



Knowledge is wealth

NEL/002/2026-27

Date: 14th May 2026

The Secretary National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No. C/1, 'G' Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400051	Corporate Relationship Department BSE Limited 1 st Floor, New Trading Ring, Rotunda Building, P. J. Towers, Dalal Street, Fort, Mumbai – 400001.
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Ref: Symbol – NAVNETEDUL

Ref: Scrip Code – 508989

Sub: Notice convening the meeting of Equity Shareholders of Navneet Education Limited (“the Company”) pursuant to Order dated 24th April 2026 of the Hon’ble National Company Law Tribunal, Mumbai Bench (“Tribunal Order”)

Ref: Our Intimation dated 08th January 2026 and 13th January 2026

Dear Sir/Madam,

Further to our earlier intimations and with reference to the captioned subject, we wish to inform you that, pursuant to the Tribunal Order, the meeting of the equity shareholders of the Company is proposed to be convened and held on Monday, 15th June 2026 at 11:00 a.m. (IST) through Video Conferencing / Other Audio Visual Means, for the purpose of considering and approving the proposed Composite Scheme of Arrangement between Indiannica Learning Private Limited and Navneet Education Limited and their respective shareholders under Sections 230 to 232 and Section 66 and other applicable provisions of the Companies Act, 2013. In this regard, attached is the Notice convening the aforesaid meeting of the equity shareholders of the Company.

The Notice is being dispatched electronically to all those shareholders whose E-mail IDs are registered with the Company/ Share Transfer Agent/ Depository Participant.

The Notice and related annexures are also available on the website of the Company i.e. www.navneet.com and website of NSDL i.e. www.evoting.nsdl.com.

You are requested to take note of the above.

FOR NAVNEET EDUCATION LIMITED

AMIT D. BUCH
COMPANY SECRETARY
MEMBERSHIP NO- A15239

Encl:

1. Notice of meeting

NAVNEET EDUCATION LIMITED

CIN: L22200MH1984PLC034055

Navneet Bhavan, Bhavani Shankar Road, Near Shardashram Society, Dadar (W), Mumbai 400 028. India.

Tel.: 022 6662 6565 • email: nel@navneet.com • www.navneet.com • [f/navneet.india](https://www.facebook.com/navneet.india)



NAVNEET EDUCATION LIMITED

Registered Office : Navneet Bhavan, Bhavani Shankar Road, Dadar (West), Mumbai - 400 028.

Tel. : 022-6662 6565 • Fax : 022-6662 6470, email : secretarial@navneet.com • www.navneet.com CIN : L22200MH1984PLC034055

**NOTICE CONVENING MEETING OF EQUITY SHAREHOLDERS OF
NAVNEET EDUCATION LIMITED PURSUANT TO ORDER DATED
FRIDAY, 24TH APRIL 2026 OF THE
HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH**

MEETING DETAILS	
Day	Monday
Date	15 th June 2026
Time	11:00 a.m. (IST)
Venue	As per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench, the meeting shall be conducted through video conferencing ("VC") / other audio-visual means ("OAVM")
REMOTE E-VOTING	
Cut-off date for e-voting	Monday, 08 th June 2026
Start date and time	Thursday, 11 th June 2026 at 09:00 a.m. (IST)
End date and time	Sunday, 14 th June 2026 at 05:00 p.m. (IST)

E-VOTING DURING THE MEETING:

E-Voting at the meeting would be available for those equity shareholders who had not voted through remote e-voting and would commence post the discussion pertaining to the business mentioned in the notice is concluded and this facility would be available for 30 minutes thereafter.

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1.	Notice convening meeting of the equity shareholders of Navneet Education Limited (" Company ") pursuant to directions of the Hon'ble National Company Law Tribunal, Mumbai Bench.	3
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FORM NO.CAA.2
BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
CA(CAA)/26/MB/2026

In the matter of the Companies Act, 2013 (18 of 2013)

and

In the matter of Sections 230 to 232, Section 66 and other applicable provisions of the Companies Act, 2013 and rules framed there under as in force from time to time;

and

In the matter of Composite Scheme of Arrangement between Indiannica Learning Private Limited ("**Demerged Company**") and Navneet Education Limited ("**Resulting Company**") and their respective shareholders under Sections 230 to 232 and Section 66 and other applicable provision of the Companies Act, 2013.

Navneet Education Limited incorporated under)
the Companies Act, 1956, having its CIN:)
L22200MH1984PLC034055 and having its)
registered office at Navneet Bhavan, Bhavani)
Shankar Road, Near Shardasharan Society,)
Dadar (West), Mumbai - 400028, Maharashtra,)... Company / Demerged Company
India

NOTICE FOR THE NCLT CONVENED MEETING OF THE EQUITY SHAREHOLDERS
OF NAVNEET EDUCATION LIMITED

To,
The equity shareholders of Navneet Education Limited

1. Notice is hereby given that, in compliance with the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ("**Hon'ble NCLT**"), vide its order dated Friday, 24th April 2026 in Company Application No. CA(CAA)/26/MB/2026 ("**Order**"), meeting of the equity shareholders of Navneet Education Limited is scheduled to be held on Monday, 15th June 2026 at 11:00 a.m. (IST) for considering and approving, the proposed Composite Scheme of Arrangement between Indiannica Learning Private Limited ("**Demerged Company**") and Navneet Education Limited ("**Resulting Company**") and their respective shareholders ("**Scheme**").
2. In pursuance of the Order of the Hon'ble NCLT and as directed therein, meeting of equity shareholders of the Company shall be held within 60 days from the date of receipt of the Order, hence it is proposed to call the said meeting on Monday, 15th June 2026 at 11:00 a.m. (IST) through video conferencing ("**VC**") / other audio visual means ("**OAVM**") in compliance with the applicable provisions of the Companies Act, 2013 ("**Act**") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") to consider, and if thought fit, to pass, with or without modification(s), the following resolution for approval of the Scheme by requisite majority as prescribed under Section 230(6) of the Act, as amended.

3. The Board of Directors of the Company at their meeting held on Thursday, 08th January 2026 considered and approved the Scheme subject to approval by the requisite majority of the equity shareholders of the Company, as may be required, and subject to the sanction of the Hon'ble NCLT and of such other authorities as may be required to obtain and necessary, if any.

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232, Section 66 and other applicable provisions of the Companies Act, 2013 ("**Act**") the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") (including any statutory modification(s) or re-enactment(s) and circulars issued thereof, for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Mumbai Bench ("**Hon'ble NCLT**") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate by the parties to the Scheme, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to, by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Composite Scheme of Arrangement between Indiannica Learning Private Limited ("**Demerged Company**") and Navneet Education Limited ("**Resulting Company**") and their respective shareholders ("**Scheme**"), be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to make any modifications or amendments to the Scheme at any time and for any reason whatsoever, and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

4. **TAKE FURTHER NOTICE** that pursuant to the Hon'ble NCLT Order, this meeting is held through VC/OAVM. Therefore, the physical attendance of the equity shareholders has been dispensed with. Accordingly, the equity shareholders shall have the facility and option of voting on the resolution for approval of the Scheme by casting their votes: (a) through electronic voting system available at the meeting to be held through VC / OAVM ("**e-voting at the meeting**"); or (b) by remote electronic voting ("**remote e-voting**") during the period as stated below:

Remote E-Voting Period	
Commencement of e-voting	Thursday, 11 th June 2026 at 09:00 a.m. (IST)
Conclusion of e-voting	Sunday, 14 th June 2026 at 05:00 p.m. (IST)

5. The Hon'ble NCLT has appointed Mr. Venkata Subba Rao, Former Member (J), NCLT, to be the Chairperson of the meeting.

6. The Hon'ble NCLT has appointed Mr. Vyom Shah, Advocate, to be the Scrutinizer for the meeting.
7. The Resulting Company has engaged services of National Securities Depository Limited ("**NSDL**") for the purpose of providing facility of VC / OAVM, voting by remote e-voting and e-voting during the meeting so as to enable the equity shareholders, to cast their votes on the aforesaid resolution.
8. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, i.e., Monday, 8th June 2026 ("**Cut-off Date**") only shall be entitled to exercise his/ her/ its voting rights on the resolution proposed in the notice and attend the meeting. A person who is not an equity shareholder as on the Cut-Off Date, should treat the notice for information purposes only.
9. In compliance with the Act, SEBI Listing Regulations and the Hon'ble NCLT Order, the aforesaid notice, the statement and annexures (including the Scheme) as indicated in the index are being sent to all the equity shareholders whose names appear in the register of members / list of beneficial owners on Friday, 08th May 2026.
10. A copy of the Scheme, statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**CAA Rules**") along with all annexures to such statement are annexed hereto. A copy of this notice and the accompanying documents are also available on the website of the Company **www.navneet.com**; the website of National Securities and Depository Limited ("**NSDL**") viz. **www.evoting.nsdl.com**, being the agency appointed by the Company to provide the remote e-voting and e-voting at the meeting for convening of the meeting and the website of the Stock Exchanges i.e., BSE Limited ("**BSE**") viz. **www.bseindia.com** and the National Stock Exchange of India Limited ("**NSE**") viz. **www.nseindia.com**.
11. The Scheme, if approved at the aforesaid meeting, will be subject to the subsequent sanction of the Hon'ble NCLT and such other approvals, permissions and sanctions of regulatory or other authorities, as may be necessary.

Sd/-
Mr. Venkata Subba Rao
Chairperson appointed by the Hon'ble NCLT for the Meeting

Date: 14th May 2026

Place: Mumbai

Regd. Office:

Navneet Bhavan,
Bhavani Shankar Road,
Dadar (West), Mumbai- 400028
CIN: L22200MH1984PLC034055
E-mail ID: secretarial@navneet.com

NOTES FOR THE MEETING

1. Pursuant to the directions of the Hon'ble National Company Law Tribunal, Mumbai bench ("**Hon'ble NCLT**"), *vide* its Order dated 24th April 2026 ("**Order**"), the meeting of the equity shareholders of the Company is being conducted through Video Conference ("**VC**")/ Other Audio Visual Means ("**OAVM**") facility to transact the business set out in the notice convening this meeting, which does not require physical presence of the equity shareholders at a common venue. The deemed venue for the meeting shall be the registered office of the Company.
2. The statement pursuant to Sections 230 to 232 read with Section 102 and other applicable provisions of the Companies Act, 2013 ("**Act**") and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**CAA Rules**") in respect of the business set out in the notice of the meeting is annexed hereto.
3. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Monday, 08th June 2026 only shall be entitled to exercise his/ her/ its voting rights on the resolution proposed in the notice and attend the meeting. A person who is not an equity shareholder as on the cut-off date, should treat the notice for information purpose only.
4. Since this meeting is being held through VC/ OAVM, physical attendance of equity shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the equity shareholders will not be available for the meeting and hence the proxy form and attendance slip are not annexed hereto. However, in pursuance of Section 113 of the Act, authorized representatives of institutional / corporate shareholders may be appointed for the purpose of voting through remote e-voting, for participation in the meeting through VC / OAVM facility and e-voting during the meeting provided that such an equity shareholder sends a certified copy of their board or governing body resolution / authorization etc., authorizing its representative to attend the meeting through VC / OAVM on its behalf, vote through e-voting at the meeting and/or to vote through remote e-voting, on its behalf.
5. No route map of the venue of the meeting is annexed hereto, since this meeting is being held through VC/ OAVM.
6. In case of joint holders attending the meeting, the equity shareholder whose name appears as the first holder in order of names as per Register of Members will be entitled to vote.
7. Equity shareholders attending the meeting through VC/OAVM shall be reckoned for the purpose of quorum. Quorum for the meeting is Thirty (30) equity shareholders in terms of the Order.
8. As per directions of the Hon'ble NCLT Order, the notice of the meeting and the accompanying documents mentioned in the index are being sent through electronic mail to those equity shareholders whose email addresses are registered with the Company/ Depositories. Further, for those equity shareholders whose e-mail addresses are not available in the records of the Company/ Depositories, the notice of the meeting and the accompanying documents mentioned in the index will be sent upon request through the permitted mode as per the Hon'ble NCLT Order.
9. If so desired, equity shareholders may obtain a physical copy of the notice and the accompanying documents, i.e., Scheme and the statement under Sections 230 and 232 read with Section 102 and other applicable provisions of the Act and Rule 6 of the CAA Rules etc., free of charge. A written request in this regard, along with details of

your shareholding in the Company, may be addressed to the Company Secretary at **secretarial@navneet.com**.

10. The National Securities Depository Limited ("**NSDL**") will provide the facility for voting by the equity shareholders through remote e-voting, for participation in the meeting through VC / OAVM and e-voting at the meeting.
11. The equity shareholders may note that the aforesaid documents are also available on the website of the Company at **www.navneet.com** and on the website of the Stock Exchanges i.e., BSE Limited ("**BSE**") viz. **www.bseindia.com** and the National Stock Exchange of India Limited ("**NSE**") viz. **www.nseindia.com** and the website of National Securities and Depository Limited ("**NSDL**") viz. **www.evoting.nsdl.com**, being the agency appointed by the Company to provide the remote e-voting and e-voting at the meeting.
12. The notice convening the meeting will be published through advertisement in Business Standard in English Language and Navshakti in Marathi Language, having wide circulation in State of Maharashtra.
13. The Scheme shall be considered approved by the equity shareholders of the Company if the resolution mentioned in the notice has been approved by majority of persons representing three-fourth in value of the equity shareholders voting at the meeting through VC / OAVM or by remote e-voting, in terms of the provisions of Sections 230 to 232 and Section 66 of the Act.

14. PROCEDURE FOR JOINING THE MEETING THROUGH VC/ OAVM:

- a) Equity shareholders will be provided with a facility to attend the meeting through VC/OAVM through the NSDL e-Voting system. Equity shareholders may access by following the steps mentioned below for "Procedure and Instructions relating to e-Voting" for access to NSDL e-Voting system. After successful login, you can see link of "VC/ OAVM link" placed under 'Join Meeting' menu against company name. You are requested to click on "VC/ OAVM link" placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Navneet Education Limited will be displayed.
- b) Equity shareholders who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- c) Equity shareholders are requested to join the meeting through laptops for better experience and will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connected via mobile hotspot may experience audio/ video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of glitches.
- d) As the meeting is being conducted through VC/OAVM, Equity shareholders can submit their questions in advance with regard to the Scheme or any other matter placed at the meeting, from their registered email address, mentioning their name, DP ID and Client ID/ Folio No., PAN, Mobile Number to **secretarial@navneet.com** to enable smooth conduct of the meeting. Questions/ queries received by the Company from Saturday, 06th June 2026 to Monday, 08th June 2026 on the aforementioned e-mail ID shall be considered and responded during the meeting.

e) Equity shareholders who would like to express their views or ask questions during the meeting may register themselves as speakers by sending their request from their registered email address mentioning their name, DP ID and Client ID/ Folio No., PAN, Mobile Number to **secretarial@navneet.com** from Saturday, 06th June 2026 to Monday, 08th June 2026. Those Equity shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting. Speakers are requested to submit their questions at the time of registration, to enable the Company to respond appropriately.

f) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the meeting.

g) Equity shareholders who need assistance before or during the meeting, can contact NSDL at evoting@nsdl.com or call 022 - 4886 7000.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Thursday, 11th June 2026 at 09:00 a.m. (IST) and ends on Sunday, 14th June 2026 at 05:00 p.m. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 08th June 2026, may cast their vote electronically. The voting right of equity shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 08th June 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to 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 in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL and

you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. Existing **IDEAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsd.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDEAS**' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
3. If you are 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>
4. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

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 evoting@nsdl.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vyomdshah@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@navneet.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@navneet.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Instructions for e-voting on the day of the Meeting:

1. The procedure for e-Voting on the day of the meeting is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the meeting through VC/OAVM 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 system in the meeting.
3. Members who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the meeting.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the meeting shall be the same person mentioned for remote e-voting.

Procedure for registration of email addresses:

1. For shareholders holding physical shares - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@navneet.com.
2. For Demat shareholders - Please update your Email Id & Mobile Number with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your Email Id & Mobile Number with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

Equity shareholders are requested to carefully read all the Notes set out herein and in particular, instructions for joining the meeting, manner of casting vote through remote e-Voting or e-Voting at the Meeting.

FORM NO.CAA.2
BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
CA(CAA)/26/MB/2026

In the matter of the Companies Act, 2013 (18 of 2013)

and

In the matter of Sections 230 to 232, Section 66 and other applicable provisions of the Companies Act, 2013 and rules framed there under as in force from time to time;

and

In the matter of Composite Scheme of Arrangement between Indiannica Learning Private Limited ("**Demerged Company**") and Navneet Education Limited ("**Resulting Company**") and their respective shareholders under Sections 230 to 232 and Section 66 and other applicable provision of the Companies Act, 2013.

Navneet Education Limited incorporated under)
the Companies Act, 1956, having its CIN:)
L22200MH1984PLC034055 and having its)
registered office at Navneet Bhavan, Bhavani)
Shankar Road, Near Shardasharan Society,)
Dadar (West), Mumbai - 400028, Maharashtra,)... Company / Demerged Company
India

STATEMENT UNDER SECTIONS 230 TO 232 READ WITH SECTION 102 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 ("ACT") AND RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 ("CAA RULES"), ACCOMPANYING THE NOTICE OF THE MEETING OF EQUITY SHAREHOLDERS OF NAVNEET EDUCATION LIMITED PURSUANT TO ORDER OF THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH ("HON'BLE NCLT") DATED 24TH APRIL 2026 ("ORDER")

1. MEETING FOR THE SCHEME

1.1. This is a statement accompanying the notice convening the meeting of the equity shareholders of Navneet Education Limited, ("**Company**"), convened as per Sections 230 to 232, Section 66 and other applicable provisions if any, of the Companies Act, 2013 ("**Act**"), to be held through video conferencing / other audio-visual means for the purpose of considering and if thought fit, approving with or without modification(s), the Composite Scheme of Arrangement between Indiannica Learning Private Limited ("**Demerged Company**") and Navneet Education Limited ("**Resulting Company**") and their respective shareholders under Sections 230 to 232 and Section 66 and other applicable provision of the Companies Act, 2013 ("**Scheme**"). The other definitions contained in the Scheme shall apply to this explanatory statement also.

1.2. The detailed terms of the arrangement may be referred to in the Scheme, is annexed herewith as "**Annexure 1**".

1.3. Capital terms not defined herein and used in the notice and statement shall have the same meaning as prescribed in the Scheme.

2. DATE, TIME AND MODE OF MEETING

2.1. The Hon'ble NCLT, vide its Order dated Friday, 24th April 2026 in Company Application No. CA(CAA)/26/MB/2026 was pleased to issue directions for convening of the meeting of the equity shareholders within 60 days from the date of receipt of the Order, hence it is proposed to call the said meeting on Monday, 15th June 2026 at 11:00 a.m. (IST) to be held through video conferencing / other audio-visual means. The said meeting shall be presided over by Mr. Venkata Subba Rao, Former Member (J), NCLT, Chairperson of the meeting.

3. RATIONALE AND BENEFITS OF THE SCHEME

3.1. Over the past decades Navneet Education Limited has charted an amazing journey and it has emerged as the pioneers of providing educational curricula designed especially for the K-12 segment and beyond. The Company has expanded their offerings from traditional publishing to cutting-edge digital solutions, enhancing education through technology and content creation.

3.2. As a part of consolidation efforts along with an aim to ensure a seamless blend of traditional print and progressive digital platforms and a simplified group business structure, it is proposed to demerge the Demerged Undertaking of the Demerged Company into Resulting Company for inter alia following benefits:

3.2.1. Demerger of Publishing Business i.e. Demerged Undertaking of Demerged Company into Resulting Company:

- i. The Resulting Company is engaged in the business of publishing educational books and learning aids in K-12 and beyond for various educational boards since the past several decades and has been built on a strong legacy of development. The Publishing Business of the Demerged Company which is focused on the CBSE and ICSE curriculum is complimentary in nature and will help in consolidation of publishing business in a single entity.
- ii. The Resulting Company enjoys a strong brand visibility and leadership in educational content and accordingly the Scheme ensures the consolidated business (i.e. business of Resulting Company along with Publishing Business of Demerged Company) will have a greater reach to its customers and deepen its presence in the market through its offerings.
- iii. The consolidation of the publishing businesses of Demerged Company and Resulting Company enables a seamless integration of content creation and technological development teams.
- iv. Availability of experienced human resources and financial capital at the Resulting Company can significantly aid in achieving growth and economies of scale in the Publishing Business through synergetic benefits.
- v. The Scheme will enable the Demerged Company to impart greater focus on the growth and development of the Trading Business being undertaken by it.
- vi. The proposed Scheme will enable Resulting Company to consolidate similar and complimentary businesses into a single company. This will enable Resulting Company with an opportunity to provide its offerings in a seamless manner to its customers. Further, this will also help

Resulting Company to demonstrate its capability and provide competitive advantages vis-à-vis its competitors.

- vii. The proposed Scheme will help pool and combine finances and resources into one consolidated entity which will result in administrative and operations rationalization, organizational efficiencies, optimal utilization of various resources, reduction in overheads and other expenses and better compliances management.
- viii. The proposed Scheme will help the Resulting Company to achieve financial strength aiding in economies of scale, more focused operational efforts, standardization and simplification of business opportunities.
- ix. The proposed Scheme will reduce management overlaps and streamlining the organization structure of the Resulting Company and the proposed consolidation shall prevent cost duplication and will result in synergies in operations which would increase operational efficiencies and integration of business functions.
- x. The proposed Scheme is commercially and economically viable, feasible, fair and reasonable and in the best interest of all the stakeholders and the persons connected with the aforesaid companies.
- xi. The Scheme shall reduce the related party transactions amongst the Companies.

3.2.2. Capital reduction of the Demerged Company:

- i. The Demerged Company has a debit balance in its reserves of INR 1,26,77,45,948 as on 31st March 2025 and has an equity share capital of INR 69,35,10,630 divided into 6,93,51,063 equity shares of Rs. 10/- each and a preference share capital of INR 49,00,00,000 divided into 4,90,00,000 0% optionally convertible preference shares (OCPS) of Rs. 10/- each and a securities premium of INR 21,06,05,682 as on 31st March 2025. It is considered necessary that the Demerged Company undertakes financial restructuring in order to right size its balance sheet and reduce its equity share capital, preference share capital and securities premium by eliminating the debit balance in reserves to the extent of INR 1,26,77,45,942.
- ii. The proposed reduction of equity share capital, preference share capital and securities premium is in the interest of the Demerged Company, its shareholders, creditors and all concerned stakeholders. On such reduction, the books of the Demerged Company would present a fair representation of its financial position.

3.3. The proposed Scheme is in the interest of the equity shareholders of the Company, and it is not detrimental to the interest of other stakeholders.

4. BACKGROUND OF THE COMPANIES

4.1. Particulars of the Demerged Company

- 4.1.1. Indiannica Learning Private Limited ("**Demerged Company**") is a private limited company, incorporated under the provisions of the Companies Act, 1956 (and an existing Company under the provisions of the Companies Act, 2013) on 10th June 1998 under the name and style of "Encyclopaedia Britannica (India) Private Limited". The name of the Demerged Company was subsequently changed to "Indiannica Learning Private Limited" vide fresh certificate of incorporation consequent to change of name dated 07th April 2017 issued by the Registrar of Companies, Delhi. The Demerged Company is a wholly owned subsidiary of the Resulting Company. The CIN of the Company is U22110MH1998PTC461209.
- 4.1.2. The registered office of the Demerged Company has recently been shifted from A-36, 2nd Floor, Mathura Road, Mohan Cooperative Industrial Estate, South Delhi, Delhi- 110044 to Floor G -2, Plot 435, Navneet Bhavan, Baburao Parulekar Marg, Bhawani Shankar Road, Dadar (West), Mumbai - 400028, Maharashtra, India w.e.f. 26th October 2025. The permanent account number of the Demerged Company is AAACE7475L and email address is accounts@indiannica.com.
- 4.1.3. The main objects of the Demerged Company are set out in the Memorandum of Association. They are briefed as under:
- i. To author, edit, print, publish and bind in India and to distribute and market both in and outside India certain published works in both printed and electronic form (Published Works)
 - ii. To collect, collate and research materials and to author and edit such and other materials and to produce, bind, publish, sell, import and distribute in and outside India the Published Works including, without limitation, high quality reference and educational products ranging from encyclopedias on various subjects, books and journals on various topics such as, by way of example, geography, history, sports, maps and atlases, lexicographical works, books on language and dictionaries, works for children.
 - iii. To translate the Published Works or Other Published Works of Encyclopedia Britannica Inc. and/or any of its group or associated companies both from and into Indian local languages.
 - iv. To produce the Published Works in electronic form including on CD-ROMs, online and in other electronic forms, as desired by the company.
- 4.1.4. The shares of the Demerged Company are not listed on any stock exchange.

