00%	(0.14)	0.00%	-	0.00%	(0.14)
Strotech Infrastructure Private Limited	-0.59%	138.12	0.00%	0.71	0.00%	-	0.00%	0.71
Virtual Buildtech Private Limited	-0.22%	51.31	0.00%	(0.03)	0.00%	-	0.00%	(0.03)
Zeta Buildcon Private Limited	-0.13%	29.70	0.00%	(0.03)	0.00%	-	0.00%	(0.03)
Foreign Subsidiaries								
Eduomatics Corporation Inc. USA (Refer note 49.1)	-0.05%	11.56	0.00%	-	0.00%	-	0.00%	-
Educomp APAC Services Limited	-2.10%	491.56	0.19%	(47.55)	0.00%	-	0.19%	(47.55)
Savvica Inc., Canada (Refer note 49.1)	0.01%	(2.89)	0.00%	-	0.00%	-	0.00%	-
Educomp IntelProp Ventures Pte Limited (Refer note 49.1)	0.92%	(215.84)	0.00%	-	0.00%	-	0.00%	-
Educomp Global Holding (Refer note 49.1)	-0.18%	43.18	0.00%	-	0.00%	-	0.00%	-
Educomp Global FZE (Refer note 49.1)	0.05%	(11.85)	0.00%	-	0.00%	-	0.00%	-

EDUCOMP SOLUTIONS LIMITED

Educomp Solutions Limited

Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

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)
Investment as per equity method								
Associates - Indian								
Greycells18 Media Private Limited	NA	NA	0.05%	(12.28)	0.92%	0.07	0.05%	(12.21)
Little Millennium Education Pvt Ltd.	NA	NA	-0.01%	2.50	2.63%	0.20	-0.01%	2.70
Non Controlling Interest								
Indian Subsidiaries								
Educomp Infrastructure and School Management Limited	-3.38%	791.07	2.47%	(626.87)	4.20%	0.32	2.47%	(626.55)
Educomp Learning Private Limited	-0.07%	16.92	0.02%	(4.13)	0.00%	-	0.02%	(4.13)
Educomp School Management Limited	-0.13%	29.36	0.00%	(0.00)	0.00%	-	0.00%	(0.00)
Educomp Online Supplemental Services Limited	0.17%	(5.36)	0.03%	(8.39)	0.00%	-	0.03%	(8.39)
Wheatstone Productions Private Limited	0.00%	(0.85)	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
Foreign Subsidiaries								
Savvica Inc., Canada (Refer note 49.1)	0.00%	(0.59)	0.00%	-	-0.26%	(0.02)	0.00%	(0.02)
Total Eliminations	18.77%	(4411.67)	-12.29%	3,096.76	-5.52%	(0.42)	-12.30%	3,097.34
Consolidated net Assets / Loss after tax	100.00%	(23,404.85)	100.00%	(25,436.96)	100.00%	7.61	100.00%	(25,429.35)

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

49.1 The financial statement as at March 31, 2018, of Edumatics Corporation Inc. USA, Educomp IntelProp Ventures Pte Limited, Educomp Global Holding, Educomp Global FZE and Savvica Inc., Canada (Savvica), were not available with the Group Management/RP. These consolidated financial statements were prepared based on last available audited financial statements for the year ended March 31, 2017 in respect of Edumatics Corporation Inc. USA, Educomp IntelProp Ventures Pte Limited, Educomp Global Holding, Educomp Global FZE and unaudited financials for the year ended March 31, 2016 in respect of Savvica Inc., Canada (Savvica). During the year, the Group has lost control over the aforesaid subsidiaries. Refer note 40A.3

Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019

(All amount in Rs. million, unless otherwise stated)

Note 50. As the holding company has lost control over EISML and its 24 step-down subsidiaries, consequent to which EISML and its subsidiaries (EISML group) were not consolidated during the year. Therefore, following disclosures related to EISML which were given in previous year financials have not been furnished in the current year:

50.1 Share reserved under contract/commitments under share Warrants

Pursuant to shareholders resolution dated July 20, 2010, EISML had issued, on July 26, 2010, 800,000 share warrants of Rs. 10 each on preferential basis to be converted into 800,000 equity shares of Rs. 10 each at a premium of Rs. 676 per share at the option of the holder after a period of one year from the date of issue, subject to maximum period of ten year from the date of issuance and payment of the issue price (including premium) of the equity shares. After period of ten years, the unissued share warrants shall stand forfeited.

