

**INDEPENDENT AUDITOR'S REPORT****To the Members of Extramarks Education Foundation****Report on the Audit of the Financial Statements****Opinion**

We have audited the accompanying financial statements of **Extramarks Education Foundation** ("the Company"), which comprise the balance sheet as at March 31, 2023, the statement of Income and Expenditure and the cash flow statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, excess of Income over Expenditure and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The Company's Board of Directors is responsible for the preparation of other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, but does not include the financial statements and our auditor's report thereon.

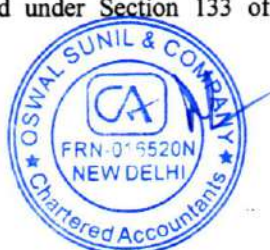
Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit, or otherwise appears to be materially misstated.

When we read the other information comprising the above documents, if we conclude that there is a material misstatement therein, we are required to report the fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate



accounting records in accordance with the provisions of the Act for safeguarding 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 financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management 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.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing our opinion on whether the Company has adequate internal financial controls system 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 management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



Materiality is the magnitude of misstatements in the financial statement that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

Report on Other Legal and Regulatory Requirements

1. The report does not contain statement on the matters specified in the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government in terms of sub-section (11) of section 143 of the Companies Act, 2013. In our opinion and according to the information and explanations given to us, they said Order is currently not applicable to the Company since it is a company licensed to operate under Section 8 of the Companies Act 2013.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the statement of Income and Expenditure and the cash flows statement dealt with by this Report are in agreement with the books of account of the company.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder.
 - (e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) This report does not contain separate report with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, in view of exemption notification dated 13th June 2017 issued by Ministry of Corporate Affairs.
 - (g) 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) The Company does not have pending litigations on its financial position which would impact its financial statements. Refer Note 2.12 of the financial statement.



- ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts. The Company does not have any derivative contracts.
- iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv)
- (a) The Management has represented to us that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented to us that, to the best of its knowledge and belief other than as disclosed in the notes to the accounts no funds (which are material either individually or in aggregate) have been received by the Company from any person(s) or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on our audit procedure conducted that are considered reasonable and appropriate in the circumstances, nothing has come to our attention that cause us to believe that the representation under subclause (i) and (ii) of Rule 11 (e) as provided under paragraph (2) (h) (iv) (a) & (b) above, contain any material misstatement.
- v) Since the Company has not declared or paid any dividend during the year, the question of commenting on whether dividend declared or paid is in accordance with Section 123 of the Companies Act, 2013 does not arise.

For Oswal Sunil & Company
Chartered Accountants
Firm Registration No. 016520N


CA Nishant Bhansali
Partner
Membership No: 532900
UDIN No.: 23532900BGVCNI1983



Place: New Delhi
Date: 29th September 2023

Extramarks Education Foundation
Balance Sheet as at 31st March, 2023
(All amounts in INR Thousands, unless otherwise stated)

	Note	As at 31st March, 2023	As at 31st March, 2022
EQUITIES AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	2.1	100	100
Reserves and Surplus	2.2	35	(2,484)
NON CURRENT LIABILITIES			
Short Term Borrowings	2.3	1,600	1,600
CURRENT LIABILITIES			
Other Current Liabilities	2.4	259	378
Trade Payables	2.5	16,214	13,955
Total		18,208	13,548
ASSETS			
CURRENT ASSETS			
Cash and Cash Equivalents	2.6	13,319	1,566
Other Current Assets	2.7	4,889	11,982
Total		18,208	13,548
Significant Accounting Policies	1		
Notes to Financial Statements	2		

The notes referred to above form an integral part of the Financial Statements

As per our report of even date

For Oswal Sunil & Company
Chartered Accountants
Firm Reg. No.: 016520N

CA Nishant Bhansali
Partner
M.No:532900



For and on behalf of the Board

Atul Kulshrestha
Atul Kulshrestha
Director
DIN: 00194733

Roonam Singh Jamwal
Roonam Singh Jamwal
Director
DIN: 00756207

Place : New Delhi
Dated : 29th September, 2023



Extramarks Education Foundation**Statement of Income & Expenditure for the year ended 31st March, 2023***(All amounts in INR Thousands, unless otherwise stated)*