4.1.5. The authorized, issued, subscribed and paid-up share capital of the Demerged Company is as under:

Particulars	Amount (in INR)
Authorized Share Capital	
7,60,00,000 equity shares of INR 10/- each	76,00,00,000
4,90,00,000 0% Optionally Convertible Preference Shares (OCPS) of INR 10/- each	49,00,00,000
Total	1,25,00,00,000
Issued, Subscribed and Paid-up Share Capital	
6,93,51,063 equity shares of INR 10/- each	69,35,10,630
4,90,00,000 0% Optionally Convertible Preference Shares (OCPS) of INR 10/- each	49,00,00,000
Total	1,18,35,10,630

4.1.6. The latest audited financial statements of the Company have been audited for the financial year ended on 31st March 2025, is annexed hereto as "Annexure 2".

4.1.7. The details of promoters and directors of the Company as on date of this notice along with their addresses are mentioned herein below:

Sr. No.	Name	Designation/Category	Address
Promoter & Promoter Group			
1.	Navneet Education Limited	Promoter	Navneet Bhavan, Bhavani Shankar Road, Near Shardasharan Society, Dadar (West), Mumbai - 400028
Directors			
1.	Anil Dungarshi Gala	Executive Director	Lakheni', 23 rd Floor, K. M. Munshi Marg, Chowpatty, Mumbai - 400007.
2.	Sanjeev Jitendra Gala	Executive Director	Lakheni', 13 th Floor, K. M. Munshi Marg, Chowpatty, Mumbai - 400007.
3.	Amit Kalyanji Gala	Managing Director	A/260, Veda CHS, Eknathghadi Marg, Parel Village, Po-Parel, Mumbai - 400012.
4.	Dr Yasho Verdhan Verma	Non-Executive and Independent Director	B-82, Sector 50, Noida, Uttar Pradesh - 201301
5.	Raju Harakhchand Gala	Executive Director	23, Basant Bahar - I, Umiya Mata Mandir Lane, Near Sterling City Club, Purshottam Nagar, Bopal, Ahmedabad - 380058.

4.2. Particulars of the Resulting Company

- 4.2.1. Navneet Education Limited ("**Resulting Company**") is a public limited company, incorporated under the provisions of the Companies Act, 1956 (and an existing Company under the provisions of the Companies Act, 2013) on 18th September 1984 under the name and style of "Bookwing Publications & Trading Company Limited". The name of the Company was subsequently changed to "Navneet Publications (India) Limited" vide fresh certificate of incorporation consequent to change of name dated 22nd November 1991 issued by the Registrar of Companies, Bombay. The name of the Resulting Company was further changed to Navneet Education Limited vide fresh certificate of incorporation consequent to change of name dated 27th August 2013 issued by the Registrar of Companies, Mumbai. The equity shares of the Resulting Company are listed on BSE Limited and National Stock Exchange of India Limited. The CIN of the Company is L22200MH1984PLC034055.
- 4.2.2. The registered office of Resulting Company is situated at Navneet Bhavan, Bhavani Shankar Road, Near Shardasharan Society, Dadar (West), Mumbai – 400028, Maharashtra, India. The permanent account number of the Resulting Company is AAACN1243K and email address is secretarial@navneet.com.
- 4.2.3. The main objects of the Resulting Company are set out in the Memorandum of Association. They are briefed as under:
- i. To carry on the business as proprietors, printers and publishers of educational books, newspapers, journals, magazines, other literary works and as stationers, book-sellers, binders, electrotypers, phototype-setters, block-printers, silk-screen printers, multi-colour offset printers of account books, note-books, continuous stationery, files, playing cards and greeting cards, printing and writing inks.
 - ii. To establish, set up, organize, maintain, support, assist, create and distribute quality educative contents applicable through electronic medium, conducting training classes, educational institutions, organize educational programmes through electronic medium, design, develop, distribute, alter, remodel, install, market, support websites, internet related products or otherwise deal in computer software programme, hardware, multimedia based systems and solutions and to provide customized solutions on a project and / or contract basis relating to education field.
 - iii. To carry on the business of both formal and informal education to train students in both India and abroad for various educational programs including training for all competitive examinations as well, research and development of products and teaching aids to supplement education in K-12 and higher studies. Provide tutoring services, digital content, physical books, study notes, online and paper-based assessment. To enhance education by developing products using latest technology tools using different mediums including internet, satellite, television, mobiles and tablet pcs.
 - iv. To carry on the business of both formal and informal education. to train students in both India and abroad for various educational programs including training for all competitive examinations including but not limited to CAT and other MBA entrance examinations, CET,

AIEEE, IIT-JEE & other engineering and medical entrance examinations, IAS, IPS & other civil service examinations, CSAT, GRE, CRT, GMAT, SAT etc. To develop the business of e-learning for all educational programs as well, research and development of products and teaching aids to supplement education in K-12 and higher studies. To enhance education by developing products using latest technology tools using different mediums including internet, satellite, television, mobiles and tablet pcs. To provide classes both through franchising and self-owned centers.

- v. To carry on the business of e-learning and education in India and/or abroad in all fields of software, hardware and marketing, developing or any other related activity required for any educational, research purpose and any other purpose that may be otherwise specified and to market software related to the business of e-learning and education on behalf of itself and other companies and to carry out consultancy projects in the areas of e-learning, education and technology. To carry on the business of e-learning & e-commerce relating to web site and network designing and architecture development of intelligent web pages and web enabled application, to provide business related information services through the internet and offer internet solutions to clients using emerging technologies, offer e-learning operation solutions, commercial and business advisory models/ aid to all business activities through the medium of internet trading web site creations setting up domain name and registration, develop design on solutions and application in all ecommerce spheres and areas, provide applications services and technologies in the field of graphic designing, multimedia, animation war games, and virtual realities, interactive training stimulators and print/ CD Rom based content.

4.2.4. The shares of the Resulting Company are listed on any stock exchange.

4.2.5. The authorized, issued, subscribed and paid-up share capital of the Resulting Company is as under:

Particulars	Amount (in INR)
Authorized Share Capital	
39,82,97,500 equity shares of INR 2/- each	79,65,95,000
3,40,500 6% Redeemable Non-cumulative Preference Shares (RNCPS) of INR 10/- each	34,05,000
Total	80,00,00,000
Issued, Subscribed and Paid-up Share Capital	
22,12,13,181 equity shares of INR 2/- each	44,24,26,362
Total	44,24,26,362

4.2.6. The latest annual financial statements of the Resulting Company have been audited for the financial year ended on 31st March 2025. Further, the copy of the unaudited financial results along with the limited review report for the quarter and nine months ended on 31st December 2025, is annexed hereto as "**Annexure 3**".

4.2.7. The details of promoters and directors of the Resulting Company as on date of this notice along with their addresses are mentioned herein below:

Sr. No.	Name	Designation/Cat egory	Address
Promoter & Promoter Group			
1.	Bipin Amarchand Gala	Promoter	Lakheni', 19 th Floor, K. M. Munshi Marg, Chowpatty, Mumbai - 400007
2.	Bipin A Gala	Promoter	Lakheni', 19 th Floor, K. M. Munshi Marg, Chowpatty, Mumbai - 400007
3.	Kalpesh H Gala	Promoter	24, Basant Bahar - I, Umiya Mata Mandir Lane, Near Sterling City Club, Purshottam Nagar, Bopal, Ahmedabad - 380058
4.	Gnanesh Dungarshi Gala	Promoter	Iora Building, Floor No.40, Tukaram Javaji Marg, Tardeo, Mumbai - 400007
5.	Sandeep S Gala	Promoter	32 D Basant Bahar, Bunglows 1, Basant Bahar Club Road, Nr Umiya Mata Mandir Temple, Bhopal, Ahmedabad - 380058.
6.	Sanjeev J Gala	Promoter	Lakheni', 13 th Floor, K. M. Munshi Marg, Chowpatty, Mumbai - 400007
7.	Shailendra J Gala	Promoter	2107 Casa Grande, 249 Senapati Bapat Marg, Opp. Pennisula Corporate Park, Lower Parel, Mumbai - 400013.
8.	Anil Dungarshi Gala	Promoter	Lakheni', 23 rd Floor, K. M. Munshi Marg, Chowpatty, Mumbai - 400007.
9.	Ketan B Gala	Promoter	Lakheni', 19 th Floor, K. M. Munshi Marg, Chowpatty, Mumbai - 400007
10.	Raju H Gala	Promoter	23, Basant Bahar - I, Umiya Mata Mandir Lane, Near Sterling City Club, Purshottam Nagar, Bopal, Ahmedabad - 380058.
11.	Devish Gnanesh Gala	Promoter	Iora Building, Floor No.42, Tukaram Javaji Marg, Tardeo, Mumbai - 400007
12.	Manjulaben J Gala	Promoter	Lakheni', 13 th Floor, K. M. Munshi Marg, Chowpatty, Mumbai - 400007
13.	Priti Gnanesh Gala	Promoter	Iora Building, Floor No.40, Tukaram Javaji Marg, Tardeo, Mumbai - 400007
14.	Sangita Raju Gala	Promoter	23, Basant Bahar - I, Umiya Mata Mandir Lane, Near Sterling City Club, Purshottam Nagar, Bopal, Ahmedabad - 380058.
15.	Bhairaviben Anil Gala	Promoter	Lakheni', 23 rd Floor, K. M. Munshi Marg, Chowpatty, Mumbai - 400007.
16.	Harshil Anil Gala	Promoter	Lakheni', 23 rd Floor, K. M. Munshi Marg, Chowpatty, Mumbai - 400007.

17.	Darsha Dilip Sampat	Promoter	A/1903 Casa Grande, 249 Senapati Bapat Marg, Opp. Pennisula Corporate Park, Lower Parel, Mumbai - 400013.
18.	Vimlaben S Gala	Promoter	32 D Basant Bahar, Bunglows 1, Basant Bahar Club Road, Nr Umiya Mata Mandir Temple, Bhopal, Ahmedabad - 380058.
19.	Jayshree Jaisinh Sampat	Promoter	A/1903 Casa Grande, 249 Senapati Bapat Marg, Opp. Pennisula Corporate Park, Lower Parel, Mumbai - 400013
20.	Archit R Gala	Promoter	23, Basant Bahar - I, Umiya Mata Mandir Lane, Near Sterling City Club, Purshottam Nagar, Bopal, Ahmedabad - 380058.
21.	Bipin A. Gala (Huf)	Promoter	Lakheni', 19 th Floor, K. M. Munshi Marg, Chowpatty, Mumbai - 400007
22.	Shaan Sandeep Gala	Promoter	32 D Basant Bahar, Bunglows 1, Basant Bahar Club Road, Nr Umiya Mata Mandir Temple, Bhopal, Ahmedabad - 380058.
23.	Kanchan Navinchandra Shah	Promoter	85 -Basant Bahar, Umiya Mata Mandir, Bopal, Ahmedabad - 380058
24.	Parth Sandeep Gala	Promoter	32 D Basant Bahar, Bunglows 1, Basant Bahar Club Road, Nr Umiya Mata Mandir Temple, Bhopal, Ahmedabad - 380058.
25.	Bipin Amarchand Gala	Promoter	Plot No - 435, Baburao Parulekar Marg, Near Shardashram Society, Dadar (West), Mumbai -400028
26.	Chandni Ketan Gala	Promoter	Lakheni', 19 th Floor, K. M. Munshi Marg, Chowpatty, Mumbai - 400007
27.	Karishma Ketan Gala	Promoter	Lakheni', 19 th Floor, K. M. Munshi Marg, Chowpatty, Mumbai - 400007
28.	Pooja K Gala	Promoter	Lakheni', 19 th Floor, K. M. Munshi Marg, Chowpatty, Mumbai - 400007
29.	Rupal Hiren Shah	Promoter	Bungalow No-19, Basant Bahar-3, Opp - Kabir Enclave, Near Sainath Hospital, Ghuma, Ahmedabad -380058
30.	Jigna Nilesh Shah	Promoter	32 - Kesar Kunj Gulab Society, Near Rasraj Hotel, K. D. Road, Vile Parle West, Mumbai - 400056.
31.	Anil D. Gala (Huf)	Promoter	Navneet Bhavan, Bhavani Shankar Road, Dadar (West), Mumbai -400028
32.	Harakhchand Nanji Shah	Promoter	19 - Satyakam Society, Nehru Nagar, Ambawadi, Ahmedabad-380015
33.	Dilip Chatrabhuj Sampat	Promoter	A/1903 Casa Grande, 249 Senapati Bapat Marg, Opp. Pennisula Corporate Park, Lower Parel, Mumbai - 400013.

34.	Jaisinh Kanji Sampat	Promoter	A/1903 Casa Grande,249 Senapati Bapat Marg, Opp. Pennisula Corporate Park, Lower Parel, Mumbai – 400013
35.	Henal Tanay Mehta	Promoter	F-9, Triveni , 66 Walkeshwar Road, Mumbai - 400066
36.	Jaini Priyank Shah	Promoter	8-Laxmi Mahal, Bomanji Petit Road, Breach Candy, Cumballa Hill, Mumbai – 400026.
37.	Mita Manoj Savla	Promoter	35/36 Vasant Bahar Bunglows, Bopal, Tal – Dascroi, Ahmedabad -380058
38.	Stuti K Gala	Promoter	24, Basant Bahar - I, Umiya Mata Mandir Lane, Near Sterling City Club, Purshottam Nagar, Bopal, Ahmedabad - 380058
39.	Aditya Sanjeev Gala	Promoter	Lakheni',13 th Floor, K. M. Munshi Marg, Chowpatty, Mumbai – 400007
40.	Siddhant S Gala	Promoter	2107 Casa Grande,249 Senapati Bapat Marg, Opp. Pennisula Corporate Park, Lower Parel, Mumbai – 400013.
41.	Shah Rekha Kiritbhai	Promoter	A-110, 10 th Floor, Aalay Apartment, Vijay Cross Road, Navrangpura, Ahmedabad - 380009
42.	Anushka Kalpesh Gala	Promoter	24, Basant Bahar - I, Umiya Mata Mandir Lane, Near Sterling City Club, Purshottam Nagar, Bopal, Ahmedabad - 380058
43.	Amrutlal Nanji Shah	Promoter	C/502 Prestige Towers, Nr Himadri Apts, Nr Judges Bunglows, Vastrapur Ahmedabad- 380015
44.	Manav Shailendra Gala	Promoter	2107 Casa Grande,249 Senapati Bapat Marg, Opp. Pennisula Corporate Park, Lower Parel, Mumbai – 400013.
45.	Manisha Shailendra Gala	Promoter	2107 Casa Grande,249 Senapati Bapat Marg, Opp. Pennisula Corporate Park, Lower Parel, Mumbai – 400013.
46.	Jasmine S Gala	Promoter	Lakheni',13 th Floor, K. M. Munshi Marg, Chowpatty, Mumbai – 400007
47.	Shaan Realtors Private Limited	Promoter Group	Plot No -435, Baburao Parulekar Marg, Near Shardashram Society, Dadar (West), Mumbai -400028
Directors			
1.	Raju Harakhchand Gala	Joint Managing Director and Executive Director	23, Basant Bahar - I, Umiya Mata Mandir Lane, Near Sterling City Club, Purshottam Nagar, Bopal, Ahmedabad - 380058.
2.	Anil Dungalshi Gala	Executive Director	Lakheni', 23 rd Floor, K. M. Munshi Marg, Chowpatty, Mumbai – 400007.

3.	Krishnamurthy Ilango Viswanathan	Non-Executive Independent Director	Flat No. 206, Varun Sargam Villa, Raj Bhavan Road, Somajiguda, Hyderabad, Telangana - 500082
4.	Shailendra Jitendrabhai Gala	Executive Director	2107 Casa Grande, 249 Senapati Bapat Marg, Opp. Pennisula Corporate Park, Lower Parel, Mumbai - 400013.
5.	Gnanesh Dungarshi Gala	Managing Director and Executive Director	Iora Building, Floor No.40, Tukaram Javaji Marg, Tardeo, Mumbai - 400007
6.	Anil Swarup	Non-Executive Non- Independent Director	Apartment Number 2202, Imperial Court 3, Jaypee Wishtown, Sector 128, Gautam Buddha Nagar, Noida, Uttar Pradesh - 201304
7.	Kamlesh Shivji Vikamsey	Chairman and Non-Executive Non- Independent Director	Kalpataru Habitat, Tower A-194, Dr.S.S. Rao Road, Behind Piramal Income Tax Office, Parel, Mumbai - 400012
8.	Drushti Rahul Desai	Non-Executive Independent Director	10 N Chheda Sadan, 115 - Backbay Reclamation, B/H Eros Cinema, Churchgate, Mumbai - 400020
9.	Hemal Madhubhai Patel	Non-Executive Independent Director	5 - Gala Villa Lotus, Gokul Dham Sanand Highway, Ahmedabad - 382210
10.	Nirma Anil Bhandari	Non-Executive Independent Director	33 -Vaikunth Society, Lallubhai Park Road, Andheri (West), Mumbai -400058
11.	Dilip Chatrabhuj Sampat	Executive Director	A/1903 Casa Grande, 249 Senapati Bapat Marg, Opp. Pennisula Corporate Park, Lower Parel, Mumbai - 400013

5. SALIENT FEATURES OF THE SCHEME INCLUDING APPOINTED DATE AND EFFECTIVE DATE

The salient features of the Scheme are, inter-alia, as stated below. The capitalized terms used herein shall have the same meaning as prescribed in the Scheme:

- 5.1. The Scheme provides for the Demerger of Publishing Business i.e. Demerged Undertaking of Demerged Company into Resulting Company and capital reduction of the Demerged Company.
- 5.2. Upon the Scheme becoming effective, the whole of the Demerged Undertaking as on the Appointed Date shall stand demerged from the Demerged Company, without any further act, instrument or deed stand transferred to and shall vest in or be deemed to have been transferred to and vested in the Resulting Company as a going concern.
- 5.3. The "Appointed Date" shall mean 01st April 2025, or such other date(s) as may be fixed by the Hon'ble NCLT or such other Appropriate Authority may approve.
- 5.4. The Scheme shall become effective from the Appointed Date but shall be operative from the Effective Date.
- 5.5. Upon the Scheme becoming effective, no shares of the Resulting Company shall be issued or allotted to the Resulting Company in lieu of Resulting Company's holding in the Demerged Company.

Note: The above details are the salient features of the Scheme. The equity shareholders are requested to read the entire text of the Scheme annexed hereto to get fully acquainted with the provisions thereof.

6. RELATIONSHIP SUBSISTING BETWEEN THE COMPANIES TO THE SCHEME:

- 6.1. The Demerged Company is a wholly-owned subsidiary of the Resulting Company.

7. BOARD APPROVALS

- 7.1. The Board of Directors of the Demerged Company at its Board Meeting held on Thursday, 08th January 2026, by resolution passed unanimously approved the Scheme, as detailed below:

Name of Director	Voted in favour/ against/ did not participate or vote
Anil Dungarshi Gala	Favour
Sanjeev Jitendra Gala	Favour
Amit Kalyanji Gala	Favour
Dr Yasho Verdhan Verma	Favour
Raju Harakhchand Gala	Favour

7.2. The Board of Directors of the Resulting Company at its Board Meeting held on Thursday, 08th January 2026, by resolution passed unanimously approved the Scheme, as detailed below:

Name of Director	Voted in favour/ against/ did not participate or vote
Raju Harakhchand Gala	Favour
Anil Dungarshi Gala	Favour
Krishnamurthy Ilango Viswanathan	Favour
Shailendra Jitendrabhai Gala	Favour
Gnanesh Dungarshi Gala	Favour
Anil Swarup	Favour
Kamlesh Shivji Vikamsey	Favour
Drushti Rahul Desai	Favour
Hemal Madhubhai Patel	Absent
Nirma Anil Bhandari	Favour
Dilip Chatrabhuj Sampat	Favour

8. INTEREST OF DIRECTORS, KEY MANAGERIAL PERSONNEL (KMPs) AND THEIR RELATIVES

8.1. None of the Directors, KMPs (as defined under the Act and rules framed thereunder) of the Company and their respective relatives (as defined under the Act and rules framed thereunder) have any interest in the Scheme except to the extent of their shareholding in the Company, if any.

9. EFFECT OF SCHEME ON STAKEHOLDERS

The effect of the Scheme on various stakeholders is summarized below:

9.1. Shareholders, Key Managerial Personnel, Promoter and Non-Promoter Shareholders:

There will be no change in the economic interest of the equity shareholders (promoter and public shareholders) of the Company, before and after Scheme.

None of the KMPs of the Company have any interest in the Scheme except to the extent of the equity shares held by them, if any, in the Company. There shall be no effect of the Scheme on KMPs of the Company, pursuant to the Scheme.

The reports adopted by the Board of Directors of the Demerged Company and the Resulting Company, pursuant to the provisions of Section 232(2)(c) of the Act are annexed herewith as "**Annexure 4**" and "**Annexure 5**", respectively.

9.2. Directors:

Upon the Scheme becoming effective there will be no change in rights and interest of directorship of the Demerged Company and the Resulting Company.

9.3. Employees:

Upon the Scheme becoming effective, all employees of the Demerged Undertaking of the Demerged Company in service on the Effective Date, if any, shall become employees of the Resulting Company on such date without any break or interruption in service and on terms and conditions as to remuneration not less

favorable than those subsisting with reference to the Demerged Company as on the said date.

9.4. Debenture holders:

The Demerged Company and Resulting Company have not issued any debentures and accordingly have not appointed any debenture trustee.

9.5. Depositors and Deposit Trustees:

The Demerged Company and Resulting Company have not taken any deposits within the meaning of the Act and Rules framed thereunder and accordingly have not appointed any deposit trustee.

9.6. Creditors:

Upon the Scheme becoming effective, the creditors of the Demerged Undertaking of the Demerged Company will become creditors of the Resulting Company and there will be no reduction in the claims of the creditors of the Demerged Undertaking of the Demerged Company on account of the Scheme and will be paid in the ordinary course of business as and when their dues are payable. There is no likelihood that the creditors would be prejudiced in any manner as a result of the Scheme being sanctioned.

The Scheme does not involve any compromise or arrangement with the creditors. The creditors of the Resulting Company will continue to be creditors on the same terms and conditions, as before. The rights of the creditors of the Resulting Company shall not be adversely affected by the Scheme.

10. INVESTIGATION OR PROCEEDINGS, IF ANY, PENDING AGAINST THE COMPANY UNDER THE ACT

10.1. There are no proceedings pending under Sections 210 to 227 of the Act against the Demerged Company and the Resulting Company.

11. AMOUNTS DUE TO UNSECURED CREDITORS

11.1. The amount due to unsecured creditors by the Demerged Company and the Resulting Company as on 31st October 2025 is as follows:

Particular	Amount in INR (Crores)
Demerged Company	7.96
Resulting Company	27.37

12. DETAILS OF CAPITAL OR DEBT RESTRUCTURING, IF ANY

12.1. The Demerged Company has a debit balance in its reserves of INR 1,26,77,45,948 as on 31st March 2025 and has an equity share capital of INR 69,35,10,630 divided into 6,93,51,063 equity shares of INR 10/- each and a preference share capital of INR 49,00,00,000 divided into 4,90,00,000 0% optionally convertible preference shares (OCPS) of INR 10/- each and a securities premium of INR 21,06,05,682 as on 31st March 2025. It is proposed that the Demerged Company undertakes financial restructuring in order to right size its balance sheet and reduce its equity share capital, preference share capital and securities premium by eliminating the debit balance in reserves to the extent of INR 1,26,77,45,942.

- 12.2. Such reduction of share capital of the Demerged Company as provided above shall be effected as an integral part of the Scheme and the orders of the Hon'ble NCLT sanctioning the Scheme shall be deemed to be an order under Section 66 of the Act confirming the reduction and no separate procedure under Section 66 of the Act is required to be followed.
- 12.3. The Demerged Company shall not be required to add the words "*and reduced*" as a suffix to its name consequent upon such reduction.