50.2 Hitherto, EISML has been charging annual variable license fee based on applicable agreements for the land and/or building on mutual consent. During the year, some of the licensees who were paying variable license fee, apparently carried out fair valuations to substantiate the variable license fee, being charged by the EISML, to their respective regulatory authorities. Based on valuation reports, they disputed such fees charged by EISML. EISML has not agreed to the claims of the licensees where the variable license fee has been reduced as compared to the last year. However in some cases the variable license fee, based on these valuation reports, is higher than that charged in previous year. For the purpose of the financial statements being prepared on prudent accounting principles, EISML has recognized revenue only to the extent of fair valuation reports and has not recognised the revenue to the extent of Rs. 139.21 millions.

50.3 Managerial Remuneration:

Due to inadequacy of the profits during the financial year ended March 31, 2014, managerial remuneration paid/recorded, by EISML to its managing directors during financial year ended March 31, 2014, was in excess of the limits provided under section 198, 269, 309 read with schedule XIII of the Companies Act, 1956.

The Management of EISML has submitted an application to the Central Government to obtain its approval for the waiver of remuneration pertaining upto the year ended March 31, 2014.

50.4 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 EISML 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 EISML. 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). Subsequent to the signing of consolidated financial statements of EISML the National Company Law Tribunal (NCLT) has approved the resolution plan for EISML vide its order dated December 14, 2020.

Till the date of approval of resolution plan by NCLT, following claims have been filed against EISML by its creditors (financial and operational), employees and workmen.

Particulars	Claimed Amount	Admitted Amount	Not Admitted
Creditors (financial)	11,982.60	9,049.40	2,933.20
Creditors (operational)	68.10	49.60	18.50
Workmen and employees	1.30	1.10	0.20
	12,052.00	9,100.10	2,951.90

50.5 The ability of EISML to service its debt was significantly impaired due to inability of its tenants to pay their dues due to significant changes in the regulatory framework applicable to tenants/school. However EISML has initiated legal action to recover its dues from these tenants. In the meantime EISML has filed application under section 10 of Insolvency and Bankruptcy code, 2016 on January 11, 2018 to resolve its debt position.

50.6 Knowledge Vistas Limited (KVL), a subsidiary of EISML, has taken land from Lavasa Corporation Limited on lease vide lease agreement dated June 30, 2009 for a period of 999 years to construct an international residential school. Further, KVL has entered into a sublease agreement with Gyan Kunj Educational Trust (GKET) to sublease the school building. As per the sub lease agreement, GKET shall be liable to pay lease rental to KVL from the year in which it has cash surplus. GKET has started its operation in Academic session 2011-12, but due to environmental matters, GKET has decided to suspend its operation and waiting for favourable business opportunities.

On the basis of the valuation report from an Independent valuer, the carrying cost of the EISML Group's asset is not less than it's realisable value. Hence, the management of EISML doesn't anticipate any asset impairment. Accordingly the consolidated financial statements of EISML have been prepared on a going concern basis and do not include any adjustments relating to the recoverability

Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019 (All amount in Rs. million, unless otherwise stated)

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.

50.7. As per the terms of MRA and approved CDR scheme of EISML, there are certain assets of the EISML & its subsidiaries (EISML Group) which have been identified for sale in a time bound manner. The lead bank carried out a valuation of these assets which are indicative in nature. Market valuations have not been carried out by the EISML Group as some of these assets are not ready for sale due to pending regulatory approvals/permissions.