	Note	2022-23	2021-22
INCOME			
Grants & Donations	2.8	13,470	41,692
Other Income	2.9	132	29
TOTAL INCOME		13,602	41,721
EXPENDITURE			
Education Programme Expenses		6,753	13,046
Employee Benefits Expenses	2.10	599	4,010
Other Expenses	2.11	3,730	3,101
TOTAL EXPENSES		11,082	20,157
Excess/(Deficit) of Income over Expenditure		2,520	21,564
Earning per equity share of face value of Rs. 10 each (Basic)	2.12	0.25	2.16
Significant Accounting Policies	1		
Notes to Financial Statements	2		

The notes referred to above form an integral part of the Financial Statements

As per our report of even date**For Oswal Sunil & Company****Chartered Accountants****Firm Reg. No. : 016520N**CA Nishant Bhansali
Partner
M.No:532900**For and on behalf of the Board**
Atul Kulshrestha
Director
DIN: 00194733
Poonam Singh Jamwal
Director
DIN: 00756207

Place : New Delhi

Dated : 29th September, 2023



Extramarks Education Foundation**Cash Flow Statement for the year ended 31st March, 2023***(All amounts in INR Thousands, unless otherwise stated)*

	2022-23	2021-22
A. CASH FLOW FROM OPERATING ACTIVITIES		
Excess of Income over Expenditure	2,520	21,564
Increase/(Decrease) in Trade Payables	2,259	(17,203)
Increase/(Decrease) in Current Liabilities	(119)	1,026
(Increase)/Decrease in Other Current Assets	7,093	(6,339)
Cash generated from operations	11,753	(952)
Net Cash Flow from Operating Activities	11,753	(952)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Net Cash Flow from Investing Activities	-	-
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Borrowings	-	-
Net Cash Flow from Financing Activities	-	-
NET INCREASE IN CASH AND CASH EQUIVALENTS	11,753	(952)
Add: Cash & Cash Equivalents at the beginning of the period	1,566	2,518
Cash & Cash Equivalents at the end of the year (Refer Note 2.5)	13,319	1,566

As per our report of even date

For Oswal Sunil & Company
Chartered Accountants
Firm Reg. No.: 016520N

CA Nishant Bhansali
Partner
M.No:532900

Place : New Delhi
Dated : 29th September, 2023

For and on behalf of the Board

Atul Kulshrestha
Director
DIN: 00194733

Poonam Singh Jamwal
Director
DIN: 00756207



Notes on Financial Statements for the year ended 31st March, 2023

(All amounts in INR Thousands, unless otherwise stated)

Previous year figures have been regrouped, rearranged and reclassified, wherever necessary to confirm to the current year presentation.

2.1 Share Capital

	As at 31st March, 2023	As at 31st March, 2022
Authorised		
10,000 (previous year 10,000) Equity shares of Rs. 10/- each	100	100
Issued, Subscribed and Paid-up		
10,000 (previous year 10,000) Equity shares of Rs. 10/- each, fully paid up	100	100
	100	100

	As at 31st March, 2023	As at 31st March, 2022
Shares Outstanding	No. of Shares	No. of Shares
Shares outstanding at the beginning of the year	10,000	10,000
Add: Shares issued during the year	-	-
Shares outstanding at the end of the year	10,000	10,000

	As at 31st March, 2023		As at 31st March, 2022	
Shareholder(s) holding more than 5% shares	%	No. of Shares	%	No. of Shares
Atul Kulshrestha	90%	9,000	90%	9,000
Neelu Kulshrestha	10%	1,000	10%	1,000

	As at 31st March 2022		% Change during the Year
Promoter's Shareholding	%	No. of Shares	
Atul Kulshrestha	90%	9,000	0%