13. VALUATION REPORT AND FAIRNESS OPINION

- 13.1. Valuation report and fairness opinion are not required as there is no change in the shareholding pattern of the Resulting Company. Since, the Demerged Company is a wholly owned subsidiary of the Company, no shares will be issued and allotted by the Company pursuant to demerger. The equity shareholders of the Company will continue to remain beneficial owners of the Company in the same proportion in which they held equity shares in the Company prior to demerger.

14. PRE / POST SCHEME SHAREHOLDING PATTERN

- 14.1. Upon the Scheme becoming effective, the share capital of the Demerged Company shall be reduced as mentioned in Para 12 as mentioned above.
- 14.2. Upon the Scheme becoming effective, there will be no change in the shareholding pattern of the Resulting Company.

15. AUDITORS CERTIFICATE OF CONFORMITY OF ACCOUNTING TREATMENT IN THE SCHEME WITH ACCOUNTING STANDARDS

- 15.1. The certificate dated 07th January 2026, issued by N. A. Shah Associates LLP, Chartered Accountants, (ICAI Firm Registration No. 116560W/W100149), the Statutory Auditors of the Demerged Company confirmed that the accounting treatment mentioned in the Scheme is in accordance with generally accepted accounting principles in India. Copy of the said certificates is annexed herewith as "**Annexure 6**".
- 15.2. The certificate dated 07th January 2026, issued by N. A. Shah Associates LLP, Chartered Accountants, (ICAI Firm Registration No. 116560W/W100149), the Statutory Auditors of the Resulting Company confirmed that the accounting treatment mentioned in the Scheme is in accordance with the Indian Accounting Standards prescribed in Section 133 of the Act and other generally accepted accounting principles in India. Copy of the said certificates is annexed herewith as "**Annexure 7**".

16. APPROVALS AND INTIMATIONS IN RELATION TO THE SCHEME

- 16.1. The equity shares of the Company are listed on BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**"). Pursuant to Regulation 37(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is only required to file the Scheme with the stock exchanges, i.e., BSE and NSE, for the purpose of disclosure, since the arrangement is between the wholly owned subsidiary and its holding company.
- 16.2. A copy of the Scheme has been filed by the Company with the Registrar of Companies, Mumbai I.

16.3. The notice, along with the copy of the Scheme in the prescribed form, will be served to all concerned authorities in terms of the Hon'ble NCLT Order.

17.PARTIES INVOLVED IN SUCH COMPROMISE OR ARRANGEMENT

17.1. Following companies are involved in the Scheme:

- Indiannica Learning Private Limited
- Navneet Education Limited

18.DETAILS OF INSPECTION OF DOCUMENTS

18.1. Inspection of the following documents will be available to the equity shareholders of the Company at the registered office of the Company up to one day prior to the date of the meeting between 11:00 A.M. and 05:00 P.M. on all the working days (except Saturday and Sunday):

- i. Memorandum of Association and Articles of Association of the Demerged Company and the Resulting Company.
- ii. Audited Financial Statements of the Demerged Company as on 31st March 2025.
- iii. Audited Financial Statements including Consolidated Financial Statements of the Resulting Company as on 31st March 2025.
- iv. Copy of the Order of Hon'ble NCLT dated 24th April 2026 in pursuance to which the meeting is to be convened.
- v. Copy of the Scheme.
- vi. Copy of Company Scheme Application No. CA(CAA)/26/MB/2026.
- vii. The certificate issued by Statutory Auditor of the Demerged Company to the effect that the accounting treatment proposed in the Scheme is in conformity with Generally Accepted Accounting Principles in India;
- viii. The certificate issued by Statutory Auditor of the Resulting Company to the effect that the accounting treatment proposed in the Scheme is in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act and Generally Accepted Accounting Principles in India; and
- ix. Such other information or documents as the board or management believes necessary and relevant for making decisions for or against the Scheme.

19.Based on the above and considering the rationale and benefits, in the opinion of the Board, the Scheme will be of advantage to, beneficial and in the interest of the Company, its shareholders and other stakeholders and the terms thereof are fair and reasonable. The Board of Directors of the Company recommend the Scheme for approval of the equity shareholders.

Sd/-

Mr. Venkata Subba Rao

Chairperson appointed by the Hon'ble NCLT for the Meeting

Date: 14th May 2026

Place: Mumbai

Regd. Office:

Navneet Bhavan,
Bhavani Shankar Road,
Dadar (West), Mumbai- 400028
CIN: L22200MH1984PLC034055
E-mail ID: secretarial@navneet.com

COMPOSITE SCHEME OF ARRANGEMENT

**(UNDER SECTION 230 TO 232 AND SECTION 66 AND OTHER APPLICABLE
PROVISIONS OF THE COMPANIES ACT, 2013)**

BETWEEN

INDIANNICA LEARNING PRIVATE LIMITED

("Demerged Company")

AND

NAVNEET EDUCATION LIMITED

("Resulting Company")

AND

THEIR RESPECTIVE SHAREHOLDERS



A. PREAMBLE

This Scheme is presented as an integrated and complete Composite Scheme of Arrangement under Sections 230 to 232, Section 66 and other relevant provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) for:

- (a) Demerger of Demerged Undertaking of Indiannica Learning Private Limited (“ILPL”) into Navneet Education Limited (“NEL”); and
- (b) Reduction of equity share capital, preference share capital and securities premium of Indiannica Learning Private Limited.

B. DESCRIPTION OF THE COMPANIES

(a) Indiannica Learning Private Limited

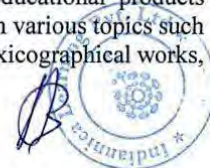
Indiannica Learning Private Limited (“the Demerged Company” or “ILPL”) (CIN: U22110MH1998PTC461209) is a private limited company, incorporated under the provisions of the Companies Act, 1956 (and an existing Company under the provisions of the Companies Act, 2013) on 10th June 1998 under the name and style of “Encyclopaedia Britannica (India) Private Limited”. The name of the Company was subsequently changed to “Indiannica Learning Private Limited” vide fresh certificate of incorporation consequent to change of name dated 07th April, 2017 issued by the Registrar of Companies, Delhi. The registered office of ILPL is situated at Floor G -2, Plot 435, Navneet Bhavan, Baburao Parulekar Marg, Bhawani Shankar Road, Dadar (West), Mumbai 400028. ILPL is a wholly owned subsidiary of Resulting Company.

ILPL is primarily engaged in the following businesses:

- i. Publishing: Business of publishing, marketing, and distribution of educational books and related printed material, including but not limited to textbooks, workbooks and reference books for CBSE and ICSE curriculum. The publishing business includes content creation, design & editing which is undertaken by ILPL (“**Publishing Business**” or “**Demerged Undertaking**”);
- ii. Digital Products and Trading (“**Digital Products and Trading Business**”):
 - Business of acquiring licenses of digital products like educational software solutions from various licensors or vendors. ILPL thereafter sells such licenses to various Indian customers; and
 - Trading of printed educational books and related materials by purchasing from vendors and the subsequent sale to various customers.

The main objects of the Demerged Company are:-

1. To author, edit, print, publish and bind in India and to distribute and market both in and outside India certain published works in both printed and electronic form (Published Works)
2. To collect, collate and research materials and to author and edit such and other materials and to produce, bind, publish, sell, import and distribute in and outside India the Published Works including, without limitation, high quality reference and educational products ranging from encyclopedias on various subjects, books and journals on various topics such as, by way of example, geography, history, sports, maps and atlases, lexicographical works, books on language and dictionaries, works for children.



3. To translate the Published Works or Other Published Works of Encyclopedia Britannica Inc. and/or any of its group or associated companies both from and into Indian local languages.
4. To produce the Published Works in electronic form including on CD-ROMs, online and in other electronic forms, as desired by the company.

(b) Navneet Education Limited

Navneet Education Limited (“the Resulting Company” or “NEL”) (CIN: L22200MH1984PLC034055) is a public limited company, incorporated under the provisions of the Companies Act, 1956 (and an existing Company under the provisions of the Companies Act, 2013) on 18th September 1984 under the name and style of “Bookwing Publications & Trading Company Limited”. The name of the Company was subsequently changed to “Navneet Publications (India) Limited” vide fresh certificate of incorporation consequent to change of name dated 22nd November, 1991 issued by the Registrar of Companies, Bombay. The name of the Resulting Company was further changed to Navneet Education Limited vide fresh certificate of incorporation consequent to change of name dated 27th August, 2013 issued by the Registrar of Companies, Mumbai. The registered office of NEL is situated at Navneet Bhavan, Bhavani Shankar Road, Near Shardasharan Society, Dadar (West), Mumbai – 400028, Maharashtra, India. The equity shares of the Resulting Company are listed on BSE Limited and the National Stock Exchange of India Limited. NEL is India’s leading educational book publisher focused on State board curriculum, publications on various entrance exams and CBSE curriculum. NEL is engaged in publishing books and learning aids from kindergarten up to the 12th grade and few entrance exams publications and also has a stationery business focused on the Indian as well as overseas markets. In addition to this, NEL is also engaged in Edtech business and provides various learning functions via softwares and digital platforms to schools, tutors and coaching institutes.

The main objects of the Resulting Company are:-

1. To carry on the business as proprietors, printers and publishers of educational books, newspapers, journals, magazines, other literary works and as stationers, book-sellers, binders, electrotypers, phototype-setters, block-printers, silk-screen printers, multi-colour offset printers of account books, note-books, continuous stationery, files, playing cards and greeting cards, printing and writing inks.
2. To establish, set up, organize, maintain, support, assist, create and distribute quality educative contents applicable through electronic medium, conducting training classes, educational institutions, organize educational programmes through electronic medium, design, develop, distribute, alter, remodel, install, market, support websites, internet related products or otherwise deal in computer software programme, hardware, multimedia based systems and solutions and to provide customized solutions on a project and / or contract basis relating to education field.
3. To carry on the business of both formal and informal education to train students in both India and abroad for various educational programs including training for all competitive examinations as well, research and development of products and teaching aids to supplement education in K-12 and higher studies. Provide tutoring services, digital content, physical books, study notes, online and paper-based assessment. To enhance education by developing products using latest technology tools using different mediums including internet, satellite, television, mobiles and tablet pcs.
4. To carry on the business of both formal and informal education. to train students in both India and abroad for various educational programs including training for all competitive examinations including but not limited to CAT and other MBA entrance examinations, CET, AIEEE, IIT & other engineering and medical entrance examinations, IAS, IPS



& other civil service examinations, CSAT, GRE, CRT, GMAT, SAT etc. To develop the business of e-learning for all educational programs as well, research and development of products and teaching aids to supplement education in K-12 and higher studies. To enhance education by developing products using latest technology tools using different mediums including internet, satellite, television, mobiles and tablet pcs. To provide classes both through franchising and self-owned centers.

5. To carry on the business of e-learning and education in India and/or abroad in all fields of software, hardware and marketing, developing or any other related activity required for any educational, research purpose and any other purpose that may be otherwise specified and to market software related to the business of e-learning and education on behalf of itself and other companies and to carry out consultancy projects in the areas of e-learning, education and technology. To carry on the business of e-learning & e-commerce relating to web site and network designing and architecture development of intelligent web pages and web enabled application, to provide business related information services through the internet and offer internet solutions to clients using emerging technologies, offer e-learning operation solutions, commercial and business advisory models/ aid to all business activities through the medium of internet trading web site creations setting up domain name and registration, develop design on solutions and application in all ecommerce spheres and areas, provide applications services and technologies in the field of graphic designing, multimedia, animation war games, and virtual realities, interactive training stimulators and print/ CD Rom based content.

C. RATIONALE FOR THE COMPOSITE SCHEME OF ARRANGEMENT:

Over the past decades Navneet Education Limited has charted an amazing journey and it has emerged as the pioneers of providing educational curricula designed especially for the K-12 segment and beyond. NEL has expanded their offerings from traditional publishing to cutting-edge digital solutions, enhancing education through technology and content creation.

As a part of consolidation efforts along with an aim to ensure a seamless blend of traditional print and progressive digital platforms and a simplified group business structure, it is proposed to demerge the Demerged Undertaking of the Demerged Company into Resulting Company for *inter alia* following benefits:

(a) Demerger of Publishing Business i.e. Demerged Undertaking of Demerged Company into Resulting Company:

1. The Resulting Company is engaged in the business of publishing educational books and learning aids in K-12 and beyond for various educational boards since the past several decades and has been built on a strong legacy of development. The Publishing Business of the Demerged Company which is focused on the CBSE and ICSE curriculum is complimentary in nature and will help in consolidation of publishing business in a single entity.
2. The Resulting Company enjoys a strong brand visibility and leadership in educational content and accordingly the Scheme ensures the consolidated business (i.e. business of Resulting Company along with Publishing Business of Demerged Company) will have a greater reach to its customers and deepen its presence in the market through its offerings.
3. The consolidation of the publishing businesses of Demerged Company and Resulting Company enables a seamless integration of content creation and technological development teams.



4. Availability of experienced human resources and financial capital at the Resulting Company can significantly aid in achieving growth and economies of scale in the Publishing Business through synergetic benefits.
5. The Scheme will enable the Demerged Company to impart greater focus on the growth and development of the Digital Products and Trading Business being undertaken by it.
6. The proposed Scheme will enable Resulting Company to consolidate similar and complimentary businesses into a single company. This will enable Resulting Company with an opportunity to provide its offerings in a seamless manner to its customers. Further, this will also help Resulting Company to demonstrate its capability and provide competitive advantages vis-à-vis its competitors.
7. The proposed Scheme will help pool and combine finances and resources into one consolidated entity which will result in administrative and operations rationalization, organizational efficiencies, optimal utilization of various resources, reduction in overheads and other expenses and better compliances management.
8. The proposed Scheme will help the Resulting Company to achieve financial strength aiding in economies of scale, more focused operational efforts, standardization and simplification of business opportunities.
9. The proposed Scheme will reduce management overlaps and streamlining the organization structure of the Resulting Company and the proposed consolidation shall prevent cost duplication and will result in synergies in operations which would increase operational efficiencies and integration of business functions.
10. The proposed Scheme is commercially and economically viable, feasible, fair and reasonable and in the best interest of all the stakeholders and the persons connected with the aforesaid companies.
11. The Scheme shall reduce the related party transactions amongst the Companies.

(b) Capital reduction of the Demerged Company:

12. The Demerged Company has a debit balance in its retained earnings of INR 1,26,77,45,948 as on 31st March 2025 and has an equity share capital of INR 69,35,10,630 divided into 6,93,51,063 equity shares of Rs. 10/- each and a preference share capital of INR 49,00,00,000 divided into 4,90,00,000 0% optionally convertible preference shares (OCPS) of Rs. 10/- each and a securities premium of INR 21,06,05,682 as on 31st March 2025. It is considered necessary that the Demerged Company undertakes financial restructuring in order to right size its balance sheet and reduce its equity share capital, preference share capital and securities premium by eliminating the debit balance in retained earnings to the extent of INR 1,26,77,45,942.
13. The proposed reduction of equity share capital, preference share capital and securities premium is in the interest of the Demerged Company, its shareholders, creditors and all concerned stakeholders. On such reduction, the books of the Demerged Company would present a fair representation of its financial position.



This Composite Scheme of Arrangement is divided into the following parts, dealing with:-

Part I	Definitions and interpretation
Part II	Capital structure of the Companies
Part III	Date of taking effect and effective date
Part IV	Demerger of Demerged Undertaking of the Demerged Company into the Resulting Company
Part V	Reduction of share capital and securities premium of the Demerged Company
Part VI	General terms and conditions applicable to the Scheme

In addition to the above, the Scheme also provides for various other matters consequential or otherwise integral to it.

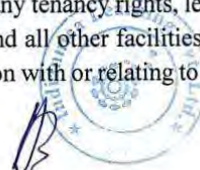


PART I – DEFINITIONS AND INTERPRETATION

1. DEFINITIONS

In this Scheme, unless repugnant to or inconsistent with the subject or context thereof, the following expression shall have the following meaning: -

- 1.1. “**Act**” or “**the Act**” means the Companies Act, 2013, the rules, regulations, orders and notifications made thereunder and will include any statutory modification, re-enactment or amendments thereof, for the time being in force;
- 1.2. “**Applicable Law**” means any applicable statute, notification, bye laws, rules, regulations, guidelines, rule of common law, policy, code, directives, ordinance, orders or instructions having the force of law enacted or issued by any Appropriate Authority, including any statutory modification or re-enactment thereof for the time being in force;
- 1.3. “**Appointed Date**” shall mean 01st April 2025, or such other date(s) as may be fixed by the Hon’ble Tribunal or such other Appropriate Authority may approve;
- 1.4. “**Appropriate Authority**” means any governmental agency, departmental or public body or authority, including Securities and Exchange Board of India, Stock Exchange(s), Registrar of Companies, Ministry of Corporate Affairs and the Regional Director;
- 1.5. “**Board**” or “**Board of Director(s)**” in relation to the Companies, means the board of director(s) of such Companies and shall include a duly constituted committee or individuals authorized for the purposes of matters pertaining to the arrangement, this Scheme and/or any other matter relating thereof, if any;
- 1.6. “**Companies**” collectively means the Demerged Company and the Resulting Company and a combination of both to this Scheme, as the context may require;
- 1.7. “**Demerger**” means the transfer and vesting of the Demerged Undertaking of the Demerged Company as a going concern into the Resulting Company by way of demerger and shall have the same meaning as defined under section 2(19AA) of the IT Act;
- 1.8. “**Demerged Undertaking**” means the Publishing Business of the Demerged Company on a going concern basis, together with all operations, allied activities, assets, properties, investments and liabilities of whatsoever nature and kind and wheresoever situated in relation to and pertaining to the said business, as on the Appointed Date, as decided by the Board of Directors, and shall include (without limitation):
 - 1.8.1. All assets being movable or immovable (if any), tangible or intangible, intellectual property rights, in possession or reversion, corporeal or incorporeal, present or contingent and including but without being limited to all fixed and movable plant and machinery, computers and accessories, software and related data, leasehold improvements, plant and machinery, offices (if any), vehicles, sundry debtors, inventory, furniture, fixtures, fittings, office equipment, deferred tax assets, tax credits (including but not limited to CGST, SGST, IGST and VAT), tax deferrals, advance tax credits, deferred tax assets, incentives or schemes of central/state/local governments, receivables and security receipts, all cash and bank balances, benefits of all agreements, current assets and other assets including any tenancy rights, lease arrangements, licenses whether recorded in books or not and all other facilities all permissions, approvals, consents, and sanctions in connection with or relating to the Publishing Business of the Demerged Company;



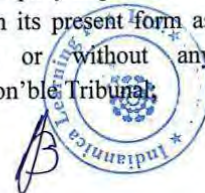
- 1.8.2. All the allocated debts, liabilities which directly and specifically arise out of the activities or operations of, duties, obligations and guarantees of the Publishing Business of the Demerged Company including the amounts of general or multi-purpose borrowings, if any, allocated to the said business, however, the same without detriment to the security for such borrowings to the lenders as it existed before the Scheme coming into effect;
- 1.8.3. Without prejudice to the generality of sub-clauses 1.8.1 and 1.8.2 above, the Demerged Undertaking, shall also include movable and immovable properties, if any, including benefits duties and obligations of all agreements, contracts and arrangements, authorities, allotments, approvals and consents, contracts, engagements, agreements, arrangements, titles, interest, benefits, tenancy rights, authorizations, quota rights, registered and unregistered trademarks, brands, goodwill, logos softwares, earnest money and /or security deposits, telephones, telex, facsimile and other communication facilities and equipment, rights and benefits of all agreements and all other interests, rights and powers of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits, if any, and approvals and all books of accounts, documents, records and all other assets relating to the Publishing Business of the Demerged Company, as identified and approved by the Board of the Demerged Company;
- 1.8.4. Any and all books, records, files, papers, product specifications and process information, records of standard operating procedures, computer programs along with their licenses, manuals and back-up copies, drawings, other manuals, data catalogues, quotations, sales and advertising materials, and other data and records whether in physical or electronic form related to the Publishing Business of the Demerged Company;
- 1.8.5. All employees that are determined by the Board of Directors of the Demerged Company to be substantially engaged in or relatable to the Publishing Business of the Demerged Company;
- 1.8.6. All intellectual property rights, copyrights, designs, patents, trademarks, trade names, brands, goodwill, logos, e-learning platform, domain names, service marks, files, papers, software licenses (whether proprietary or otherwise), software codes and algorithms, drawings, manuals, data, catalogues, quotations, sales and advertising material, lists of present and former customers, vendors and suppliers, customer credit information, customer pricing information and other customer information and other records and documents, whether physical or in electronic form relating to the Publishing Business of the Demerged Company; and
- 1.8.7. Any question that may arise as to whether a specific asset or liability pertains or does not pertain to the Demerged Undertaking or whether it arises out of the activities or operations of the Demerged Undertaking or not will be mutually decided by and between the Board of Directors of Demerged Company and Resulting Company.
- 1.9. **“Digital Products and Trading Business”** shall mean the business of acquiring and selling of licenses of digital products like educational software solutions and trading of educational books and related materials of the Demerged Company as referred to in Clause B(a)(ii) under Description of Companies mentioned in this Scheme above;



- 1.10. **“Effective Date”** means the last day of the dates on which the certified or authenticated copies of the orders of the Hon’ble Tribunal sanctioning the Scheme are filed with the Registrar of Companies by the Demerged Company and the Resulting Company. Any references in this Scheme to the “date of coming into effect of this Scheme” or “effectiveness of this Scheme” or “Scheme taking effect” shall mean the Effective Date; provided however, that such references shall not affect the deemed taking into effect of certain parts of this Scheme, whether prior to, or after, other parts of this Scheme, as specifically contemplated herein;
- 1.11. **“Encumbrance”** means any mortgage, pledge, equitable interest, assignment by way of security, conditional sales contract, hypothecation, right of other persons, claim, security interest, encumbrance, title defect, title retention agreement, voting trust agreement, interest, option, lien, charge, commitment, restriction or limitation of any nature whatsoever, including restriction on use, voting rights, transfer, receipt of income or exercise of any other attribute of ownership, right of setoff, any arrangement (for the purpose of, or which has the effect of, granting security), or any other security interest of any kind whatsoever, or any agreement, whether conditional or otherwise, to create any of the same and the term “Encumbered” shall be construed accordingly;
- 1.12. **“Government Authority”** shall mean any applicable central, state government or local government, legislative body, regulatory or administrative authority, agency or commission or any court, tribunal, board, bureau or instrumentality thereof or arbitration or arbitral body having jurisdiction;
- 1.13. **“IT Act”** means the Income-tax Act, 1961 and includes any statutory modification, re-enactment or amendment thereof from time to time and to the extent in force.

Reference to any section of the Income-tax Act, 1961 under this Scheme shall include reference to corresponding provisions of any amended or newly enacted law and the Scheme shall stand modified to the extent determined necessary to comply such amended provision of law or new legislation;

- 1.14. **“Publishing Business”** shall mean the business of publishing, marketing, and distribution of educational books and related printed material of the Demerged Company as referred to in Clause B(a)(i) under Description of Companies mentioned in this Scheme above.
- 1.15. **“Registrar of Companies”** shall mean the Registrar of Companies, Mumbai in relation to the Companies;
- 1.16. **“Remaining Business”** means all the businesses, assets and liabilities of the Demerged Company (including but not limited to Digital Products and Trading Business) post Demerger of Demerged Undertaking in accordance with Part IV;
- 1.17. **“Scheme” or “the Scheme” or “this Scheme” or “Composite Scheme of Arrangement”** means this Composite Scheme of Arrangement providing for (a) Demerger of Demerged Undertaking of Indiannica Learning Private Limited (**“the Demerged Company”**) and Navneet Education Limited (**“the Resulting Company”**) and their respective shareholders pursuant to the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and (b) Capital reduction of the Demerged Company as per Section 66 and other applicable provisions of the Companies Act, 2013 in its present form as submitted to the Hon’ble Tribunal for sanction, with or without any amendment/modifications approved or imposed or directed by the Hon’ble Tribunal;



- 1.18. “**SEBI**” shall mean the Securities and Exchange Board of India established under the Securities and Exchange Board of India Act, 1992;
- 1.19. “**SEBI Circular**” shall mean the circular issued by the SEBI, being SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June 2023 and any amendments thereof;
- 1.20. “**Stock Exchanges**” shall mean BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”);
- 1.21. “**Tribunal**” or “**NCLT**” shall mean the Hon’ble National Company Law Tribunal, Mumbai Bench as applicable or such other forum or authority as may be vested with any of the powers to sanction the present Scheme under the Act having jurisdiction in relation to the Companies as the context may admit.