Based on recent firm offers and latest valuation reports, the management believes that the market value of investments is higher than as considered under the indicative valuation reports and differences, if any, are temporary only. Therefore, no adjustment is required to the carrying value of these investments.

EISML has incurred losses and its debt related obligation in form of Funded Interest Term Loan has been converted into 0.1% Cumulative Compulsory Convertible Preference Shares during the year. Based on projected cash flows, it shall have sufficient funds to run its operations in foreseeable future. As regards availability of requisite funds to meet its debt related obligations overdue and including those falling due in year 2017-18 as per the CDR package executed with lenders, it intends to monetize its assets identified for sale to meet the necessary obligations. The Company is also taking several measures to improve operational efficiencies and other avenues of raising funds.

EISML management is confident that with the above measures and continuous efforts to improve the business, it would be able to generate sustainable cash flow to discharge its short-term and long term liabilities and recover & recoup the erosion in its net worth through profitable operations and continue as a going concern. Accordingly, the consolidated Ind As financial results of EISML Group have been prepared considering its financial statement 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 EISML is unable to continue as a going concern.

50.8 Due to non maintenance of Escrow arrangements/water fall mechanism and breach of various other documents executed by customers/trust with the lenders of the EISML, the EISML had initiated legal proceedings against these customers/trusts. Due to uncertainty of the outcome of legal proceedings recovery from outstanding trade receivable is uncertain, Therefore, out of the amount receivable from various trusts/schools aggregating to Rs 2,241.97 million (including loan), comprising of:

Particulars	Balance as on March 31, 2018	Provision during the year	Balance as on March 31, 2018
Fixed Rental	614.64	602.66	11.98
Variable Rental	423.61	421.38	2.23
Services and others	608.37	607.98	0.39
Total	1,646.62	1,632.02	14.60
Loan	483.50	117.87	365.63
Interest on loan	538.32	308.61	229.71
Total	1,021.82	426.48	595.34

EISML has provided the amount outstanding trade receivable for more than a year from these customers/trust as doubtful of recovery and recorded a provision of Rs 1,632.02 million (2017 - Nil) against trade receivable and a provision against loan given to trust amounting of Rs 117.87 million (2017- Nil) and interest thereon of Rs 308.61 million (2017 - Nil).

50.9 The EISML 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 EISML and the investigations are currently underway. The EISML is yet to get any orders or directions in this respect from the said Authorities.

Note 51. 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 52. The Holding Company has not carried out any internal audit during the year as required under sections 138 of the Act.

EDUCOMP SOLUTIONS LIMITED

Notes to Consolidated Ind AS Financial Statements for the year ended March 31, 2019 (All amount in Rs. million, unless otherwise stated)

Note 53. The Group did not have a full time company secretary as on the date of approval of these Consolidated Ind AS Financial Statements. Consequently, these Consolidated Ind AS Financial Statements could not be authenticated by a company secretary ensuring compliance with all applicable provisions of the Companies Act, 2013.

Note 54. These consolidated financial statements are not authenticated by the Chief Financial Officer (CFO) of the holding company as required under section 134(1) of the Act.

Note 55. The Holding Company has not been in compliance with various other provisions of the Companies Act 2013, SEBI LODR Regulations, 2015 and Foreign Exchange Management Act, 1999.

Note 56. The Educomp Software Limited, a step-down subsidiary, did not have any Director on the board during the year resulting in non-compliance with various provisions of the Companies Act 2013 and other statutes.

Note 57. 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 Haribhakti & Co. LLP
Chartered Accountants
ICAI Firm Registration No.:103523W/100048

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

Sd/-
Kunj B. Agrawal
Partner
Membership No.: 095829

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

Place: New Delhi
Date: July 20, 2022

Place: New Delhi
Date: July 20, 2022



Educomp Solutions Limited