2.2 Reserves and Surplus

	As at 31st March, 2023	As at 31st March, 2022
Surplus		
Balance at the beginning of the year	(2,484)	(24,049)
Add: Excess/(Deficit) of Income over Expenditure for the year	2,520	21,564
	35	(2,484)

2.3 Short Term Borrowings

	As at 31st March, 2023	As at 31st March, 2022
Unsecured Loans		
Loan from Directors	1,600	1,600
(Repayable on Demand)	1,600	1,600



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Notes on Financial Statements for the year ended 31st March, 2023*(All amounts in INR Thousands, unless otherwise stated)***2.4 Other Current Liabilities**

	As at 31st March, 2023	As at 31st March, 2022
Others Payables*	259	378
	259	378

* Includes primarily salaries payable, statutory dues and other expenses payable.

2.5 Trade Payables

	As at 31st March, 2023	As at 31st March, 2022
Unsecured, considered good		
Dues of micro enterprises and small enterprises; and	13	-
Dues of creditors other than micro enterprises and small enterprises*	16,200	13,955
	16,214	13,955

* includes dues outstanding to the related party as disclosed in note 2.15

Undisputed Trade Payables - considered good	As at 31st March, 2023	As at 31st March, 2021
(i) MSME		
Less than 1 Year	13	-
1 - 2 Years	-	-
2 - 3 Years	-	-
More than 3 Years	-	-
(ii) Others		
Less than 1 Year	6,753	12,818
1 - 2 Years	9,447	1,137
2 - 3 Years	-	-
More than 3 Years	-	-
	16,213	13,955

2.6 Cash and Cash Equivalents

	As at 31st March, 2023	As at 31st March, 2022
Cash on hand	63	63
Balance with Banks		
Current Accounts	6,757	1,504
Fixed Deposits	6,500	-
	13,319	1,566

2.7 Other Current Assets

	As at 31st March, 2023	As at 31st March, 2022
Donation Receivable	4,629	11,733
Other Advances*	119	187
Interest Accrued on FDRs	9	-
TDS Receivable	77	14
GST Receivable	54	49
	4,889	11,982

* Includes primarily vendor and salary advances and interest to employees.



Notes on Financial Statements for the year ended 31st March, 2023*(All amounts in INR Thousands, unless otherwise stated)***2.8 Grants & Donations**

	2022-23	2021-22
Grants and Donations	13,470	41,692
	13,470	41,692

2.9 Other Income

	2022-23	2021-22
Interest received on Fixed Deposits	39	0.5
Other Interest Income	93	28
	132	29

2.10 Employees Benefits Expenses

	2022-23	2021-22
Salaries and Incentives	544	3,944
Contribution to Provident and Other funds	55	66
	599	4,010

2.11 Other Expenses

	2022-23	2021-22
Audit Fees	25	25
Legal, Professional and Filing Expenses	3,050	2,909
Travelling and Conveyance	56	30
Business Promotion	23	-
Printing & Stationery	37	-
General Expenses	428	32
Repair & Maintenance	29	17
Staff Welfare	82	88
	3,730	3,101

2.12 Earning Per Share

	2022-23	2021-22
Net profit/(Loss) after tax attributable to shareholders	2,520	21,564
Weighted average number of shares	10,000	10,000
Basic earnings per share	0.25	2.16
Face Value per share	10	10

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Notes on Financial Statements for the year ended 31st March, 2023

(All amounts in INR Thousands, unless otherwise stated)

2.13 Contingent Liabilities

There are no contingent liabilities as at 31st March, 2023 (Previous year Rs. Nil)

2.14 Capital and Other Material Commitments

There are no capital and other material commitments as at 31st March, 2023 (Previous year Rs. Nil)

2.15 Related Party Disclosures

List of related parties where control exists and related parties with whom transactions have taken place and relationships

Name of Related Party	Relationship
Extramarks Education India Private Limited	Significant influence
Atul Kulshrestha	Key managerial personnel

(ii) Transactions & Balance outstanding with related parties

Nature of Transaction	Related Party Nature	2022-23	2021-22
Purchase of Educational Products	Significant Influence	6,753	12,648
Balance Payable	Significant Influence	16,200	13,947