2. INTERPRETATION

All terms and words not identified in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning prescribed to them under the Act and other Applicable Laws, rules, regulations, bye-laws, as the case may be or any statutory modification(s) or re-enactment(s) thereof for the time being in force.

References to clauses and recitals, unless otherwise provided, are to clauses and recitals of and to this Scheme.

The headings herein shall not affect the construction of this Scheme.

Unless the context otherwise requires:

- (i) the singular shall include the plural and vice versa, and references to one gender include all genders.
- (ii) references to a person includes any individual, association of persons, firm, body corporate (whether incorporated or not), government, state or agency of a state or any joint venture, association, partnership, works council or employee representatives’ body (whether or not having separate legal personality).
- (iii) reference to any law or to any provision thereof or to any rule or regulation promulgated thereunder includes a reference to such law, provision, rule or regulation as it may, from time to time, be amended, supplemented or re-enacted, or to any law, provision, rule or regulation that replaces it.



PART II – CAPITAL STRUCTURE OF THE COMPANIES

3. SHARE CAPITAL

- 3.1. The Authorized, Issued, Subscribed and Paid-up share capital of the Demerged Company as per the audited balance sheet as on 31st March 2025 is as under:

Particulars	Amount in Rs.
Authorized Share Capital	
7,60,00,000 equity shares of Rs. 10/- each	76,00,00,000
4,90,00,000 0% Optionally Convertible Preference Shares (OCPS) of Rs. 10/- each	49,00,00,000
Total	1,25,00,00,000
Issued, Subscribed and Paid-up Share Capital	
6,93,51,063 equity shares of Rs. 10/- each	69,35,10,630
4,90,00,000 0% Optionally Convertible Preference Shares (OCPS) of Rs. 10/- each	49,00,00,000
Total	1,18,35,10,630

Subsequently, there is no change in capital structure of the Demerged Company till date.

- 3.2. The Authorized, Issued, Subscribed and Paid-up share capital of the Resulting Company as per the audited balance sheet as on 31st March 2025 is as under:

Particulars	Amount in Rs.
Authorized Share Capital	
39,82,97,500 equity shares of Rs. 2/- each	79,65,95,000
3,40,500 6% Redeemable Non-cumulative Preference Shares (RNCPS) of Rs. 10/- each	34,05,000
Total	80,00,00,000
Issued, Subscribed and Paid-up Share Capital	
22,12,13,181 equity shares of Rs. 2/- each	44,24,26,362
Total	44,24,26,362

Subsequently, there is no change in capital structure of the Resulting Company till date.



PART III – DATE OF TAKING EFFECT AND EFFECTIVE DATE

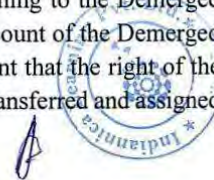
The Scheme set out herein in its present form or with any modifications approved or imposed or directed by the Hon'ble Tribunal shall be effective from the Appointed Date but shall be operative from the Effective Date. Any references in the Scheme to 'upon the Scheme becoming effective' or 'upon this Scheme becoming effective' or 'effectiveness of the Scheme' shall mean the Effective Date.



PART IV – DEMERGER OF THE DEMERGED UNDERTAKING OF THE DEMERGED COMPANY INTO THE RESULTING COMPANY

4. TRANSFER AND VESTING OF THE DEMERGED UNDERTAKING

- 4.1. With effect from Appointed Date and upon the Scheme becoming effective, pursuant to the provisions of Section 230 to 232 and other applicable provisions of the Act, the whole of the Demerged Undertaking as on the Appointed Date shall stand demerged from the Demerged Company, without any further act, instrument or deed stand transferred to and shall vest in or be deemed to have been transferred to and vested in the Resulting Company as a going concern so as to become as and from the Appointed Date, the, estates, assets, properties, liabilities, obligations, rights, title, interest, contracts, arrangements, employees, permits, licenses, records, approvals, litigations, etc. of the Resulting Company in accordance with Section 2(19AA) of the IT Act, and in the manner provided in this Scheme.
- 4.2. Without prejudice to the generality of the above and to the extent applicable, the transfer of assets of the Demerged Undertaking of the Demerged Company shall be effected as follows with effect from the Appointed Date:
- 4.2.1. In respect of such of the assets and properties as are moveable in nature including cash and bank balance and deposits and movable properties wherever situated whether tangible or intangible, absolute, accrued, fixed or otherwise including property, loans, securities, postdated cheques, ECS mandate, direct debit mandate, collection/ escrow mechanism or other such payment mechanism, accounts and notes receivable, offices, debentures, loans and advances whether secured or unsecured and advances recoverable in cash or kind or value to be received including interest accrued thereto, all rights and obligations under the loan agreements, financing contracts, receivables appearing in the books of the Demerged Company pertaining or relatable to the Demerged Undertaking, including any other such movable assets capable of passing by manual delivery and/or by endorsement, as the case may be, shall be and stand transferred to and vested in the Resulting Company or deemed to have been transferred to and vested in the Resulting Company as a going concern and shall, become the assets and properties of the Resulting Company with effect from the Appointed Date and upon the Scheme becoming effective, without any further act or execution of any deed or instrument of conveyance for transfer of the same. Such delivery, transfer and endorsement shall be made on a date mutually agreed upon between the Board of Directors of the Demerged Company and the Board of Directors of the Resulting Company.
- 4.2.2. In respect of movable assets other than those specified in 4.2.1 above, including outstanding loans and advances, if any, bank balances and deposits, if any, with Government, Semi Government, local and other authorities and bodies, customers and other persons, the following modus operandi or otherwise agreed by the Board of Directors of the Resulting Company shall to the extent possible, be followed, that is to say the Demerged Company and the Resulting Company shall jointly or severally, as may be decided by them, give notice in such form as they may deem fit and proper, that pursuant to the Tribunal having sanctioned, inter alia, this Scheme, the said debts, loans, advances or deposits pertaining to the Demerged Undertaking be paid and/or made good to or be held on account of the Demerged Company as the person entitled thereto to the end and intent that the right of the Demerged Company to recover or realize the same stands transferred and assigned



to the Resulting Company and that appropriate entry shall be made in the books of account of Demerged Company and the Resulting Company to record the aforesaid change.

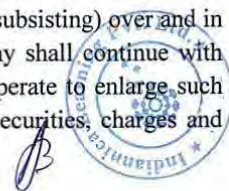
- 4.3. In respect of such assets and properties as are immovable in nature, if any, wheresoever situated, of the Demerged Undertaking of the Demerged Company the same shall be and stand transferred to and vested in the Resulting Company and/or deemed to have been transferred to and vested in the Resulting Company as a going concern and shall, become the assets and properties of the Resulting Company with effect from the Appointed Date and upon the Scheme becoming effective, without requiring any deed or instrument of conveyance for transfer of the same, and it shall not be necessary to obtain the consent of any third party or other person in order to give effect to the provisions of this clause. From Effective Date, the Resulting Company shall be entitled to exercise and enjoy all rights and privileges attached to such immovable properties and shall be liable to pay the ground rent and taxes and fulfill all obligations going forward. The mutation or substitution of the title to the immovable properties shall upon this Scheme becoming effective, be made and duly recorded in the name of the Resulting Company by appropriate authorities pursuant to the sanction of this Scheme.
- 4.4. Upon the Scheme becoming effective, all debts, liabilities, duties and obligations of every kind, nature and description of the Demerged Undertaking of the Demerged Company shall also under the provisions of Section 230 read with Section 232 of the Act, without any further act or deed, be transferred to and vested in or be deemed to be transferred to and vested in the Resulting Company so as to become as from the Appointed Date the debts, liabilities, duties and obligations, to the extent they are outstanding on the Effective Date, of the Resulting Company on the same terms and conditions as were applicable to the Demerged Company and it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen, in order to give effect to the provisions of this clause.
- 4.5. All loans raised and all liabilities and obligations incurred by the Demerged Company for the operations of the Demerged Undertaking after the Appointed Date and prior to the Effective Date shall be deemed to have been raised or incurred for and on behalf of the Resulting Company and to the extent they are outstanding on the Effective Date, shall also without any further act or deed be and stand transferred to the Resulting Company and shall become its liabilities and obligations.
- 4.6. The transfer and vesting of the Demerged Undertaking of the Demerged Company as aforesaid shall be subject to the existing and other security interests, charges, mortgages, if any, subsisting over or in respect of the property and assets or any part thereof relating to the Demerged Undertaking. Provided however, any reference (in any security document or arrangement to which the Demerged Company is a party) to the properties and assets of the Demerged Undertaking as the case may be, offered or agreed to be offered as security for any financial assistance or obligations, shall be construed as reference only to those of the Demerged Undertaking which are vested in the Resulting Company, by virtue of the aforesaid clauses to the end and intent that such security interests, charges and mortgages shall not extend or be deemed to extend to any of the other assets of the Resulting Company unless specifically agreed to by the Resulting Company with such secured creditors. Provided also that this Scheme shall not operate to enlarge the security for any loan, deposit



or facility created by the Demerged Company and the Resulting Company shall not be obliged to create any further or additional security after this Scheme becomes operative.

- 4.7. All assets acquired by the Demerged Company after the Appointed Date and prior to the Effective Date in relation to or pertaining to Demerged Undertaking shall also stand transferred to and vested in the Resulting Company upon the coming into effect of the Scheme. Where any of the assets of the Demerged Company as on the Appointed Date deemed to be transferred to the Resulting Company have been sold or transferred by the Demerged Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Resulting Company.
- 4.8. Subject to the other provisions of this Scheme, all licenses, permissions, approvals, consents, registrations and no-objection certificates obtained by the Demerged Company for the operations of the Demerged Undertaking in terms of the various statutes and/ or schemes of Union and State Governments, shall be available to and vest in the Resulting Company, without any further act or deed and shall be appropriately mutated by the statutory authorities concerned therewith in favour of the Resulting Company. Since the Demerged Undertaking will be transferred to and vested in the Resulting Company as a going concern without any break or interruption in the operations thereof, the Resulting Company shall be entitled to the benefit of all such licenses, permissions, approvals, consents, registrations and no-objection certificates and to carry on and continue the operations of the Demerged Undertaking on the basis of the same upon this Scheme becoming effective.
- Further, it is clarified that upon the coming into effect of this Scheme, in accordance with the provisions of relevant laws, consents, permissions, licenses, certificates, authorities, powers of attorneys given by, issued to or executed in favour of the Demerged Company, and the rights, benefits, subsidies, special status under the same shall, in so far as they relate to the Demerged Undertaking and all other interests relating to activities carried on by the Demerged Undertaking, and all certifications and approvals, trademarks, patents and domain names, copyrights, industrial designs, trade secrets, product registrations and other intellectual property and all other interests relating to the Demerged Undertaking, be transferred to and vested in the Resulting Company.
- 4.9. All loans raised and all liabilities and obligations incurred by the Demerged Company for the operations of the Demerged Undertaking after the Appointed Date and prior to the Effective Date shall be deemed to have been raised or incurred for and on behalf of the Resulting Company and to the extent they are outstanding on the Effective Date, shall also without any further act or deed be and stand transferred to the Resulting Company and shall become its liabilities and obligations.
- 4.10. Upon the coming into effect of this Scheme, in so far as the security in respect of the liabilities of the Demerged Company for Demerged Undertaking as on the Appointed Date is concerned, it is hereby clarified that the Demerged Company and the Resulting Company shall, subject to confirmation by the concerned creditor(s), mutually agree upon and arrange for such security as may be considered necessary to secure such liabilities, and obtain such consents under law as may be prescribed.

Provided further that the securities, charges and mortgages (if any subsisting) over and in respect of the assets or any part thereof of the Resulting Company shall continue with respect to such assets or part thereof and this Scheme shall not operate to enlarge such securities, charges or mortgages to the end and intent that such securities, charges and



mortgages shall not extend or be deemed to extend, to any of the assets of the Demerged Company vested in the Resulting Company.

Provided always that this Scheme shall not operate to enlarge the security for any loan, deposit or facility created by the Demerged Company which shall vest in the Resulting Company by virtue of the demerger of the Demerged Undertaking into the Resulting Company and the Resulting Company shall not be obliged to create any further or additional security thereof after the Scheme has become operative.

- 4.11. All employees of the Demerged Undertaking of the Demerged Company and all other obligations of whatsoever kind, including liabilities in respect of employees of the Demerged Undertaking of the Demerged Company with regard to payment of gratuity, provident fund, leave encashment, ESIC, professional tax or compensation, if any, shall be deemed to have become employees of the Resulting Company without any break in their service and on the basis of continuity of service. Further, the existing liabilities of provident fund, gratuity fund, leave encashment, ESIC, profession tax, etc. of the employees of the Demerged Undertaking of the Demerged Company shall be transferred to the Resulting Company.
- 4.12. Without prejudice to the provisions of the foregoing clauses and upon the effectiveness of this Scheme, the Resulting Company and the Demerged Company shall execute instruments or documents or do all the acts and deeds as may be required, including the filing of necessary particulars and/ or modification(s) of charge, if any, with the Registrar of Companies, to give formal effect to the above provisions, it required.

5. CONSIDERATION

The Demerged Company is a wholly owned subsidiary of the Resulting Company and the entire issued, subscribed and paid-up share capital of the Demerged Company is held by the Resulting Company directly and through its nominees. Upon the Scheme becoming effective, no shares of the Resulting Company shall be issued or allotted to the Resulting Company in lieu of Resulting Company's holding in the Demerged Company.

6. ACCOUNTING TREATMENT

6.1. In the books of the Demerged Company:

Upon coming into effect of this Scheme and with effect from the Appointed Date, the Demerged Company shall account for the Demerged Undertaking in its books as under:

- 6.1.1. All assets and liabilities pertaining to the Demerged Undertaking, as identified by the Board of the Demerged Company, being transferred to the Resulting Company, shall be reduced from the books of accounts of the Demerged Company at their respective carrying values as on the Appointed Date.
- 6.1.2. The inter-company balances, including loans and advances, pertaining to the Demerged Undertaking as on the Appointed Date, outstanding between the Resulting Company and the Demerged Company shall stand cancelled.
- 6.1.3. The excess/deficit of net assets (assets less liabilities) of the Demerged Undertaking standing in the books of Demerged Company and transferred to the



Resulting Company on the Appointed Date as per Clause 6.1.1 and after taking effects of Clause 6.1.2 shall be accounted as per the applicable accounting principles as laid down in Appendix C of the Indian Accounting Standard 103 (Ind AS 103) (Business Combination of entities under common control) notified under section 133 of the Act, the Companies (Indian Accounting Standard) Rules, 2015 and/or any other applicable Indian Accounting Standard as the case may be.

- 6.1.4. Notwithstanding the above, the Board of the Demerged Company in consultation with its statutory auditors, is authorized to account for any of these balances in any manner whatsoever, as may be deemed fit in accordance with the prescribed accounting standards as applicable to the Demerged Company.

6.2. **In the books of the Resulting Company**

- 6.2.1. Notwithstanding anything else contained in the Scheme, the Resulting Company shall account for the Demerged Undertaking in its books as per the applicable accounting principles as laid down in Appendix C of the Indian Accounting Standard 103 (Ind AS 103) (Business Combination of entities under common control) notified under section 133 of the Act, the Companies (Indian Accounting Standard) Rules, 2015 and/or any other applicable Indian Accounting Standard as the case may be.
- 6.2.2. The Resulting Company shall record the assets and liabilities of the Demerged Undertaking vested in it pursuant to this Scheme, at their respective carrying values as determined in accordance with Ind AS and other accounting principles generally accepted in India.
- 6.2.3. Pursuant to the Demerger of Demerged Undertaking with the Resulting Company, the inter-company balances between the Resulting Company and Demerged Company relating to Demerged Undertaking, if any, appearing in the books of the Resulting Company shall stand cancelled.
- 6.2.4. The surplus/deficit, if any arising after taking the effect of clauses 6.2.2 and 6.2.3, shall be accounted for in accordance with the accounting principles as laid down in Appendix C of the Indian Accounting Standard 103 (Ind AS 103) (Business Combination of entities under common control) notified under section 133 of the Act the Companies (Indian Accounting Standard) Rules, 2015 and/or any other applicable Indian Accounting Standard as the case may be.
- 6.2.5. In case of any difference in accounting policies between the Demerged Company and the Resulting Company, the accounting policies followed by the Resulting Company shall prevail and the difference, if any, will be quantified and shall be adjusted in the capital reserve, to ensure that the financial statements of the Resulting Company reflect the financial position on the basis of consistent accounting policy.
- 6.2.6. The financial information in the financial statements of the Resulting Company in respect of prior periods should be restated as if the business combination had



occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. However, if business combination had occurred after that date, the prior period information shall be restated only from that date.

- 6.2.7. Notwithstanding the above, the Board of the Resulting Company in consultation with its statutory auditors, is authorized to account for any of these balances in any manner whatsoever, as may be deemed fit in accordance with the prescribed accounting standards as applicable to the Resulting Company.

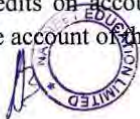
7. TAXES

7.1. Compliance with IT Act

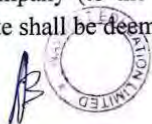
7.1.1. The provisions of this Scheme as they relate to the Demerger of the Demerged Undertaking of the Demerged Company into the Resulting Company, have been drawn up to comply with the conditions relating to “**Demerger**” under Section 2(19AA) of the IT Act, respectively. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of Section 2(19AA) of the IT Act, as the case may be, at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of Section 2(19AA) of the IT Act shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(19AA) of the IT Act. Such modification will, however, not affect other parts of the Scheme.

7.1.2. The Resulting Company shall be entitled to tax benefits under Section 72A or any other provisions of the IT Act. The unabsorbed depreciation and losses of the Demerged Undertaking of the Demerged Company, if any, shall be treated as the unabsorbed depreciation and losses of the Resulting Company as on the Appointed Date and the Resulting Company shall be entitled to set-off/ carry forward the losses and unabsorbed depreciation of the Demerged Undertaking of the Demerged Company and to revise its tax returns and including any loss, returns, related tax deduction/collection certificates and to claim refund, advance tax credits, etc., accordingly.

7.2. All or any tax liabilities, refunds, credits, claims, tax incentives, advantages, privileges, exemptions, benefits, remissions, reductions, tax holidays, minimum alternate tax credits (if any) relating thereto under the Tax Laws allocable or related to the Demerged Undertaking of the Demerged Company whether provided for or covered by tax provisions in the financial statements made as on the Appointed Date, or not, shall be available and be treated as liabilities, refunds, credits, claims of the Resulting Company and shall be transferred to the Resulting Company from and with effect the Appointed Date, and following the Effective Date, the Resulting Company shall be entitled to initiate, raise, add or modify any claims in relation to such Tax Laws on behalf of the Demerged Company (to the extent related to the Demerged Undertaking) even if prescribed limit for such action have elapsed. For avoidance of doubt, input tax credits already availed of or utilized by the Demerged Company in respect of inter se transactions shall not be adversely impacted by cancellation of inter se transactions pursuant to this Scheme. Any surplus in the provision for taxation/ duties/ levies account including advance tax and TDS/FCS, credit for minimum alternate tax (if any), credit for goods and service tax as on the Appointed Date including all credits on account of GST thereafter till the Effective Date will also be transferred to the account of the Resulting Company.



- 7.3. Any refund under the Tax Laws due in respect of Demerged Undertaking of the Demerged Company, consequent to the assessments made on the Demerged Company and for which no credit is taken in the financial statements as on the Appointed Date shall also belong to and be received by the Resulting Company as applicable.
- 7.4. Without prejudice to the generality of the above, all benefits, credits, refunds, exemptions, incentives or concessions under Tax Laws as may be applicable to which the Demerged Undertaking of the Demerged Company is entitled to in terms of the applicable Tax Laws of the Union and State Governments in India, shall be available to and vest in the Resulting Company.
- 7.5. The Demerged Company and Resulting Company shall be entitled to, amongst others, file / or revise its income tax returns, TDS/TCS returns, Goods and service tax returns, excise duty, cess, professional tax or any other statutory returns, if required. The Resulting Company shall be entitled to, claim credit for advance tax paid, tax deducted/collected at source, claim for sum prescribed under section 43B, Section 40(a)(i), Section 40(a)(ia) of the IT Act on payment basis, claim for deduction of provisions written back by Demerged Company (to the extent related to the Demerged Undertaking) and previously disallowed in the hands of Demerged Company under the IT Act, claim credit of tax under section 115JB read with section 115JAA of the IT Act (if any), credit of foreign taxes paid/ withheld, if any, pertaining to Demerged Company (to the extent related to the Demerged Undertaking) as may be required consequent to implementation of this Scheme and where necessary to give effect to this Scheme, even if the prescribed time limits for filing or revising such returns have lapsed without incurring any liability on account of interest, penalty or any other sum. The taxes or duties paid by, for, or on behalf of, Demerged Company (to the extent related to the Demerged Undertaking) relating to the period on or after Appointed Date, as the case may be, shall be deemed to be the taxes or duties paid by the Resulting Company and the Resulting Company shall be entitled to claim credit or refund for such taxes or duties.
- 7.6. Any advance tax, self-assessment tax, minimum alternate tax (if any) and/or TDS/TCS credit available or vested with Demerged Company (to the extent related to the Demerged Undertaking), including any taxes paid and taxes deducted/collected at source and deposited by Demerged Company (to the extent related to the Demerged Undertaking) on inter se transactions (with the Resulting Company) during the period between Appointed Date and the Effective Date, shall be treated as tax paid by the Resulting Company and shall be available to the Resulting Company for set-off against its liability under the IT Act and any excess tax so paid shall be eligible for refund together with interest. Further, TDS/TCS deposited, TDS/TCS certificates issued or TDS/TCS returns filed by Demerged Company (to the extent related to the Demerged Undertaking) on transactions other than inter se transactions during the period between Appointed Date and the Effective Date, as applicable, shall continue to hold good as if such TDS/TCS amounts were deposited, TDS/TCS certificates were issued and TDS/TCS returns were filed by the Resulting Company. Any TDS deducted by, or on behalf of, Demerged Company and Resulting Company on inter se transactions will be treated as tax deposited by the Resulting Company.
- 7.7. Upon coming into effect of this Scheme, all tax compliances under any Tax Laws by the Demerged Company (to the extent relating to the Demerged Undertaking) on or after Appointed Date shall be deemed to have been made by the Resulting Company.

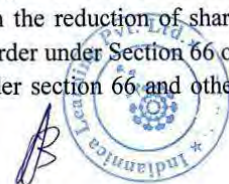


**PART V – REDUCTION OF SHARE CAPITAL AND SECURITIES PREMIUM OF THE
DEMERGED COMPANY**

Part V of this Scheme shall be deemed to have taken effect only after giving effect to Part IV of this Scheme.

8. CAPITAL REDUCTION

- 8.1. The Demerged Company has a debit balance in its retained earnings of INR 1,26,77,45,948 as on 31st March 2025 and has an equity share capital of INR 69,35,10,630 divided into 6,93,51,063 equity shares of Rs. 10/- each and a preference share capital of INR 49,00,00,000 divided into 4,90,00,000 0% optionally convertible preference shares (OCPS) of Rs. 10/- each and a securities premium of INR 21,06,05,682 as on 31st March 2025. It is considered necessary that the Demerged Company undertakes financial restructuring in order to right size its balance sheet and reduce its equity share capital, preference share capital and balance in securities premium by eliminating the debit balance in its retained earnings to the extent of INR 1,26,77,45,942.
- 8.2. Accordingly, on and from the Effective Date:
- 8.2.1. 5,67,14,026 (Five Crores Sixty Seven Lac Fourteen Thousand and Twenty Six) equity shares of face value of INR 10 each aggregating to INR 56,71,40,260 (Rupees Fifty Six Crores Seventy One Lacs Forty Thousand Two Hundred and Sixty Only) and 4,90,00,000 (Four Crores Ninety Lacs) optionally convertible preference shares (OCPS) of face value of INR 10 each aggregating to INR 49,00,00,000 (Rupees Forty Nine Crores Only) shall stand cancelled and the issued, subscribed and paid up share capital of the Demerged Company shall stand reduced from INR 1,18,35,10,630 (Rupees One Hundred and Eighteen Crores Thirty Five Lacs Ten Thousand Six Hundred and Thirty Only) divided into 6,93,51,063 (Six Crore Ninety Three Lacs Fifty One Thousand and Sixty Three) equity shares of Rs. 10/- each and 4,90,00,000 (Four Crore Ninety Lacs) optionally convertible preference shares (OCPS) of Rs. 10/- each to INR 12,63,70,370 (Rupees Twelve Crores Sixty Three Lacs Seventy Thousand Three Hundred and Seventy Only) divided into 1,26,37,037 (One Crore Twenty Six Lacs Thirty Seven Thousand and Thirty Seven) equity shares of face value of INR 10 each; and
- 8.2.2. INR 21,06,05,682 (Rupees Twenty One Crores Six Lacs Five Thousand Six Hundred and Eighty Two only) lying in the securities premium account shall stand reduced and the balance in securities premium shall stand reduced from INR 21,06,05,682 (Rupees Twenty One Crores Six Lacs Five Thousand Six Hundred and Eighty Two only) to nil.
- 8.3. Under Section 52 of the Act, the balance in the Securities Premium Account can only be utilized for purpose specified therein and any utilization of Securities Premium Account for other purpose would be construed as reduction in capital and provision of Section 66 of Act will be applicable.
- 8.4. Such reduction of share capital and securities premium account of the Demerged Company as provided in this Clause 8 above shall be effected as an integral part of the Scheme and the orders of the Tribunal sanctioning the Scheme shall confirm the reduction of share capital of the Demerged Company and shall be deemed to be an order under Section 66 of the Act confirming the reduction and no separate procedure under section 66 and other applicable provisions of the Act is required to be followed.



- 8.5. The Demerged Company shall not be required to add the words “and reduced” as a suffix to its name consequent upon such reduction.
- 8.6. Pursuant to Part V of the Scheme, there shall be no outflow of/payout of funds from the Demerged Company and hence, the interest of shareholder/creditors is not adversely affected. For the removal of doubts, it is expressly recorded and clarified that the Scheme shall not in any manner involve distribution of reserves of the Demerged Company and the same shall be accounted for in accordance with Indian Accounting Standards prescribed under Section 133 of the Act.
- 8.7. The reduction of share capital and securities premium account of the Demerged Company as provided in this Part V of the Scheme shall be effected as an integral part of the Scheme and the orders of the Tribunal sanctioning the Scheme shall be deemed to be an order under Section 66 of the Act and other applicable provisions of the Act, and no separate sanction under Section 66 and other applicable provisions of the Act will be necessary.
- 8.8. Consequent to the above reduction and the acquisition of Demerged Undertaking by the Resulting Company, the investment held by the Resulting Company in the Demerged Company shall get reduced to the extent of the capital reduction by the Demerged Company and shall be adjusted against the reserves of the Resulting Company.



**PART VI – GENERAL TERMS & CONDITIONS APPLICABLE TO THE ENTIRE
SCHEME**

9. REMAINING BUSINESS

- 9.1. The Remaining Business shall continue to belong to and be vested in and be held by the Demerged Company.
- 9.2. Further, all proceedings, by or against the Demerged Company under any statute, whether pending on the Appointed Date or which may be instituted at any time thereafter, and in each case relating to the Remaining Business shall be continued and enforced by or against the Demerged Company after the Effective Date.
- 9.3. With effect from the Appointed Date and up to and including the Effective Date:
- 9.3.1. all profits accruing to the Demerged Company or losses arising or incurred by it (including the effect of taxes, if any, thereon) relating to the Remaining Business shall, for all purposes, be treated as the profits or losses, as the case may be, of the Demerged Company; and
- 9.3.2. all assets and properties acquired by the Demerged Company in relation to the Remaining Business on and after the Appointed Date shall belong to and continue to remain vested in the Demerged Company.

10. POST SCHEME CONDUCT OF OPERATIONS

- 10.1. Even after the Scheme becomes effective, in the event the Demerged Company receive any monies or realizations in relation to the Demerged Undertaking in so far as may be necessary until such time the name of Demerged Company is replaced with that of the Resulting Company in the payer's account, such Demerged Company shall forthwith remit such monies to the Resulting Company.

11. CONDUCT OF BUSINESS AS AND FROM THE APPOINTED DATE TILL THE EFFECTIVE DATE

- 11.1. Between the Appointed Date and Effective Date, the Demerged Company (to the extent related to the Demerged Undertaking) shall carry on and be deemed to carry on all its business and activities as hereto and shall stand possessed of its properties and assets for and on account of, and for the benefit of and in trust for, the Resulting Company and all profits or income accruing or arising to the Demerged Undertaking of the Demerged Company and all expenditure or losses arising or incurred (including all taxes, if any, paid or accruing in respect of any profits and income) by the Demerged Undertaking of the Demerged Company shall for all purposes be treated and be deemed to be and accrue as the profits or income or as the case may be expenditure or losses (including taxes) of the Resulting Company.
- 11.2. The Demerged Company hereby undertakes to carry on its business until the Effective Date with reasonable diligence and business prudence and shall not, without the consent of the



Resulting Company, alienate, charge or otherwise deal with the Demerged Undertaking, respectively or any part thereof except in the ordinary course of its business.

- 11.3. The Demerged Company shall not take, enter into, perform or undertake;
- 11.3.1. any material decision in relation to its business and operations other than decisions already taken prior to approval of the Scheme by the Board of Directors;
 - 11.3.2. any agreement or transaction; and
 - 11.3.3. any new business or any substantial expansion of its existing business or change the general character or nature of its business except with the concurrence/consent of the Resulting Company.

12. LEGAL PROCEEDINGS

- 12.1. Upon coming into effect of this Scheme, all suits, actions, claims, legal, taxation and proceedings of whatsoever nature including proceedings in respect of registrations of any patent, copyright, trademark, logos, service names or marks, or designs, by or against the Demerged Undertaking of the Demerged Company pending and/ or arising before any judicial, quasi-judicial authority or tribunal on or before the Effective Date shall be continued and be enforced by or against the Resulting Company as effectually and in the same manner and to the same extent as if the same had been pending and/ or had arisen by or against the Resulting Company.
- 12.2. If any suit, appeal or other proceedings relating to or against the Demerged Undertaking of the Demerged Company be pending, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of the arrangement mentioned in this Scheme or by anything contained in this Scheme but the proceedings may be continued, prosecuted and enforced by or against the Resulting Company in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against the Demerged Undertaking of the Demerged Company as if this Scheme had not been made.

13. CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS

- 13.1. Upon coming into effect of this Scheme, and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, schemes, arrangements, incentives, licenses, engagements, approvals, registrations (including registrations under Software Technology Parks of India, Special Economic Zones and other registrations) and assurances and other instruments of whatsoever nature, to which the Demerged Undertaking of the Demerged Company is a party or to the benefit of which the Demerged Undertaking of the Demerged Company may be eligible, and which have not lapsed and are subsisting or having effect immediately before the Effective Date, shall continue in full force and effect against or in favour of the Resulting Company as the case may be and may be enforced as fully and effectually as if, instead of the Demerged Undertaking of the Demerged Company, the Resulting Company had been a party or beneficiary or obligee thereto. The Resulting Company may, if and wherever necessary, enter into and/ or issue and/ or execute deeds, writings or confirmations at any time, enter into any tripartite arrangements, confirmations or novation prior to the Effective Date to which the Demerged Undertaking of the Demerged Company will, if necessary and as applicable, also be a party in order to give formal effect to the provisions of this Clause.



- 13.2. Without prejudice to the other provisions of this Scheme and notwithstanding that vesting of the Demerged Undertaking occur by virtue of this Scheme itself, the Resulting Company may, at any time after this Scheme coming into effect, in accordance with the provisions hereof, if so required, under any law or otherwise, enter into, or issue or execute deeds, writings, confirmations, novation, declarations, or other documents with, or in favour of any party to any contract or arrangement to which any of the Demerged Undertaking of the Demerged Company was a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. The Resulting Company shall, under the provisions of Part IV of this Scheme, be deemed to be authorized to execute any such writings on behalf of the Demerged Undertaking of the Demerged Company to carry out or perform all such formalities or compliances required for the purposes referred to above on the part of such of the Demerged Undertaking of the Demerged Company.
- 13.3. Without prejudice to the generality of the foregoing, upon coming into effect of this Scheme and with effect from the Appointed Date, all consents, permissions, licenses, certificates, clearances, authorities, powers of attorney given by, issued to or executed in favour of the Demerged Undertaking of the Demerged Company shall stand transferred to the Resulting Company as if the same were originally given by, issued to or executed in favour of the Resulting Company, and the Resulting Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Resulting Company.

14. EMPLOYEES

- 14.1. On the coming into effect of this Scheme, all employees, if any, of the Demerged Undertaking of the Demerged Company and who are in employment, as on the Effective Date, shall become the employees of the Resulting Company with effect from the Effective Date without any break or interruption in service and on the same terms and conditions as to employment and remuneration on which they are engaged or employed by the Demerged Company. It is clarified that the employees of the Demerged Undertaking of the Demerged Company who become employees of the Resulting Company by virtue of this Scheme, shall not be entitled to the employment policies and shall not be entitled to avail of any schemes and benefits that may be applicable and available to any of the employees of the Resulting Company unless otherwise determined by the Resulting Company. The Resulting Company undertakes to continue to abide by any agreement/ settlement, if any, entered into by the Demerged Undertaking of the Demerged Company with any union / employee. After the Effective Date, the Resulting Company shall be entitled to vary the terms and conditions as to employment and remuneration of the said employees or any of them on the same basis as it may do for the employees of the Resulting Company.
- 14.2. Upon the Scheme becoming effective, any funds such as the Provident Fund, Gratuity Fund, Superannuation Fund or any other Special Fund or Trusts existing (if any) for the benefit of the employees of the Demerged Undertaking of the Demerged Company shall become funds / trusts of the Resulting Company for all purposes whatsoever in relation to the administration or operation of such funds / trusts in relation to the obligation to make contributions to the said funds / trusts in accordance with the provisions thereof as per the terms provided in the respective Trust Deeds, if any, to the end and intent that all rights, duties, powers and obligations of the Demerged Company in relation to such funds / trusts shall become those of the Resulting Company.

15. DIRECTORS



Upon the coming into effect of this Scheme, the directors of the Demerged Company will not be entitled to any directorship in the Resulting Company by virtue of the provisions of this Scheme. It is however clarified that this Scheme will not affect any directorship of a person who is already a director in the Resulting Company as of the Effective Date.

16. SAVING OF CONCLUDED TRANSACTIONS

The transfer and vesting of the Demerged Undertaking as per Part IV of this Scheme, the continuance of proceedings and the effectiveness of contracts as mentioned hereinabove, shall not affect any transaction or proceedings already concluded by the Demerged Company on or before the Effective Date, to the end and intent that the Resulting Company accepts and adopts all acts, deeds and things done and executed by the Demerged Company in respect thereto, as if done and executed on its behalf.

17. DIVIDEND, BONUS AND RIGHT SHARES

- 17.1. The equity shareholders of the Companies shall, save as expressly provided otherwise in this Scheme continue to enjoy their existing rights under its respective Articles of Association including the right to receive dividends, prior to the Effective Date.
- 17.2. Subject to the provisions of the Scheme, the profits of the Demerged Undertaking of the Demerged Company, for the period beginning from the Appointed Date, shall belong to and be the profits of the Resulting Company and will be available to the Resulting Company for being disposed of in any manner as it thinks fit.
- 17.3. It is clarified that the aforesaid provisions in respect of declaration of dividends, whether interim or final, are enabling provisions only and shall not be deemed to confer any right on any member of the Companies to demand or claim any dividends which, subject to the provisions of the Act, shall be entirely at the discretion of the Board of Directors of the respective Companies and subject, wherever necessary, to the approval of the shareholders of the respective Companies.
- 17.4. The Demerged Company shall not issue or allot any bonus shares or rights shares out of its authorized or unissued share capital for the time being.
- 17.5. The Demerged Company shall not, except with the consent of the Board of Directors of the Resulting Company, alter its paid up capital structure by making preferential allotment of shares or otherwise, after the approval of the Scheme by the Board of Directors of the Resulting Company.

18. APPLICATION TO HON'BLE TRIBUNAL AND OTHER AUTHORITIES

The Companies shall with all reasonable care dispatch, make and file all applications, petitions under Sections 230 to 232, Section 66 of the Act and other applicable provisions of the Act, before the Hon'ble Tribunal or any other Authority as applicable, for sanctioning of this Scheme and obtaining all approvals as may be required under law.

19. MODIFICATION OR AMENDMENTS TO THE SCHEME



- 19.1. Subject to the approval of the Hon'ble Tribunal, the Companies through their respective Board of Directors or such other person or persons, as the respective Board of Directors may authorize, including any committee or sub-committee thereof (hereinafter referred to as the "Delegates"), are hereby empowered and authorized from time to time to make any modifications or amendments to the Scheme, which the Hon'ble Tribunal or any other Government Authority may deem fit to approve or may impose and to settle all doubts or difficulties that may arise in carrying out the Scheme and to do and execute all acts, deeds, matters and things as may be necessary for putting the Scheme into effect, or to review the position relating to the satisfaction of the conditions to this Scheme and if necessary, to waive any of those (to the extent permissible under law) for bringing this Scheme into effect. In the event that any of the conditions that may be imposed by the Hon'ble Tribunal or other authorities which the Companies may find not viable for any reason, then the Companies are at liberty to withdraw the Scheme. The aforesaid powers of the Companies may be exercised by the Delegates of the respective Companies. The power of the Board of Directors of the Companies shall be subject to the final approval of the Hon'ble Tribunal.
- 19.2. For the purpose of giving effect to this Scheme or to any modifications or amendments thereof or additions thereto, the Delegates of the Companies may give and are authorized to determine and give all such directions as are necessary including directions for settling or removing any question of doubt or difficulty that may arise and such determination or directions, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this Scheme.

20. COMPLIANCE WITH SEBI REGULATIONS

- 20.1. As the present Composite Scheme solely provides for Demerger of the Demerged Undertaking of the Demerged Company which is wholly owned by the Resulting Company, no formal approval, no objection certificate or vetting is required from Stock Exchanges or SEBI for the Scheme, in terms of provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20th June 2023 and any amendments thereof.
- 20.2. In terms of the SEBI Regulations, the present Composite Scheme of Arrangement is only required to be filed with Stock Exchanges for the purpose of disclosure and dissemination on their website.

21. SCHEME CONDITIONAL UPON SANCTIONS, ETC

This Scheme is conditional upon and subject to:

- 21.1. The requisite order/s of the Hon'ble Tribunal or any other Authority as applicable referred to in Clause 18 above being obtained;
- 21.2. Such other sanctions and approvals, including sanctions of any governmental or regulatory authority, creditors, lessors, or contracting parties as may be required by law or contract in respect or the Scheme, being obtained;



- 21.3. The approval by the requisite sanction or approval from the Securities and Exchange Board of India, Stock Exchanges, Registrar of Companies, Regional Director, Official Liquidator as may be applicable or as may be directed by the Hon'ble Tribunal;
- 21.4. The certified copy/copies of the order/s of the Hon'ble Tribunal under Section 230 to 232 of the Act and other applicable provisions of the Act sanctioning this Scheme being filed with the Registrar of Companies, Mumbai, Maharashtra;
- 21.5. All other sanctions and approvals as may be required under any law with regard to this scheme are obtained; and
- 21.6. The Boards of Directors of the Companies shall, upon the conditions being satisfied, or upon waiver of any condition that is capable of being waived, declare the Scheme as having come into effect.
22. In the event of any of the said sanctions and approvals not being obtained or waived and/ or the Scheme not being sanctioned by the Hon'ble Tribunal, the Scheme shall become null and void, and each party shall bear its respective costs, charges and expenses in connection with the Scheme.
23. In the event of this Scheme failing to take effect finally, including without limitation, due to any of the said sanctions and approvals referred to in Clause 21 above not being obtained and /or complied with and / or satisfied and / or waived and / or this Scheme not being passed as aforesaid, this Scheme shall stand revoked / cancelled and be of no effect and become null and void and in that event no rights and liabilities whatsoever shall accrue to or be incurred *inter se* by the parties or the shareholders or creditors or employees or any other person save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out in accordance with the applicable law.
24. Further, the respective Boards of Directors of the Companies, including through or by the respective Delegates shall be entitled to revoke, cancel and declare the Scheme to be of no effect if such respective Boards of Directors are of the view that the coming into effect of the Scheme in terms of the provisions of this Scheme or filing of the drawn up orders with any authority could have adverse implication on the Companies.
25. If any part or provision of this Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to the decision of the Companies, affect the validity or implementation of the other parts and/ or provisions of this Scheme. The Companies (by their Board of Directors), (either by themselves or through a committee or authorized officers or Delegates appointed by them in this behalf), may, in their full and absolute discretion, modify, vary or withdraw this Scheme prior to the Effective Date in any manner at any time.
26. In the event of non-fulfilment of any or all of the obligations under this Scheme by any party towards any other party *inter se* or to third parties and non-performance of which will place the other party under any obligation, then such defaulting party will indemnify all costs and interest to such other affected party.
27. All costs, charges, levies and expenses (including any taxes and duties) incurred by the Companies, in relation to or in connection with this Scheme and incidental to the completion of the arrangement between the Demerged Company and the Resulting Company including



stamp duty on the orders of the Hon'ble Tribunal, if any, shall be borne and paid by the Resulting Company.

For Navneet Education Limited For Indiannica Learning Private Limited



Place: Mumbai

(Amit D. Buch)

Date :8th January,2026

Company Secretary



(Amit D. Buch)

Company Secretary

N. A. SHAH ASSOCIATES LLP
Chartered Accountants

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF INDIANNICA LEARNING PRIVATE LIMITED

Report on the Audit of Financial Statements

Opinion

We have audited the accompanying financial statements of **Indiannica Learning Private Limited** ('the Company') which comprise the Balance Sheet as at 31st March 2025, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of changes in Equity and the Cash Flow Statement for the year then ended and notes to the financial statements including a summary of material accounting policies and other explanatory information (together referred to as 'financial statements').

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 in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2025, and its loss including other comprehensive income, change in equity 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 Act. 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 ('the ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules 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 opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the current year. These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon and we don't provide a separate opinion on these matters.

Key Audit Matter	How our audit addressed the key audit matter
<p><i>Accuracy of management estimates for provision for refund liability</i></p> <p>We refer to note 2.1(n) and 2.2(e) of material accounting policies for accounting of provisions and note 16 of the financial statements for carrying amount and movement of provisions.</p>	<p><i>Principal Audit Procedures</i></p> <p>As part of our audit procedures, we have performed the following:</p> <ul style="list-style-type: none"> Evaluated the design and effectiveness of internal control over capturing details of refund liability in accounting system;



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<p>Provision for expected refund liability is made based on the review of past trends of actual refund liabilities. This involves:</p> <ul style="list-style-type: none">• Estimation of expected refund liability as compared to trend available for actual refund liability based on market conditions, review of special terms / guarantee offered to customers and other factors; and• Judgement of market response for new products launched during the year.	<ul style="list-style-type: none">• Reviewed supporting for refund liability on sample basis and understood reason for the same;• Verified accuracy of amounts of earlier year's captured in working for making expected refund liability provision;• Evaluated the relevant assumptions made, judgement used and reasonableness of the same; and• Reviewed the accuracy of the management's earlier estimates and understood the reason for the variances.
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Information Other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information obtained on the date of this auditor's report is the Director'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 do 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 in the audit, or otherwise appears to be materially misstated.

If based on the work we have performed on the other information obtained prior to the date of this report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Board of Directors for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management 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



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intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error; to 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 an adequate internal financial control with respect to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by 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 material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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



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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 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, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by sub-section (3) of Section 143 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 purpose of our audit;
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act;
 - e. On the basis of the written representations received from the directors as on 31st March 2025 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March 2025, from being appointed as a director in terms of Section 164(2) of the Act;
 - f. With respect to adequacy of internal financial controls with respect to financial statements of the Company and operating effectiveness of such controls, refer to our separate report given in "Annexure B"; our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements;
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid / provided by the Company to its directors for the year ended 31st March 2025 is in accordance with the provisions of Section 197 read with Schedule V of the Act; and



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- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements. Refer Note 32 to the financial statements;
 - ii. The Company did not have any long-term contracts, including derivative contracts for which there were any material foreseeable losses;
 - iii. There are no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The management has represented that:
 - no funds have been advanced or loaned or invested by the Company to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding that the intermediary shall whether, directly or indirectly, lend or invest in other persons or entities identified in any manner by or on behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries.
 - no funds have been received by the Company from any person(s) or entities including foreign entities ("Funding Parties") with the understanding that such 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 guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Based on the audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that causes us to believe that the above representations given by the management contain any material misstatement Also refer note 51 of financial statement.



- v. The Company has not declared or paid dividend during the year. Hence our comments on compliance with section 123 of the Companies Act 2013 do not arise.



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- vi. Based on our examination, which included test checks, the Company has used an accounting software for maintaining its books of accounts for the financial year ended 31st March 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with. Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.

For N.A Shah Associates LLP
Chartered Accountants
Firm Registration No. 116560W / W100149

Prashant Daftary
Partner
Membership No. 117080
UDIN: 25117080BMJBDQ2787

Place: Mumbai
Date: 16th May 2025

N. A. SHAH ASSOCIATES LLP
Chartered Accountants

Annexure A to the Independent Auditor's Report for the year ended 31st March 2025
[Referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date]

- (i)
- a. (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of Intangible Assets.
 - b. The Company has physically verified all Property, Plant and Equipment during the year. In our opinion, the frequency of verification is reasonable having regards to the size of the Company and nature of its assets. No discrepancies were noticed on such physical verification.
 - c. According to the information and explanations given to us and on examination of the records, we report that the Company does not own any immovable property, which is classified as Property, Plant and Equipment. Therefore, clause (i) (c) of paragraph 3 of the Order is not applicable to the Company.
 - d. The Company has not revalued any of its property, plant and equipment (including Right of Use assets) or intangible assets or both during the year. Therefore, clause (i) (d) of paragraph 3 of the Order is not applicable to the Company.
 - e. According to the information and explanation given to us as at 31st March 2025, no proceedings have been initiated during the year or are pending against the Company as at 31st March 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii)
- a. The Physical verification of inventory (other than lying with third parties) has been conducted at reasonable intervals by the management and in our opinion, the coverage and procedure of such verification by the management is reasonable & appropriate; no discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory. In respect of inventories lying with the third parties, confirmations have been obtained by the Company and material in transit have been verified with reference to subsequent receipts.
 - b. The Company has been sanctioned working capital limits in excess of Rs. 5 crores in aggregate from bank on the basis of security, which includes current assets of the Company. There are no borrowings from financial institutions. Based on our examination of the records of the company, the quarterly returns or statements filed by the company with said bank are in agreement with the books of accounts maintained by the Company.
- (iii) According to the information and explanations given to us, the Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Therefore, requirements of clause (iii)(a), (iii)(b), (iii)(c), (iii)(d), (iii)(e) and (iii)(f) of paragraph 3 of the Order is not applicable to the Company.
- (iv) During the year, the Company has not granted any loans or made any investments or provided any guarantees or securities covered under Section 185 and Section 186 of the Act. Therefore, the question of ensuring compliance with Section 185 and 186 of the Act does not arise.



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- (v) In our opinion and according to the explanations given to us, the Company has not accepted any deposits or deposits which are deemed to be deposits from the public. Therefore, question of reporting compliance with directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 of the Companies Act, 2013 or any other relevant provisions of the Act and rules framed thereunder does not arise. We are informed that no Order relating to the Company has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
- (vi) The Central Government has not prescribed maintenance of cost records under Section 148(1) of the Companies Act, 2013 for any of the activities carried on by the Company. Therefore, paragraph 3(vi) of the Order is not applicable to the Company.
- (vii)
- a. According to the information and as per explanations given to us and on the basis of our examination of the records of the Company in respect of amounts deducted / accrued in the books of accounts, the Company has been generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, tax deduction at source, income tax, sales tax, service tax, goods and service tax, value added tax, cess and any other material statutory dues as applicable to the Company during the year with the appropriate authorities. There are no undisputable statutory dues payable in respect to the above statutes, outstanding as at 31st March 2025 for a period of more than six months from the date they became payable except for payment for Labour Welfare Fund.
 - b. According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no dues referred to in sub-clause (a) above have not been deposited on account of any dispute as at March 31, 2025, except the following disputed dues which have not been deposited since the matters are pending with the relevant forum:

(Amount in Lakhs)

Name of statute	Nature of dues	Amount	Period to which it relates	Forum where dispute is pending
The Income Tax Act, 1961	Income tax & Interest	40*	F.Y. 2016-17	CIT (Appeals)
The Income Tax Act, 1961	Demand	7	F.Y. 2022-23	Application for Rectification under section 143(1)a has been filed against the same

* Net of Rs. 29 Lakhs of refund adjusted by department against total demand of Rs. 69 Lakhs
(Also refer note 32 of the financial statements).