2.16 Dues to Micro, Small and Medium Enterprises

Based on information available, the company has not delayed any payments to micro, small and medium enterprises as at 31st March, 2023

2.17 Auditors' Remuneration:

2022-23

2021-22

Audit Fees

25

25

Professional Fees

11

16

2.18 Foreign Currency Expenditure

There is no expenditure which was incurred in foreign currency as at 31st March, 2023 (previous year Rs. Nil)

2.19 Current Assets, Loans and Advances

In the opinion of the Board, Current Assets and Loan & Advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated and provision for all known liabilities have been made.

2.20 Other Statutory Information

- The Company had not granted any loans or advances in the nature of loans to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013) either jointly or severally with any other person, that are repayable on demand or without specifying any terms or period of Repayment.

- The Company was not holding any benami property and no proceedings were initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

- The Company had not been declared a willful defaulter by any bank or financial institution or other lender (as defined under Companies Act, 2013) or Consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.

- The Company did not have any transactions with struck off companies under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

- The Company did not have any charges or satisfaction which were yet to be registered with ROC beyond the statutory period.

- The Company has not traded or invested in Crypto currency or virtual currency during the year ended 31st March 2023.

- The Company has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or any kind of funds) any funds to or in a persons or entities, including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the intermediary shall, indirectly lend or invest in or persons or entities notified in any other manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide and guarantee, security or the like on behalf of the ultimate beneficiaries.



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Notes on Financial Statements for the year ended 31st March, 2023

(All amounts in INR Thousands, unless otherwise stated)

- The Company has not received any funds from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee or security or the like on behalf of the Ultimate Beneficiaries.

- The Company did not have any transaction which had not been recorded in the books of account that had been surrendered or disclosed as income during the the tax assessments under the Income Tax Act, 1961 (such as, search or survey or other relevant provisions of the Income Tax Act, 1961).

- The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of layers) Rules, 2017.

2.21 Ratios

Ratios/Measure	Methodology	March 31, 2023	March 31, 2022	Variance
a) Current Ratio	Current assets over current liabilities	1.11	0.95	17%
b) Debt Equity Ratio	Debt over total shareholders' equity	11.84	-0.67	-1864%
c) Debt Service Coverage Ratio	EBIT over current debt	1.57	13.48	-88%
d) Return on Equity %	PAT over total equity	1864%	-904%	-306%
e) Trade receivables turnover ratio	Revenue from operations over trade receivables	Nil	Nil	0%
f) Trade payables turnover ratio	Adjusted expenses over trade payables	42%	93%	-55%
g) Capital turnover ratio	Revenue over Equity	-	-	0%
h) Net profit %	Net profit over revenue	19%	52%	-64%
i) EBITDA %	EBITDA over revenue	19%	52%	-64%
j) Return on capital employed %	PBIT over capital employed	1864%	-904%	-306%
k) Inventory Turnover Ratio	Inventory over Turnover	Nil	Nil	0%
l) Return on investment	Interest income, net gain on sale of investments over investments	Nil	Nil	0%

Explanation for the variances over 25%

Debt Equity Ratio- Accumalated losses recovered due to profit made during the year

Debt Service Coverage Ratio- Profit decreased during the year

Return on Equity %- Profit made during consecutive years has recovered the accumulated losses

Trade Payable Turnover Ratio- There is decrease Income & Expenditure during the year

Net Profit %- Net Profit decreased for the year

EBITDA % - Net Profit decreased for the year

Return on capital employed %- Profit made during consecutive years has recovered the accumulated losses

As per our report of even date

For Oswal Sunil & Company
Chartered Accountants
Firm Reg. No.: 016520N

CA Nishant Bhansali
Partner
M.No:532900



For and on behalf of the Board

Atul Kulshrestha
Director
DIN: 00194733

Poonam Singh Samwal
Director
DIN: 00756207

Place : New Delhi
Dated : 29th September, 2023