- (viii) According to the information and explanations given by the management and based on the procedures carried out during the course of our audit, we have not come across any transactions not recorded in the books of account, which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (ix)
- a. Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.



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- b. Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company is not declared as a wilful defaulter by any bank or financial institution or other lender.
- c. The Company has not obtained any term loans during the year and there were no outstanding term loans at the beginning of the year. Therefore, clause (ix)(c) of paragraph 3 of the Order is not applicable.
- d. According to the information and explanations given to us, the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on a short-term basis have been utilised for long-term purposes by the Company.
- e. The Company does not have any subsidiaries, associates or joint ventures. Hence, reporting under clause (ix)(e) and (ix)(f) of paragraph 3 of the Order is not applicable.

(x)

- a. According to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year ended 31st March 2025. Therefore, the clause (x)(a) of paragraph 3 of the Order is not applicable to the Company.
- b. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Therefore, the question of our comment on compliance with the provisions of Section 42 and Section 62 of the Act and utilization of the amount raised for the purposes for which it was raised do not arise.

(xi)

- a. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no fraud on the Company has been noticed or reported during the year.
- b. No report under section 143(12) of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c. As represented to us by the management, there have been no whistle blower complaints received by the Company during the year.

(xii)

The Company is not a Nidhi Company and hence reporting under clause (xii) of paragraph 3 of the Order is not applicable to the Company.

(xiii)

According to the information and explanations given to us and based on our examination of the records, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statement as required by the applicable Ind AS. Refer Note 35 to the financial statements.

(xiv)

- a. In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business which is not a mandatory requirement to the Company as per the Companies Act, 2013.
- b. We have considered the internal audit reports of the Company issued till date, for the period under audit.



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- (xv) According to the information and explanations given to us and on the basis of our examination of records, the Company has not entered into any non-cash transactions with directors or persons connected with him and hence compliance with Section 192 of the Act does not arise.
- (xvi)
- a. In our opinion and according to the information and explanation given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a), (b) and (c) of paragraph 3 of the Order is not applicable.
 - b. According to the information and explanation given to us, there is no core investment within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause (xvi)(d) of paragraph 3 of the Order is not applicable.
- (xvii) The Company has incurred a cash loss of Rs. 468 lakhs during the financial year 2024-2025 and Rs. 326 lakhs in the immediately preceding financial year 2023-2024.
- (xviii) There has been no resignation of the statutory auditors during the year. Therefore, the clause (xviii) of paragraph 3 of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions and having regards to continuous financial commitment / support from its Holding Company for infusion of funds required for Company's operations as stated in note 40 of financial statement, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the company as and when they fall due.
- (xx) The Company is not required to spend on CSR as per section 135 of the Companies Act, 2013. Therefore, paragraph 3(xx) of the Order is not applicable to the Company.

For N. A. Shah Associates LLP
Chartered Accountants
Firm Registration No. 116560W / W100149




Prashant Daftary
Partner
Membership No. 117080
UDIN: 25117080BMJBDQ2787
Place: Mumbai
Date: 16th May 2025

N. A. SHAH ASSOCIATES LLP
Chartered Accountants

Annexure B to the Independent Auditor's Report for the year ended 31st March 2025
[Referred to in paragraph 2 (f) under the heading "Report on other legal and regulatory requirements" of our report of even date]

Report on the Internal Financial Controls under Section 143(3)(i) of the Companies Act, 2013 (the Act')

Opinion

We have audited the internal financial controls with reference to financial statements of **Indiannica Learning Private Limited** ("the Company"), as of 31st March 2025, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31st March 2025, 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 with reference to financial statements ("the Guidance Note") issued by the Institute of Chartered Accountants of India ('ICAI').

Responsibilities of Management and Board of Directors for internal financial controls with reference to Financial Statements.

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 issued by 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 Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.



N. A. SHAH ASSOCIATES LLP
Chartered Accountants

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with reference to Financial Statements

A Company's internal financial controls 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 controls 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 authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

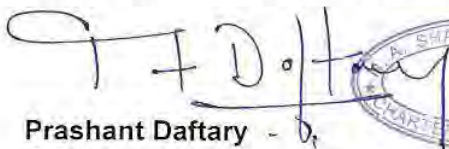
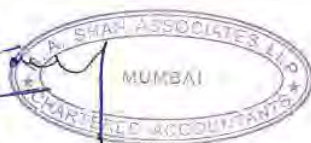
Inherent Limitations of internal financial controls with reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financials may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For N. A. Shah Associates LLP

Chartered Accountants

Firm's registration number: 116560W / W100149

Prashant Daftary - D.

Partner

Membership number: 117080

UDIN: 25117080BMJBDQ2787

Place: Mumbai

Date: 16th May 2025

Indiannica Learning Private Limited
Balance Sheet as at 31st March 2025
CIN- U22110DL1998PTC094399

(Amount in Lakhs)

Particulars	Note No.	As at 31st March 2025	As at 31 March 2024
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	3	11	14
(b) Right of use Assets	4	351	491
(c) Intangible assets (other than goodwill)	5	4	10
(d) Financial Assets			
(i) Security deposits	6	44	44
(e) Deferred tax assets (net)	7	241	241
(f) Assets for Non-current tax		15	15
Total non-current Assets		666	815
Current assets			
(a) Inventories	8	1,441	1,455
(b) Financial Assets			
(i) Trade receivables	9	5,702	6,294
(ii) Cash and cash equivalents	10	464	271
(iii) Other bank balances	11	16	15
(c) Other current assets	12	442	540
Total current Assets		8,064	8,575
TOTAL ASSETS		8,731	9,390
Equity			
(a) Equity Share capital	13	6,935	6,935
(b) Other equity		(5,635)	(5,019)
Total equity		1,300	1,916
LIABILITIES			
Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings		-	-
(ii) Lease liabilities	14	259	376
(b) Other non-current liabilities	15	-	2
(c) Provisions	16	-	-
Total non-current liabilities		259	378
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	3,976	4,018
(ii) Lease liabilities	14	138	149
(iii) Trade payables			
- Amount due of micro and small enterprises		23	244
- Amount due of others		1,034	447
(iv) Other financial liabilities	19	29	25
(b) Other current liabilities	20	99	114
(c) Provisions	16	1,873	2,099
Total current liabilities		7,172	7,096
TOTAL EQUITY AND LIABILITIES		8,731	9,390

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

As per our report of even date attached hereto

For N. A. Shah Associates LLP
Chartered Accountants
Firm Registration No. 116560W / W100149


Prashant Daftary
Partner
Membership Number: 117080

Place: Mumbai
Date: 16th May 2025



For and on behalf of the board of directors of
Indiannica Learning Private Limited


Anil D. Gala

Chairman
DIN: 00092952

Place: New Delhi
Date: 16th May 2025


Amit D. Bueh
Company Secretary
Mem. No. A15239

Place: Mumbai
Date: 16th May 2025


Anil K. Gala
Managing director & CFO
DIN: 01335267

Place: New Delhi
Date: 16th May 2025



Indiannica Learning Private Limited
Statement of Profit and Loss for the year ended 31st March-2025
CIN: U22110DL1998PTC094399

(Amount in Lakhs)

Particulars	Note No.	For the year ended 31st March 2025	For the year ended 31st March 2024
Income			
Revenue from operations	21	5,448	5,920
Other income	22	1	3
Total Income		5,449	5,923
Expenses			
Cost of materials & components consumed	23	1,957	1,853
Purchase of traded goods and services		35	25
Decrease/ (Increase) in inventories of finished goods	24	45	297
Employee benefits expense	25	2,047	2,058
Finance costs	26	300	362
Depreciation and amortisation expense	27	153	627
Other expenses	28	1,532	1,653
Total Expenses		6,069	6,875
Profit/(Loss) before tax		(620)	(952)
Tax expense:			
Current tax	29	-	-
Deferred tax		-	-
Profit/(Loss) for the year		(620)	(952)
(Decrease)/Increase in current non-financial liabilities			
Other comprehensive income (OCI):			
(a) Items that will not be reclassified to profit or loss in subsequent year		4	(2)
Less: Income tax relating to the above		-	-
(b) Items that will be reclassified to profit or loss in subsequent year		-	-
Less: Income tax relating to the above		-	-
Other comprehensive income/(loss) for the year, net of tax		4	(2)
Total comprehensive income/(loss) for the year (Total of profit/(loss) and other comprehensive income for the year)		(616)	(954)
Earnings per equity share of Rs. 10/- each			
(1) Basic (in INR)		(0.89)	(1.47)
(2) Diluted (in INR)	30	(0.89)	(1.47)

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

As per our report of even date attached hereto

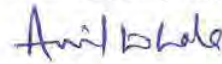
For N. A. Shah Associates LLP
Chartered Accountants
Firm Registration No. 116560W / W100149


Prashant Daftary
Partner
Membership Number: 117080

Place: Mumbai
Date: 16th May 2025



For and on behalf of the board of directors of
Indiannica Learning Private Limited



Anil D. Gala
Director
DIN: 00092952
Place: New Delhi
Date: 16th May 2025


Amit D. Buch
Company Secretary
Mem. No. A15239

Place: Mumbai
Date: 16th May 2025


Amit K. Gala
Managing director & CFO
DIN: 01335267

Place: New Delhi
Date: 16th May 2025



Indiannica Learning Private Limited
Cash Flow Statement for the year ended 31st March 2025
 CIN: U22110DL1998PTC094399

(Amount in lakhs)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
A. Cash flow from operating activities		
Profit/(Loss) before tax	(620)	(952)
Adjustments to reconcile (loss)/ profit before tax to net cash flows		
Depreciation and amortisation expense	153	627
Finance income	(1)	(1)
Provision for doubtful debts / (written back)	(7)	25
Provision for doubtful advances	14	3
Inventory written off / provision	11	(63)
Unrealised foreign exchange loss (net)	-	#
Finance costs	300	362
Operating loss before changes in assets and liabilities	(150)	0
Working Capital adjustments:		
Decrease/(Increase) in trade receivables	600	(28)
Decrease/(Increase) in inventories	3	543
Decrease/(Increase) in other assets	98	21
Decrease/(Increase) in other financial assets	-	2
(Decrease)/Increase in provisions	(222)	(24)
(Decrease)/Increase in trade payable & other financial liabilities	356	(496)
(Decrease)/Increase in current non-financial liabilities	(18)	(15)
Cash inflow / (outflow) from operations	666	3
Income tax paid (net of refund)	#	13
Net cash generated from / (used in) operating activities (A)	666	16
B. Cash flow from investing activities		
Purchase of property, plant and equipment	(4)	(11)
Purchase of intangible assets	-	(14)
Proceeds from sale of Property, plant and equipment	-	-
Fixed Deposit Created	(1)	(1)
Interest received	1	1
Net cash used in investing activities (B)	(4)	(25)
C. Cash flow from financing activities		
Loan taken from holding company	1,350	1,790
Loan repaid to holding company	(1,350)	(3,340)
Proceeds from issuance of equity share capital	-	2,000
Expense towards increase of authorised share capital	-	(23)
Payments of Lease liabilities	(171)	(156)
Interest Paid	(257)	(316)
Net cash used in financing activities (C)	(428)	(44)
Net increase / (decrease) in cash and cash equivalents (A + B + C)	235	(54)
Cash and cash equivalents at the beginning of the year	(3,747)	(3,693)
Cash and cash equivalents at the end of the year (Refer note 1 below)	(3,512)	(3,747)

Notes:

1 Reconciliation of cash and cash equivalent as per Cash Flow Statement

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
Cash & cash Equivalent (Note 10)	464	271
Bank Overdraft /Cash Credit (Note 17)	(3,976)	(4,018)
Balance as per Cash Flow Statement	(3,512)	(3,747)

2 Changes in financing liabilities arising from cash and non-cash changes (Refer note 4).

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

As per our report of even date attached hereto

For N. A. Shah Associates LLP
 Chartered Accountants
 Firm Registration No. 116560W / W100149

Prashant Daftary
 Partner
 Membership Number: 117080

Place: Mumbai
 Date: 16th May 2025



For and on behalf of the board of directors of
 Indiannica Learning Private Limited

Anil D. Gala
 Director
 DIN: 00092952

Place: New Delhi
 Date: 16th May 2025

Amit D. Buch
 Company Secretary
 Mem. No. A15239

Place: Mumbai
 Date: 16th May 2025

Amit K. Gula
 Managing director & CFO
 DIN: 01335267

Place: New Delhi
 Date: 16th May 2025



Indiannica Learning Private Limited
Statement of changes in equity for the year ended 31st March 2025
CIN: U22110DL1998PTC094399

A Particulars

(Amount in Lakhs)				
Balance as at 31st March 2023	Changes in equity share capital during the year 2023-24	Balance as at 31st March 2024	Changes in equity share capital during the year 2024-25	Balance as at 31st March 2025
4,935	2,000	6,935	-	6,935

B Other equity

Particulars	Optionally Convertible Preference Shares Refer note (a) below	Reserves and surplus		Other Comprehensive Income	Total other equity
		Securities premium	Retained earnings	Remeasurement on defined benefit plan	
As at 31st March 2023	4,900	2,106	(11,083)	35	(4,042)
Profit/(Loss) for the period	-	-	(952)	-	(952)
Remeasurement on defined benefit plan	-	-	-	(2)	(2)
Expenses towards Increase in authorised capital	-	-	-23	-	(23)
As at 31st March 2024	4,900	2,106	(12,058)	33	(5,019)
Profit/(Loss) for the period	-	-	(620)	-	(620)
Remeasurement on defined benefit plan	-	-	-	4	4
As at 31st March 2025	4,900	2,106	(12,677)	36	(5,635)

Notes:

- a) The OCPSs were issued on a right basis to holding company 'Navneet Education Limited' at face value. The OCPSs carries 0% coupon rate. The Company has an option to convert OCPS into same number of Equity shares of the Company of Rs. 10 each (being face value of the shares) at any time after allotment date but before end of 20 years. In case OCPS are not converted by the Company, they shall be redeemed at par in full not later than 20 years from the date of allotment. In the opinion of the management of the Company, the OCPS would be fully converted into equity and there is no obligation to redeem the OCPS, considering the same, the OCPS have been classified as equity.

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

As per our report of even date attached hereto

For N. A. Shah Associates LLP

Chartered Accountants
Firm Registration No. 116560W / W100149



Prashant Daftary
Partner



Membership Number: 117080

Place: Mumbai
Date: 16th May 2025

For and on behalf of the board of directors of
Indiannica Learning Private Limited


Anil D. Gala
Director
DIN: 00092952

Place: New Delhi
Date: 16th May 2025


Amit D. Buch
Company Secretary
Mem. No. A15239

Place: Mumbai
Date: 16th May
2025


Anil K. Gala
Managing director
DIN: 01335267

Place: New Delhi
Date: 16th May
2025



1 Corporate Information

Indiannica Learning Private Limited is a private limited company domiciled in India (CIN number U22110DL1998PTC094399); and is a subsidiary of Navneet Education Limited (the Holding Company). The Company's operations comprises of publishing and sale of educational books with products ranging from school books, reference books, technical & professional books.

The financial statements were authorised for issue by the Board of Directors dated 16th May, 2025.

2 Basis of preparation

a) Statement of compliance:

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards ('Ind AS') notified under section 133 of the Companies Act, 2013, read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 issued by the Ministry of Corporate Affairs. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

b) Functional and presentation of currency

The financial statements are prepared in Indian Rupees which is also the Company's functional currency. All amounts are rounded to the nearest lakhs.

c) Basis of measurement

The financial statements have been prepared on a historical cost basis except for the following:

- i) Certain financial assets and financial liabilities measured at fair value (refer accounting policy regarding financial instruments)
- ii) Defined benefit plans – plan assets measured at fair value

2.1 Summary of material accounting policies

(a) Presentation and disclosure of financial statements

All assets and liabilities have been classified as current and non-current as per Company's normal operating cycle and other criteria set out in the division II of Schedule III of the Companies Act, 2013, for a company whose financial statements are made in compliance with the Companies (India Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Rules, 2016 and also the subsequent amendments which were notified during the year and applicable to the period.

(b) Property, plant and equipment and depreciation

Property, plant and equipment including capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price and directly attributable cost of bringing the asset to its working condition for the intended use.

Subsequent expenditure related to an item of Property, plant and equipment is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing Property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Gains or losses arising from derecognition of Property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Parts (major components) of an item of property, plant and equipments having different useful lives are accounted as separate items of property, plant and equipments.

Depreciation on assets is calculated on a straight-line basis as per the useful lives of the assets prescribed under the Schedule II (under section 123) to the Companies Act, 2013, except:

- a) in respect of servers and networks where the Company has estimated useful life of 3 years being lower than the useful life of 6 years as prescribed under Part C of Schedule II of the Companies Act, 2013, based on its internal technical assessment.

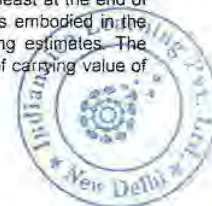
The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each balance sheet date and in case of any changes, effect of the same is given prospectively.

(c) Intangible assets and amortisation

Intangible assets are recognized when the entity controls the asset, it is probable that future economic benefits attributed to the asset will flow to the entity and the cost of the asset can be reliably measured.

At initial recognition, intangible assets are recognised at cost. Intangible assets with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses, if any.

Intangible assets with infinite life are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.



The Company has assessed the estimated useful lives of different categories of intangible assets as follows:

- a) License is capitalized at the amounts paid to acquire the respective license for use and is amortised over the period of license.
- b) Software are amortized over the period of 2.5 years (SLM).

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the statement of profit and loss when the asset is derecognised.

(d) Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. Impairment losses, if any, are recognized in Statement of Profit and Loss as a component of depreciation and amortisation expense.

A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited to the extent the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation or amortisation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognized in the statement of profit and loss when the asset is carried at the revalued amount, in which case the reversal is treated as a revaluation increase.



(e) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- > Expected to be realised or intended to be sold or consumed in normal operating cycle
- > Held primarily for the purpose of trading
- > Expected to be realised within twelve months after the reporting period, or
- > Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

(f) Leases

The Company has adopted Ind AS 116 'Leases' effective from 1st April 2019, as notified by the Ministry of Corporate Affairs in the Companies (Indian Accounting Standard) Amendment Rules, 2019.

As a lessee

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

At commencement or on modification of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease and non-lease component on the basis of their relative stand-alone prices.

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprise of the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date net of lease incentive received, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located.

The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use asset is depreciated using the straight-line method from the commencement date over the shorter of lease term of right-of-use asset.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The lease liability is measured at amortised cost using the effective interest method.

The Company has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

Right-of-use assets and lease liability balances are adjusted on partial / full termination of lease and corresponding gain / loss on such partial / full termination is charged to other income / other expenses in the Statement of Profit and Loss.

(g) Cash and cash equivalents

Cash and cash equivalents include cash in hand, bank balances, deposits with banks (other than on lien) and all short term and highly liquid investments that are readily convertible into known amounts of cash and are subject to an insignificant risk of changes in value.

(h) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

i. Initial Recognition

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset. However, loans and borrowings and payables are recognized net of directly attributable transaction costs and trade receivables are measured at their transaction price unless it contains a significant financing component or pricing adjustments embedded in the contract.

ii. Subsequent measurement

The classification of financial instruments depends on the objective of the business model for which it is held. Management determines the classification of its financial instruments at initial recognition. Hence, it can be classified in following categories;

(a) Debt instruments at amortised cost



The category applies to the Company's trade and other receivables, cash and cash equivalents, security and other deposits.
A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a) The financial asset is held within a business model whose objective is to hold assets for collecting contractual cash flows and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit and loss.

(b) Debt instruments at fair value through other comprehensive income (FVTOCI)

A 'debt instrument' is classified at the FVTOCI if both of the following criteria are met

- Financial asset is held with the business model whose objective is achieved both by collecting contractual cash flows and selling the financial assets and
- Contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

After initial measurement, such financial assets are subsequently measured at fair value and fair value movements are recognised in other comprehensive income. However, interest income, impairment losses & reversal of impairment losses and foreign exchange gain or loss is recognised in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in other comprehensive income is reclassified from the equity to statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the effective interest method.

(c) Debt instruments at fair value through profit or loss (FVTPL)

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization at amortized cost or at FVTOCI, is classified at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognised in the statement of profit and loss. The Company has not designated any debt instrument at FVTPL.

(d) Equity instruments measured at fair value

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs. All equity instruments are measured at fair value in the balance sheet, with value changes recognised in the statement of profit and loss except for those equity instruments for which the entity has elected to present value changes in other comprehensive income. 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 at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the other comprehensive income. There is no recycling of the amounts from other comprehensive income to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. The Company has not designated any equity instrument at FVTOCI.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a similar financial assets) is primarily derecognised (i.e., removed from the Company's balance sheet) when:

- (a) The rights to receive cash flows from the asset have expired or
- (b) The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either
 - i. The Company has transferred substantially all the risks and rewards of the asset or
 - ii. The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.



Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets that are debt instruments and are initially measured at fair value with subsequent measurement at amortised cost.

The Company follows 'simplified approach' for recognition of impairment loss allowance for trade and other receivables.

The application of simplified approach 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.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, twelve month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in the 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 a twelve month ECL.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, etc.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at amortised cost

This category includes trade and other payables etc. After initial recognition, such liabilities are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Financial liabilities at fair value through profit or loss (FVTPL)

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

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

Loans & borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the Effective Interest Rate (EIR) method. Gains and losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

De-recognition

A financial liability is derecognised 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 de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Classification as debt or equity instrument

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.



Compound financial instruments

The liability component of a compound financial instrument is recognised initially at fair value of a similar liability that does not have an equity component. The equity component is recognised initially as the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and the equity components, if material, in proportion to their initial carrying amounts.

Subsequent to the initial recognition, the liability component of a compound financial instrument is measured at amortized cost using the effective interest rate method. The equity component of a compound financial instrument is not re-measured subsequent to initial recognition except on conversion or expiry.

Re-classification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no re-classification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a re-classification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is material to its operations. If the Company re-classifies financial assets, it applies the re-classification prospectively from the re-classification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(i) Inventories

- i. Materials: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.
- ii. Finished goods: Finished goods are valued at the lower of cost and net realisable value. cost includes cost of purchase of direct materials and labour. Cost is determined on first in, first out basis.
- iii. Traded goods: cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on a first in first out basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

(j) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract.

- i. Sale of goods
Revenue is recognized upon transfer of control of promised products to customers, which is typically upon delivery of the goods to the customer, in an amount that reflects the expected consideration to be received in exchange for those products, is measured at the amount of transaction price net of variable consideration.
- ii. Subscription of digital content and royalty for right to use license:
Revenue from subscription of digital content and royalty for right to use license are accounted over the subscription period / agreement period in accordance with the terms of the arrangement on straight line basis.
- iii. Interest
Interest income is recognised as it accrues in statement of profit and loss, using the effective interest rate (EIR) which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset.
- iv. Right to return assets
A right of return gives the company a contractual right to recover the goods from a customer (right to return asset), if the customer exercises its option to return the goods and obtain a refund. The asset is measured at the carrying amount of the inventory, less any expected costs to recover the goods, including any potential decreases in the value of the returned goods. The Company has presented its right to return assets under other current assets.



(k) Taxes

The income tax expense comprises of current and deferred income tax. Income tax is recognized in the statement of profit and loss, except to the extent that it relates to items recognized in the other comprehensive income or directly in equity, where the related income tax is also recognised accordingly.

Current income tax

The current income tax is calculated on the basis of the tax rates, laws and regulations, which have been enacted or substantively enacted as at the reporting date. The payment made in excess / (shortfall) of the Company's income tax obligation for the period are recognized in the balance sheet as current income tax assets / liabilities.

Any interest / penalties, related to accrued liabilities for potential tax assessments are not included in income tax charge or (credit), but are rather recognised within finance costs.

The Company periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax

Deferred income tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities at the reporting date.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(l) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest expenses calculated as per effective interest method, exchange difference arising from foreign currency borrowings to the extent they are treated as an adjustment to the borrowing cost.

(m) Employee benefits

i) Short term employee benefit

All employee benefits falling due wholly within twelve months after the end of the reporting period are classified as short term employee benefits and they are recognised as an expense at the undiscounted amount in the statement of profit and loss in the period in which the employee renders the related service.

ii) Post-employment benefits

a) Defined contribution plan

The defined contribution plan is post-employment benefit plan under which the Company contributes fixed contribution to a government administered fund and will have no legal or constructive obligation to pay further contribution. The Company's defined contribution plan comprises of Provident Fund, Labour Welfare Fund, Employee State Insurance Scheme and Government Pension Fund. The Company's contribution to defined contribution plans are recognised in the statement of profit and loss in the period in which the employee renders the related services.

b) Defined benefit plan

The Company's obligation towards gratuity liability is funded. The present value of the defined benefit obligations is determined based on actuarial valuation using the projected unit credit method. The rate used to discount defined benefit obligation is determined by reference to market yields at the Balance Sheet date on Indian Government Bonds for the estimated term of obligations.

Re-measurements comprising of (a) actuarial gains and losses, (b) the effect of the asset ceiling (excluding amounts included in net interest on the net defined benefit liability) and (c) the return on plan assets (excluding amounts included in net interest on the net defined benefit liability) are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Re-measurements are not reclassified to statement of profit and loss in subsequent periods.

The interest cost on defined benefit obligation is recognised under finance cost.

Gains or losses on the curtailment or settlement of defined benefit plan are recognised when the curtailment or settlement occurs.

c) Compensated absences

The Company has benefits in the form of compensated absences. The present value of such compensated absences is determined based on actuarial valuation using the projected unit credit method. The rate used to discount defined benefit obligation is determined by reference to market yields at the Balance Sheet date on Indian Government Bonds for the estimated term of obligations.



Actuarial gains or losses arising on account of experience adjustment and the effect of changes in actuarial assumptions are recognised immediately in the statement of profit and loss as income or expense.

Gains or losses on the curtailment or settlement of other long-term benefits are recognised when the curtailment or settlement occurs.

(n) Provisions

(i) General

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.

(ii) Contingent assets/ liabilities

Contingent assets are not recognised. However, when realisation of income is virtually certain, then the related asset is no longer a contingent asset, and is recognised as an asset.

Contingent liabilities are disclosed in notes to accounts when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.



(o) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss (after tax) for the year attributable to ordinary equity shareholders of the Company by the weighted average number of equity shares outstanding during the year. The weighted average numbers of shares also includes fixed number of equity shares that are issuable on conversion of compulsorily convertible instruments and it is included from the date consideration is receivable (generally the date of their issue) of such instruments.

Diluted earnings per share is calculated by dividing the net profit or loss (after tax) for the year attributable to ordinary equity shareholders of the Company by the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(p) Fair value measurement

The Company measures certain financial instruments at fair value at each reporting date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is material to the fair value measurement as a whole:

Level 1 — unadjusted quoted price in active markets for identical assets and liabilities.

Level 2 — inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly

Level 3 — unobservable inputs for the asset or liability

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is material to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

(q) Foreign currency transactions

The Company's financial statements are presented in reporting currency, which is also the Company's functional currency. Functional currency is the currency of the primary economic environment in which an entity operates and is normally the currency in which the entity primarily generates revenues and incurs expenses.

Transactions in foreign currencies are initially recorded at the spot rates prevailing at the date the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the closing exchange rate prevailing as at the reporting date with the resulting foreign exchange differences recognised in the statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

(r) Segment reporting policies

The operating segments have been identified taking into account the nature of the products / services, nature of risks and returns, internal organization structure and internal financial reporting system. In accordance with Ind AS 108, identification of the operating segment is based on the conditions specified in paragraph 5 to the standard, i.e. the segment engages in business activities, performance is regularly reviewed by CODM and discrete financial information is available for the segment.

Operating Segments are reported in a manner consistent with internal reporting provided to the Chief Operating Decision Maker (CODM). 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.

(s) Cash Flow Statement

Cash Flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

2.2 Material accounting judgements, estimates and assumptions



The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

The Company based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

(a) Allowances for doubtful receivables

The management estimates at each reporting date the recoverability of its trade and other receivables. Allowances for doubtful receivables is estimated based on the best available facts and circumstances, including but not limited to, confirmation from the customers using the ECL approach. The allowances are re-valued and adjusted as additional information received affects the amount estimated.

(b) Defined benefit plan

The cost of defined benefit plan as well as the present value of the benefit obligations are determined using actuarial valuations. The actuarial valuation involves making various assumptions. These include determination of discount rates, future salary increase and mortality rates. Due to complexity of the valuation and the underlying assumptions, defined benefit plan obligations are highly sensitive to changes in these assumptions.

(c) Fair value of financial instruments

Where the fair value of the financial statements recorded on balance sheet cannot be derived from active markets, they are determined using valuation techniques including the discounted cash flow method. The input to these models are derived from observable market data where possible, but where this is not feasible, a degree of judgement is required in establishing fair values.

(d) Income taxes

The Company has exposure to income taxes primarily in Indian jurisdictions. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which losses can be utilized. Material management's judgement is required to determine the amounts of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable profits along with future tax planning strategies. Considering lower probability of future taxable profit, utilisation of deferred tax asset is not certain, hence the same is not recognised in full and also carry forward losses and unabsorbed depreciation are not considered for calculation of DTA.

(e) Provision for Refund Liability

Provision for expected refund liability is made based on the review of past trend of actual sales returns. This involves:
Estimation of expected sales return as compared to trend available for actual sales return based on market conditions, review of special terms / guarantee offered to customers and other factors; and
Judgement of market response for new products launched during the year.

2.3 Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.



3 Property, plant and Equipment

(Amount in Lakhs)

Particulars	Computers	Office equipment	Furniture and fixtures	Total
Gross block				
As at March 31, 2023	151	22	5	178
Additions	11	1	-	12
Disposals / Adjustments	(16)	-	-	(16)
As at March 31, 2024	146	23	5	174
Additions	4	-	-	4
Disposals / Adjustments	-	-	-	-
As at March 31, 2025	150	23	5	178
Accumulated depreciation				
As at March 31, 2023	150	18	3	171
Charge for the year	3	1	1	5
Disposals / Adjustments	(16)	-	-	(16)
As at March 31, 2024	137	19	4	160
Charge for the year	5	1	1	7
Disposals / Adjustments	-	-	-	-
As at March 31, 2025	142	20	5	167
Net book value				
As at March 31, 2024	9	4	1	14
As at March 31, 2025	8	3	0	11

Notes:

3.1 For details of charge on above assets, refer note 17.3 of the financial statement.



4 Right of use Assets

Particulars	(Amount in Lakhs)
	Office premises
Gross block	
As at March 31, 2023	168
Additions	553
Disposals / adjustments	
As at March 31, 2024	721
Additions	-
Disposals / adjustments	
As at March 31, 2025	721
Accumulated depreciation	
As at March 31, 2023	97
Charge for the year	133
Disposals / adjustments	
As at March 31, 2024	230
Charge for the year	140
Disposals / adjustments	
As at March 31, 2025	370
Net book value	
As at March 31, 2024	491
As at March 31, 2025	351

Notes:

- 4.1 For details of other disclosures required under Ind AS 116 on above assets, refer note 34 of the financial statement.



5 Intangible assets (other than goodwill)

Particulars	(Amount in Lakhs)		
	Software	Licenses	Total
Gross block			
As at March 31, 2023	62	3500	3,562
Additions	15	-	15
Disposal	-	-	-
As at March 31, 2024	77	3,500	3,577
Additions	#	-	-
Disposal	-	-	-
As'at March 31, 2025	77	3,500	3,577
Accumulated Amortisation			
As at March 31, 2023	62	3,015	3,077
Additions	5	485	490
Disposal	-	-	-
As at March 31, 2024	67	3,500	3,567
Additions	6	-	6
Disposal	-	-	-
As at March 31, 2025	73	3,500	3,573
Net book value			
As at March 31, 2024	10	-	10
As at March 31, 2025	4	-	4

5.1 License has been fully amortised in previous year.

5.2 Details of remaining amortisation period and carrying value of intangibles are as under:

Description	Carrying amount as at		Remaining useful life as at	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Software	4	10	6-20months	18-20months
Total	4	10	-	-

6 Security deposits

At amortised cost

(Unsecured, considered good)

Security deposits

Less: Provision for doubtful deposit

Total

	March 31, 2025	March 31, 2024
Security deposits	44	44
Less: Provision for doubtful deposit	-	-
Total	44	44



7 Deferred tax assets (net)

Particulars	(Amount in Lakhs)			
	Balance sheet		Statement of profit and loss	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Deferred tax liability				
Accelerated depreciation for tax purposes	(107)	(107)	-	-
Lease assets net of lease liabilities	-	-	-	-
	(107)	(107)	-	-
Deferred tax Assets				
Provision for sales returns	72	72	-	-
Provision for obsolete inventories	38	38	-	-
Provision for employee benefits	30	30	-	-
Provision for doubtful receivables	150	150	-	-
Provision for bonus	58	58	-	-
	348	348	-	-
Deferred tax (expense)/income	-	-	-	-
Net deferred tax assets	241	241	-	-
Reconciliation of deferred tax assets (net)			March 31, 2025	March 31, 2024
Opening balance			241	241
Tax (expense) during the year recognised in profit or loss			-	-
Tax income/(expense) during the year recognised in OCI			-	-
Closing balance			241	241

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities related to income taxes levied by the same tax authority.

7.1 Considering significant past losses & unabsorbed depreciation and history of losses, deferred tax asset has not been created due to uncertainty as regards the timing of the realisation. In earlier year, Deferred Tax Assets (DTA) had partially recognised to the extent it is certain to be utilised. Accordingly, carry forward losses and unabsorbed depreciation are not considered for calculation of partial DTA.

7.2 Also refer note 29(c).



Particulars	(Amount in Lakhs)	
	March 31, 2025	March 31, 2024
8 Inventories (Refer Note 17.5) (valued at lower of cost or net realizable value)		
Materials		
Less: Provision for Obsolete Material	465	434
	(5)	(5)
Finished goods	480	428
Manufactured goods		
Less: Provision for Obsolete Inventory	1,041	1,051
	(61)	(50)
Traded goods	980	1,001
	1	25
Total	1,441	1,455
9 Trade receivables		
Considered good	6,360	6,950
Less: Allowance for bad and doubtful debts & credit losses	(648)	(556)
Total	5,702	6,294

9.1 Trade receivables ageing schedule as at 31st March 2025

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	5,335	129	274	31	458	-	6,227
(ii) Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	123	123
Less: Allowance for bad and doubtful debts & credit losses	-	-	-	-	-	-	(648)
Total	5,335	129	274	31	458	123	5,702

Trade receivables ageing schedule as at 31st March 2024

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	6,213	39	84	28	462	-	6,826
(ii) Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	124	124
Less: Allowance for bad and doubtful debts & credit losses	-	-	-	-	-	-	(656)
Total	6,213	39	84	28	462	124	6,294

9.2 No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member. Trade receivables are non-interest bearing and are generally on credit terms of 90 to 120 days.

9.3 The Company follows simplified approach & the trade receivables do not contain significant financing component and accordingly the Company does not separately track changes in credit risk of trade receivables as the impairment amount represents "lifetime" expected credit loss. Accordingly, the disclosure as required by Schedule III, Division II as regards (a) Trade Receivables which have significant increase in credit risk & (b) Trade Receivables which are credit impaired is not required. In addition to collective pool assessment, the Company has carried out individual assessment as well, however, the amount of loss allowance to be recognised for such trade receivables is Rs. Nil (Previous year: Rs. Nil).

10 Cash and cash equivalents

Cash On hand		0
Balance with Scheduled Banks		
- On current accounts	464	271
Total	464	271

11 Other bank balances

Margin money deposits (Refer note 11.1 below)	6	5
Fixed deposits with original maturity for more than 3 months but less than 12 months	10	10
Total	16	15

11.1 Margin money deposit balance represents restricted deposits (along-with accrued interest thereon) under lien (subject to first charge to secure the Company's bank guarantee) placed with sales tax authorities.

12 Other current assets

Advance to suppliers	89	100
Less: Allowance for doubtful advances	(88)	(74)
Prepayments	1	26
Right to return	25	30
Advances to Employees for expenses	384	439
Goods and Service Tax	25	38
Total	412	540



Indiannica Learning Private Limited

Notes to the financial statements for the year ended 31st March 2025

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13 Equity Share capital

a) Authorised share capital	(Amount in Lakhs)	
	2024-2025	2023-2024
7,60,00,000 (Previous year: 7,60,00,000) equity shares of Rs.10/- each	7,600	7,600
4,90,00,000 (Previous year: 4,90,00,000) optionally convertible preference shares of Rs.10/- each	4,900	4,900
Total Authorised capital	12,500	12,500

b) Issued share capital	2024-2025		2023-2024	
	No. of shares	Amount in Lakhs	No. of shares	Amount in Lakhs
Equity shares				
At the beginning of the year	6,93,51,063	6,935	4,93,51,063	4,935
Add: Shares Issued	-	-	2,00,00,000	2,000
Less: Shares Cancelled / Buy Back	-	-	-	-
At the end of the year	6,93,51,063	6,935	6,93,51,063	6,935
0% Optionally Convertible Preference Shares				
At the beginning of the year	4,90,00,000	4,900	4,90,00,000	4,900
Add: Shares Issued	-	-	-	-
Less: Shares Cancelled / Buy Back	-	-	-	-
At the end of the year	4,90,00,000	4,900	4,90,00,000	4,900

Note - The proceeds from issue of shares during the previous year had been used in accordance with the purpose of the issue.

c) Rights, preference and restrictions attached to shares:

Equity shares

The Company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. 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 amount. The distribution will be in proportion to the equity shares held by the shareholders.

0% Optionally Convertible Preference Shares

The Company has only one class of 0% Optionally Convertible Preference Shares having par value of Rs.10 per share. Refer note (a) to the Statement of Changes in Equity.

d) Details of shareholders (as per the register of shareholders) holding more than 5% of shares in the Company:

Particulars	As at 31st March 2025		As at 31st March 2024	
	No. of shares	% holding	No. of shares	% holding
Equity shares of Rs. 10 each fully paid up				
Navneet Education Limited, the holding company	6,93,51,063	99.99%	6,93,51,063	99.99%
Optionally Convertible Preference Shares				
Navneet Education Limited, the holding company	4,90,00,000	100.00%	4,90,00,000	100.00%

Note - As per records of the Company, including its register of shareholders / members, the above shareholding represents legal ownerships of shares.

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

There is no issue of shares pursuant to contract without payment being received in cash during the previous five years.

f) Shareholding of Promoters as under:

Shares held by promoters at the end of the current year				% Change during the year
Sr. no	Promoter Name	No. of Shares	% of total shares	
1	Navneet Education Ltd.	6,93,51,063	99.99%	-

Shares held by promoters at the end of the year Previous Year				% Change during the year
Sr. no	Promoter Name	No. of Shares	% of total shares	
1	Navneet Education Ltd.	6,93,51,063	99.99%	40.53%



Particulars	(Amount in Lakhs)	
	March 31, 2025	March 31, 2024
14 Lease Liabilities		
Lease liabilities on right of use assets		
Less: Amount presented under current lease liability	397 (138)	525 (149)
Total	259	376
15 Other non-current liabilities		
Deferred revenue	-	2
Total	-	2
16 Provisions		
Provision for employee benefits		
- Gratuity (Refer note 31(i))	36	40
- Compensated absences (Refer note 31(ii))	97	96
Other provisions		
- Performance bonus	151	167
- Refund liability	1,223	1,477
Discount	366	319
Total	1,873	2,099

16.1 Current and non-current bifurcation:

Particulars	March 31, 2025		March 31, 2024	
	Current	Non-current	Current	Non-current
Gratuity	36	-	40	-
Compensated absences	97	-	96	-
Performance bonus	151	-	167	-
Refund liability	1,223	-	1,477	-
Discount	366	-	319	-
Total	1,873	-	2,099	-

16.2 Movement of other provisions:

Particulars	Performance Bonus	Refund liability	Total
At April 01, 2024			
Add: additions during the year	167	1,477	1,644
Less: amount used / adjustment during the year	98	1,392	1,490
At March 31, 2025	(114)	(1,648)	(1,760)
	151	1,223	1,374
At April 01, 2023			
Add: additions during the year	178	1,380	1,558
Less: amount used / adjustment during the year	114	1,807	1,921
Less: discount	(125)	(1,711)	(1,836)
At March 31, 2024	-	-	-
	167	1,477	1,644

16.3 Description of provisions:

- a) Employee benefits
Refer note 31 for details of employee benefits provided by the Company.
- b) Provision for Refund liability
Provision for expected refund liability are made based on trend arrived as average of actual sales return to sales of previous three normal years and management estimate. (Excluding covid period)
- c) Provision for Performance Bonus
The Company has made provisions for performance bonus which are expected to be paid in the next year.
- d) Provision for Discount
The Company has made provisions for discount which are expected to be paid in the next year.

17 Borrowings

Unsecured		
Loan from holding company (Refer note 17.1 and note 35)		
Secured		
Bank Overdraft / Cash Credit Facilities (Refer note 17.2 & 17.3 below)	3,976	4,018
Total	3,976	4,018

17.1 Inter-corporate loan (unsecured) is taken from the holding company (Navneet Education Limited) and carries interest @7.5% Per Annum (31st March 2024: 7.5%).

17.2 The average rate of interest for the above mentioned overdraft / cash credit facility during the year is 8.25% per annum (Previous year 8.05% per annum).

17.3 Bank Cash Credit / Bank Overdraft Facilities is secured against charge on current assets (both present and future) along with Corporate Guarantee for Rs. 4,000 Lakhs from holding company, whereas in the previous year it was secured against current & fixed assets (both present and future) of the Company, along with Corporate Guarantee for Rs. 4,000 Lakhs from holding company.

17.4 The company has utilized the funds borrowed from banks for the purpose for which it was obtained.



Particulars	(Amount in Lakhs)	
	March 31, 2025	March 31, 2024

17.5 During the earlier years, the company has been sanctioned working capital limits from banks on the basis of security of current assets: for which the quarterly returns or statements has been filed by the company with such banks which are in agreement with the books of accounts of the Company for financial year 2024-2025 and for financial year 2023-2024 except on account of quarter-end cut off / finalization entries as mentioned below.

(a) For financial year 2023-2024 :

Quarter	Name of bank	Particulars of Securities Provided	Amount as per books of account	Amount as reported in the quarterly return/ statement	Amount of difference
Q3	Axis Bank Limited	Inventory & debtors	4,184	4,182	2

18 Trade payables

- Due to Micro and Small Enterprises (Refer note 18.3 below)
- Due to Others
Total

	23	244
	1,034	447
	<u>1,057</u>	<u>691</u>

The following ageing schedule shall be given for trade payables due for payment:

Trade payables ageing schedule as at 31st March 2025

Particulars	Unbilled	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Micro and Small	-	23	-	-	-	23
(ii) Others	54	968	12	-	-	1,034
(iii) Disputed dues - Micro and Small	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	54	991	12	-	-	1,057

Trade payables ageing schedule as at 31st March 2024

Particulars	Unbilled	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Micro and Small	-	209	35	-	-	244
(ii) Others	45	402	-	-	-	447
(iii) Disputed dues - Micro and Small	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
Total	45	611	35	-	-	691

18.1 Trade payables are non-interest bearing and are normally settled on 0-90 days credit terms.

18.2 For explanations on the Company's credit risk management processes, refer note 37.

18.3 Details of the dues to Micro and Small Enterprises (MSME), as defined in the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), as on 31st March 2025 based on available information with the Company which are as under:

Particulars	2024-2025	2023-2024
a) the principal amount remaining unpaid to any supplier at the end of accounting year;	-	-
b) the interest due on above, remaining unpaid to any supplier at the end of accounting year;	-	-
c) the amount of interest paid by the buyer in terms of section 16 of the MSMED Act (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during accounting year;	-	-
d) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act;	-	-
e) the amount of interest accrued and remaining unpaid at the end of accounting year; and	-	-
f) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.	-	-

19 Other financial liabilities

Other financial liabilities at a mortised cost

Employee Benefits Payable

	29	25
Total	<u>29</u>	<u>25</u>

20 Other current liabilities

Statutory Dues

- Provident fund / ESIC / Profession tax
- Tax deducted at source
- Goods and Service Tax
Deferred Revenue

	16	16
	43	51
	39	44
	1	3
Total	<u>99</u>	<u>114</u>



Indiannica Learning Private Limited

Notes to the financial statements for the year ended 31st March 2025

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(Amount in Lakhs)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
21 Revenue from operations		
a) Sale of products (refer note 21.2)		
Finished goods (Books)	9,118	9,281
Traded Goods (Books)	39	25
Total sales	9,157	9,306
Less: Sales discount and incentives	(3,726)	(3,413)
b) Other operating Revenue	5,431	5,893
Total	5,448	5,920
21.1 Details of products sold		
Finished goods sold		
Books	9,118	9,281
Traded goods sold	9,118	9,281
Books	39	25
	39	25
	9,157	9,306

21.2 Provision for Refund liability:

The above sales of product is net of sales return made during the year amounting to Rs 1,223 Lakhs (Previous year Rs 1,478 Lakhs).

21.3 Disclosures of Ind AS 115:

a) Contracts with customer and significant judgement in applying the standard:

- i) The company is in the business of publishing and sale of educational books with products ranging from school books, reference books, technical & professional books.

The company applies the guidance provided in Ind AS 115 'Revenue from contracts with customer' for determining the timing of recognition of revenue. Refer note 2.1(j) of material accounting policies.

- ii) For details of revenue recognised from contracts with customers, refer note 21 above.

- iii) There are no contract assets arising from the Company's contract with customers.

b) Disaggregation of revenue

- i) For disaggregation of revenue, refer break-up given in note 21 above.

- ii) There was no customer whose revenue was exceeding 10% of the total revenue for the year ended 31st March 2025 whereas for the year ended 31st March 2024 the company had earned 15% of total revenue from the holding company 'Navneet Education Limited'.

c) Performance obligation

- i) For timing of satisfaction of its performance obligations, refer note 2(j) of significant accounting policies of the Company.

- ii) Unsatisfied (or partially satisfied) performance obligations are due to unexpired contract period in cases where the contract for Subscription of digital content and royalty for right to use license. The aggregate value of transaction price allocated to unsatisfied (or partially satisfied) performance obligations is Rs.0.71 Lakhs (31st March 2024: Rs. 4 Lakhs); out of which 100% (31st March 2024: 40%) is expected to be recognised as revenue in the next 12 months.

d) Right to return assets

Particulars	31st March 2025	31st March 2024
Right to return assets	384	439

22 Other income

Interest on deposits with bank
Profit on sale of Fixed Asset
Total

1

1



Indiannica Learning Private Limited

Notes to the financial statements for the year ended 31st March 2025

CIN: U22110DL1998PTC094399

(Amount in Lakhs)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
23 Cost of materials and components consumed		
Material consumed		
Inventory at the beginning of the year		616
Add : Purchases	434	1,671
	1,988	2,287
Less: inventory at the end of the year	2,422	465
Total	1,957	1,853
24 Decrease/ (Increase) in inventories of finished goods and traded goods		
Inventories at the end of the period		
Finished goods (Books)	980	1,001
Traded Goods	1	25
Inventories at the beginning of the period		
Finished goods (Books)	1,001	1,312
Traded Goods	25	11
Total	45	297
24.1 Details of Inventory:		
Manufactured goods		
Books	1,041	1,051
Traded Goods	1,041	1,051
Books	1	25
Total	1,042	1,076
25 Employee benefits expense		
Salaries, allowances and bonus	1,856	1,875
Contribution to provident and other funds	98	96
Gratuity expense (Refer note 31)	36	34
Staff welfare expenses	58	53
Total	2,048	2,058
26 Finance costs		
Interest		
- On borrowings	255	292
- Other	-	24
- On statutory dues	1	-
- On leased Asset (Refer note 34)	43	46
Other finance charges	1	-
Total	300	362
27 Depreciation and amortisation expense		
Depreciation of tangible assets (Refer note 3)	7	5
Depreciation of right-of-use assets (Refer note 4)	140	133
Amortisation of intangible assets (Refer note 5)	6	490
Total	153	628



Indiannica Learning Private Limited

Notes to the financial statements for the year ended 31st March 2025

CIN: U22110DL1998PTC094399

(Amount in Lakhs)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
28 Other expenses		
Royalty	243	267
Editorial expenses	230	228
Travelling and conveyance	364	328
Logistics expenses	373	439
Business promotion	46	83
Advertisement and sales promotion expenses	42	37
Legal and professional fees	18	23
Rent & Maintenance	71	56
Payment to auditor (Refer note 28.1 below)	10	10
Bad debts written off	-	15
Allowance for doubtful advances	14	3
Repairs and maintenance		
Computers	44	47
Others	5	5
Electricity and water	24	22
Communication costs	13	14
Provision for doubtful debts	-	25
Packing cost	3	5
Miscellaneous expenses	32	46
Total	1,532	1,653

28.1 Payment to auditors (including GST):

As auditors		
Statutory audit fee	9	9
Tax audit fee	1	1
	10	10

29 Income tax

The major components of income tax expense for the years ended 31st Mar 2025 and 31st March 2024 are:

a) Statement of profit and loss

Current tax	-	-
Deferred tax	-	-
Total tax expenses as per statement of profit and loss	-	-

b) Reconciliation of income tax expense and the accounting profit multiplied by statutory tax rate:

Profit/(Loss) before tax	(620)	(952)
Enacted tax rates in India	22.88%	22.88%
Computed expected tax expense	(142)	(218)
DTA not recognised on tax loss and other assets	142	218
At the effective income tax rate	-	-
Income tax expense reported in the statement of profit and loss	-	-

c) Considering significant past losses & unabsorbed depreciation and history of losses, deferred tax asset has not been created due to uncertainty as regards the timing of the realisation. In the earlier years, Deferred Tax Assets (DTA) had been partially recognised to the extent it was certain to be utilised. Accordingly, carry forward losses and unabsorbed depreciation are not considered for calculation of DTA.

Details of tax losses:

The Company is having carry forward depreciation losses as at 31st March 2025 of Rs. 3,268 Lakhs (Previous year: Rs. 3,147 Lakhs) which doesn't have any expiry date and carry forward business losses as on 31st March 2025 is Rs. 6,506 Lakhs (Previous year: Rs. 6,182 Lakhs) which will be expired in next 1 to 8 years (Previous year : 2 to 8 years).



(Amount in Lakhs)

Particulars	For the year ended 31st March 2025	For the year ended 31st March 2024
-------------	---------------------------------------	---------------------------------------

30 Earnings per share (EPS)

The following is a reconciliation of the equity shares used in the computation of basic and diluted earnings per equity share:

Particulars	2024-25	2023-24
Weighted average number of equity shares at the end of the year for calculation of EPS (in Numbers)		
(1) Basic	6,93,51,063	6,47,51,550
(2) Diluted	6,93,51,063	6,47,51,550
Net Profit/(Loss) before Other Comprehensive Income available for computing basic and diluted EPS	(620)	(952)
Earnings per equity share (in INR)		
(1) Basic	(0.89)	(1.47)
(2) Diluted	(0.89)	(1.47)

- 30.1 As per paragraph 23 of Ind AS 33 'Earnings Per Share', mandatorily convertible instrument should be considered for basic EPS from the date of the contract and accordingly, optionally convertible preference shares (OCPSs) issued by the Company are not considered for the purpose of calculation of basic EPS in current and previous year. Further, the OCPS are not considered for the purpose of calculation of diluted EPS in current and previous year as the impact of the same is antidilutive.



31 Particulars	(Amount in Lakhs)	
	March 31, 2025	March 31, 2024
(i) Provision for gratuity	36	40
Total	36	40

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days of last drawn basic salary for each completed year of service or part thereof in excess of six months. The scheme is funded with Life Insurance Corporation.

The following tables summaries the components of net benefit expense recognised in the statement of profit and loss and amounts recognised in the balance sheet and changes in the projected benefit obligation.

Net benefit expense recognised in the statement profit and loss

Current service cost	33	32
Interest cost on benefit obligation (Net)	3	2
	36	34

Net benefit expense recognised in the other comprehensive income

Re-measurement (loss)/gain on defined benefit plan	4	(2)
	4	(2)

Balance sheet

Present value of defined benefit obligation	(192)	(163)
Fair value of plan assets	156	124
Plan liability	(36)	(39)

Changes in the present value of the defined benefit obligation (DBO)

Opening defined benefit obligation	163	124
Interest cost	12	9
Current service cost	33	32
Benefits paid	(13)	(4)
Actuarial losses on obligation	(3)	2
Closing defined benefit obligation	192	163

Changes in fair value of plan assets

Opening fair value of plan assets	124	96
Expected return	10	8
Contributions by employer	35	24
Actuarial gain	(13)	(4)
Closing fair value of plan assets	156	124

The Company expects to contribute Rs. 39.43 Lakhs to gratuity in the next year.

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

	March 31, 2025	March 31, 2024
Life Insurance Corporation [Funds Managed by Insurer]	100%	100%

The principal assumptions used in determining gratuity obligation for the Company's plans are shown below:

	March 31, 2025	March 31, 2024
Discount rate	7.04%	7.25%
Salary escalation	9.00%	9.00%
Mortality rates	100% of IALM (2012 - 14)	100% of IALM (2012 - 14)
Employee turnover		
Ages: up to 30 years		
From 31 to 44 years	20.00%	20.00%
Above 44 years	15.00%	15.00%
Normal retirement age(Years)	10.00%	10.00%
Average remaining working life (Years)	65	65
	26.87	27.29

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

Sensitivity Analysis of the defined benefit obligation

a) Impact of the change in discount rate

	(Amount in Lakhs)	
	March 31, 2025	March 31, 2024
Present Value of Obligation at the end of the period	192	163
Impact due to increase of 0.50 %	(7)	(6)
Impact due to decrease of 0.50 %	8	6

b) Impact of the change in salary increase

Present Value of Obligation at the end of the period	192	163
Impact due to increase of 0.50 %	7	6
Impact due to decrease of 0.50 %	(7)	(6)

Sensitivities due to mortality & withdrawals are not material and hence impact of change not calculated.

Maturity profile of defined benefit obligation

	(Amount in Lakhs)	
	March 31, 2025	March 31, 2024
Within the next 12 months (next annual reporting period)	17	15
Between 1 and 5 years	69	57
Between 5 and 10 years	105	91



(ii) Defined benefit plan and long term employment benefits: Compensated absences (unfunded)

In respect of Compensated absences, accrual is made on the basis of a year-end actuarial valuation in pursuance of the Company's leave rules.

The Company has provided for compensated absences based on the actuarial valuation done as per Project Unit Credit Method. The following table sets out for the status of leave encashment plan:

Particulars	(Amount in Lakhs)	
	March 31, 2025	March 31, 2024
Change in Obligation		
Opening Present Value		
Service Cost	95	75
Actuarial changes arising from changes in financial assumptions	24	28
Actuarial changes arising from changes in demographic assumptions	1	1
Actuarial changes arising from changes in experience adjustments	-	-
Interest Cost	(20)	(9)
Less: Benefits paid	7	6
Closing Present Value	(10)	(6)
	97	95
Change in Plan Asset		
Opening Fund Balance		
Interest Income	-	-
Return on the plan's asset	-	-
Contribution by the Company	-	-
Less: Benefits paid	-	-
Closing Fund Balance	-	-
	-	-
Reconciliation of present value of obligation and the plan asset		
Closing Fund Balance		
Closing present value	-	-
Net Liability recognized in balance sheet	97	95
	97	95
Expenses recognized in the Statement of Profit & Loss		
Current Service Cost		
Interest Cost	24	28
Expected Return on Plan Assets	7	6
Net Actual (Gain) / Loss recognized	-	-
Expenses recognized in the Statement of P&L	(19)	(8)
	12	26
Movement in the Liability recognized in Balance Sheet		
Opening Net Liability		
Expenses as above	95	75
Less: Benefits paid	12	26
Closing Net Liability	(10)	(6)
	97	95
Sensitivity analysis for the year ended 31st March 2025:		
PVO		
Effect on defined benefit obligation due to increase by 50 basis point	Discount rate	Salary escalation rate
Effect on defined benefit obligation due to decrease by 50 basis point	(4)	4
	4	(4)
Sensitivity analysis for the year ended 31st March 2024:		
PVO		
Effect on defined benefit obligation due to increase by 50 basis point	Discount rate	Salary escalation rate
Effect on defined benefit obligation due to decrease by 50 basis point	(4)	4
	4	(4)
Assumptions		
Salary escalation rate		
Discounting rate	9.00%	9.00%
Employee turnover	7.04%	7.25%
Ages: up to 30 years		
From 31 to 44 years	20.00%	20.00%
Above 44 years	15.00%	15.00%
Normal retirement age (Years)	10.00%	10.00%
Average remaining working life (Years)	65	65
Mortality rate	27.29	27.29
Composition of plan assets	100% of IALM(2012-2014)	100% of IALM(2012-2014)
	Not funded	Not funded

32 Contingent Liabilities & litigations

i) Income tax matters:

The Company has tax disputes against the demand raised and penalty levied by the Assessing Officer aggregating to Rs. 69 lakhs (Previous Year Rs. 69 lakhs). Details of the same is given below:

a) On-going tax demand of Rs. 69 lakhs for FY 2016-17 with CIT (Appeals) - Refund of FY 2022-23 of Rs. 29 lakhs is adjusted against this demand.

b) The Company has received intimation order u/s 143(1) having demand of Rs. 7 Lakhs for FY 2022-23. The Company has filed for the rectification return and the same is under verification and confirmation by the Assessing Officer.

Future cash outflows in respect of matters considered disputed in (i) above are determinable only on receipt of judgment / decision pending at various forums / authorities. Considering the facts of the case of Company, the management does not expect any cash outflow in respect of the pending dispute and accordingly no provision has been made in the financial statements.

33 Capital Commitments and Other Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for Rs. NIL (31st March 2024: Rs. NIL)



34 Leases

The Company has adopted Ind AS 116 'Leases' from 1st April 2019. Refer note (f) for accounting policy on leases.

i) As a lessee

The company has lease contracts for office premises and warehouse used in its operations. For lease arrangement with lease terms of 12 months or less, the Company has applied the 'short-term lease' recognition exemptions.
For addition, depreciation and carrying value of right of use asset, refer note 4.

Particulars	(Amount in Lakhs)	
	March 31, 2025	March 31, 2024
a) Interest expense on lease liabilities (Refer note 26)		
b) Lease expenses	43	46
Lease expenses in case of short term leases (Refer note 28)		
Lease expenses in case of low value leases (other than short term as disclosed above)	71	56
Lease expenses debited to lease liabilities	-	-
Total cash outflow for leases [incl. short term & low value leases]	171	156
Variable lease payments not considered in measurement of lease liabilities	242	212
Income from sub-leasing ROU assets	-	-
	-	-

35 Related party disclosures

(i) Name of Related Parties and related party relationship:

Nature of relationship	Name of the relative
Holding Company (The ultimate holding company)	Navneet Education Limited
Directors / Key Managerial Personnel (KMP)	Mr. Amit Kalyanji Gala (Managing Director & CFO) Mr. Tushar Jani (Independent Director) (Upto 24th Oct 2024) Mr. Sanjeev Shankar (Independent Director) (Upto 25th Oct 2024) Mr. Yasho Verdhan Verma (Director) Mr. Raju Gala (Director) Mr. Anil Gala (Chairman) Mr. Sanjeev Jitendra Gala (Director) Mr. Kalpesh Gala (Director)
Key Managerial Personnel (KMP) and relatives as per the Companies Act, 2013	Mr. Amit Buch (Company Secretary)
Entity are members of the same group (Step down subsidiary of Fellow Subsidiary)	Genext Students Private Limited
Post-employment Benefit Plan	Indiannica Learning Group Gratuity Scheme

36 Fair value of financial assets and liabilities

The management assessed that the fair values of financial asset and financial liabilities approximate their carrying amounts.

The following methods and assumptions were used to estimate the fair values:

- (a) Fair values of cash and cash equivalents, trade receivables, interest accrued on deposits with bank, bank deposits, trade payables and other financial liabilities, approximate their carrying amounts largely due to the short-term maturities of these instruments.
- (b) The management has considered fair value of security deposits, loan from NBFC, loan from bank, loan from related party, equal to their carrying value as fair values based on the current market interest rates and other risk factors approximate to carrying value.

Fair value hierarchy

The following table presents the financial assets and financial liabilities by level with the fair value measurement hierarchy:

Particulars	March 31, 2025		March 31, 2024	
	Level of input used in*	Carrying Amount	Level of input used in*	Carrying Amount
a) Financial assets				
At Amortised Cost				
Trade receivables (net of provisions)				
Cash and cash equivalents	NA	5,702	NA	6,294
Bank deposits	NA	454	NA	271
Security deposits (net of doubtful deposit)	NA	16	NA	15
	NA	44	NA	44
b) Financial liabilities				
At Amortised Cost				
Other financial liability				
Bank overdraft / Cash credit facilities	NA	29	NA	25
Lease Liability	NA	3,976	NA	4,018
Trade payables	NA	397	NA	525
	NA	1,057	NA	691

* There are no items carried at fair value and hence level 1, 2 & 3 disclosures are not applicable. Fair value of financial assets and financial liabilities carried at amortised cost are approximate to their carrying value due to current maturity of these instruments.

37 Financial risk management objectives and policies

The Company is exposed to market risk, credit risk and liquidity risk. The management reviews and agrees policies for managing each of these risks which are summarized below.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprise three types of risk: foreign currency risk, interest rate risk and other price risk. Financial instruments affected by market risk primarily include trade receivables, trade payables, cash and cash equivalents.

The sensitivity analysis in the following sections relate to the position for the periods presented. The sensitivity analysis has been prepared on the basis that the amount of net debt and the proportion of financial instruments in foreign currencies are all constant. The analysis exclude the impact of movements in market variables on the carrying values of gratuity obligation and provisions.

The sensitivity of the relevant profit and loss item is the effect of the assumed changes in respective market risks based on the financial assets and financial liabilities held at the periods presented.



Interest rate risk

The following tables demonstrate the sensitivity to a reasonably possible change in interest rate, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities.

	March 31, 2025	(Amount in Lakhs)	
		Change in Interest Rate	Effect on profit before tax
		1%	-40
		-1%	40
	March 31, 2024	1%	-40
		-1%	40

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to trade payables, trade receivables.

Particulars / Foreign currency	2024-25		2023-24	
	Amount in foreign currency	Amount in Rupees	Amount in foreign currency	Amount in Rupees
Receivables				
USD				
Payables	16,414	14,03,765	16,414	13,67,982
USD	7,686	6,57,297	7,686	6,40,551

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities.

	March 31, 2025	(Amount in Lakhs)	
		Change in USD rate	Effect on profit before tax
		5%	-0.37
		-5%	0.37
	March 31, 2024	5%	-0.36
		-5%	0.36

Price risk

The Company is not exposed to any significant price risk.

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities, primarily for trade receivables and deposits with banks and other financial assets.

Trade receivables

Customer credit risk is managed based on the Company's established policy, procedures and control relating to customer credit risk management. The Company evaluates the concentration of risk with respect to trade receivables as low. There are no customers who represent more than 10% of the balance of trade receivables. Outstanding customer receivables are regularly monitored by the management.

An impairment analysis is performed at each reporting date on an individual basis for major customers.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company does not hold collateral as security.

The ageing of trade receivable and credit loss allowance is as under:

Particulars	Ageing (based on due date)		(Amount in Lakhs)
	Upto 6 months	More than 6 months	Total
As at 31st March 2025			
Secured			
Unsecured	-	-	-
Total receivables	5,463	887	6,350
Allowance for doubtful receivables & credit losses	5,463	887	6,350
Net Receivables			648
Expected loss rate *			5,702
			10%
As at 31st March 2024			
Secured			
Unsecured	-	-	-
Total receivables	6,252	698	6,950
Allowance for doubtful receivables & credit losses	6,252	698	6,950
Net Receivables			656
Expected loss rate *			6,294
			9%

* Expected loss rate includes both allowance made based on age of the receivable and expected loss based on historical experience.

Movement in credit loss allowance

Particulars	(Amount in Lakhs)	
	Year ended 31st March 2025	Year ended 31st March 2024
Balance at the beginning		
Additional provision/ (write back)	656	631
Amounts written off or utilised	(7)	25
Balance at the end	649	656

Deposits with banks and other financial assets

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy.

Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum level of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system.



The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments.

Particulars	(Amount in Lakhs)			Total
	Less than 3 months	3 to 12 months	1 to 5 years	
Year ended 31st March 2025				
Bank overdraft / Cash Credit Facilities	3,976	-	-	3,976
Trade payables	1,057	-	-	1,057
Lease liability	34	104	-	138
Other financial liability	29	-	259	312
				29
Year ended 31st March 2024				
Bank overdraft / Cash Credit Facilities	4,018	-	-	4,018
Trade payables	691	-	-	691
Lease liability	12	137	-	149
Other financial liability	25	-	376	428
				25

As at year end, current liabilities of the Company are less than current assets. The Company, based on detailed projections does not expect any significant liquidity risk.

Bank Guarantee

The Company has given bank guarantee to Sales Tax department of Rs. 2 Lakhs (Previous year: Rs. 2 Lakhs). Further, the Company has kept deposits with bank against this bank guarantee which are disclosed in note 11 along-with accrued interest.

38. Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, and all other equity reserves attributable to the equity shareholders. The primary objective of the Company's capital management is to maximise the shareholder value. The Company manages its capital structure and makes suitable adjustments in light of changes in economic conditions.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. For the purpose of calculation of net-debts, the Company has included loan obligations (short term and long term), lease liabilities (short term and long term) and trade and other payables and the same is adjusted with cash and cash equivalents.

Particulars	(Amount in Lakhs)	
	Year ended 31st March 2025	Year ended 31st March 2024
Lease liability		
Bank overdraft / Cash credit facilities	397	525
Trade payables	3,976	4,018
Less: Cash and cash equivalents	1,057	691
Net Debt	(454)	(271)
	4,966	4,963
Equity *		
Capital and Net debt	1,300	1,916
Gearing Ratio	6,266	6,879
	79%	72%

* including accumulated debit balance of profit and loss and equity component of optionally convertible preference shares

39 The Company's activities during the year revolve around 'Publishing and sale of educational books'. Considering the nature of Company's business and operations, there is only one reportable segment (business and/or geographical) in accordance with the requirements of Ind AS 108 'Operating Segments', prescribed under Companies (Indian Accounting Standards) Rules, 2015.

40 The Company has made a loss during the current and previous financial years. The financial statements of the Company is prepared on going concern basis considering the positive net-worth and continuous financial support from the holding company. Further, management of the Company based on its business plans, is confident of making more profits in near future and the Company will realize its assets and discharge liabilities in the normal course of business based on future projections / profitability.

41 Changes in financing liabilities arising from cash and non-cash changes:

Particulars	(Amount in Lakhs)			
	March 31, 2024	Cash flows (net)	Impact of Ind AS 116	March 31, 2025
Lease Liability (impact of IND AS 116)	525	(171)	43	397
Total	525	(171)	43	397

Particulars	(Amount in Lakhs)			
	March 31, 2023	Cash flows (net)	Impact of Ind AS 116	March 31, 2024
Loan from Holding company	1,550	(1,550)	-	-
Lease Liability (impact of IND AS 116)	82	(156)	599	525
Total	1,632	(1,706)	599	525

The Company has accounted for lease liabilities and fair value changes in accordance with Ind AS 116. Detail break-up of above non-cash element is given below:

Particulars	Year ended 31st March 2025	Year ended 31st March 2024
i) Transition adjustment on implementation of Ind AS 116	-	-
ii) Finance cost on lease liabilities	-	-
iii) Addition during the year	43	46
iii) Deletion during the year (after consideration of depreciation)	-	553
Total	43	599



42 Disclosure as per Ind AS 10 'Events after the reporting period'

There are no significant subsequent events that would require adjustments or disclosures in the financial statements as on the Balance Sheet date.

43 Ratios

Particulars	Numerator	Denominator	Ratio		% Change *
			As at 31st March 2025	As at 31st March 2024	
(a) Current ratio	Current Assets	Current liabilities	1.12	1.21	-6.94%
(b) Debt equity ratio	Total Debt (incl. Current Borrowings, Non-Current Borrowings and Current maturities of Non-Current Borrowings, Long-term lease liabilities and short-term lease liabilities) (if any)	Total Equity (Equity Share Capital and Other Equity)	3.36	2.37	41.83%
(c) Debt Service Coverage Ratio	Net profit after taxes + Depreciation and amortisation + interest expenses + other adjustments like loss on sale of fixed assets etc. - Exceptional items	Interest & Lease payments + Principal repayments made during the period	-0.09	0.01	-1050.24%
(d) Return on Equity Ratio	Profit / (loss) after tax	Average shareholder's equity	-39%	-68%	-43.34%
(e) Inventory turnover ratio	Cost of goods sold	Average inventories (including Right to Return Assets)	1.10	1.02	7.36%
(f) Trade Receivables turnover ratio	Value of Net sales and service (excl. other operating revenue)	Average trade receivables, net of provisions for doubtful debts and expected credit loss	0.91	0.94	-3.67%
(g) Trade payables turnover ratio	Purchase of stock and other expenses	Average Trade payables	1.79	1.80	-0.42%
(h) Net capital turnover ratio	Net Sales (excl. other operating Revenue)	Working Capital	6.08	3.98	52.87%
(i) Net profit ratio	Net profit after tax before other comprehensive income	Revenue from operations	-11%	-16%	-29.28%
(j) Return on Capital employed	Earning before Interest and tax	Capital Employed	-6%	9%	-162.71%
(k) Return on investment	Income generated from invested funds	Average invested funds in treasury investment	7.42%	8%	-7.20%

Note: Explanation for change in ratio by more than 25%

- (i) Impact of loss of CY in the other equity lead to increase in Debt equity ratio of CY
- (ii) Debt service coverage ratio has been decreased due to loss incurred in current year.
- (iii) Lesser Loss has been incurred in the current year as compared to the previous year, resulting better return on equity.
- (iv) Positive working capital and lesser loss as compared to previous year, has lead to better net capital turnover ratio
- (v) Lesser Loss has been incurred in the current year leading to improvement in Net profit ratio.
- (vi) Loss has been incurred in the current year leading to fall in Return in Capital employed.

44 Additional Information as required by para 7 of General Instructions for preparation of Statement of Profit and Loss (other than already disclosed above) are either Nil or Not Applicable or complied with.

45 # in financial statement represents amount less than Rs. 50,000.

46 No proceedings have been initiated or are pending against the Company as on 31st March, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

47 As on March 31, 2025 and March 31, 2024 the Company has not been declared wilful defaulter by any bank/financial institution or other lender.

48 The Company does not have any transaction with companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956 and hence no disclosure is required.

49 The company does not have any charges or satisfaction yet to be registered with the registrar of companies(ROC) beyond the statutory period as at March 31, 2025.

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

51 The Company has not advanced any funds or loaned or invested by the Company to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries.

The Company has not received any funds from any person(s) or entities including foreign entities ("Funding Parties") with the understanding that such 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 guarantee, security or the like on behalf of the Ultimate beneficiaries.

52 The Company has not entered into any scheme of arrangements in terms of sections 230 to 237 of the Companies Act, 2013.



Related party transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year.

Particulars	Holding Company and Ultimate Holding Company		Entity are members of the same group (Step down subsidiary of Fellow Subsidiary)		Key Managerial Personnel		Total
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	
Loans taken during the year							
Navneet Education Limited	1,350	1,790	-	-	-	-	1,350
1,790							1,790
Loans repaid during the year							
Navneet Education Limited	-	-	-	-	-	-	-
3,340							3,340
Interest expenses							
Navneet Education Limited	-	-	-	-	-	-	-
24							24
Purchase of Computers							
Genext Students Private Limited	-	-	-	2	-	-	-
2							2
Sale of Books							
Navneet Education Limited	-	876	-	-	-	-	876
Sales Return							
Navneet Education Limited	-	-	-	-	-	-	-
9							9
Purchase of traded goods							
Navneet Education Limited	35	22	-	-	-	-	35
Job work charges							
Navneet Education Limited	337	451	-	-	-	-	337
Remuneration of Key Managerial Person							
- Mr. Amit Kalyanji Gala (Managing Director & CFO)	-	-	-	-	82	101	82
- Mr. Tushar Jari	-	1	-	-	-	1	-
- Mr. Yasho Verma	-	-	-	-	1	2	1
- Mr. Sanjeev Shankar	-	1	-	-	-	2	-
- Mr. Amit D. Buch (Company Secretary)	-	-	-	-	-	-	-



Transactions with key management personnel

Compensation of key management personnel of the Company:

Particulars	(Amount in Lakhs)	
	March 31, 2025	March 31, 2024
Short-term employee benefits	82	101
Total	82	101

Note: The amounts disclosed in the table are the amounts recognised as an expense during the reporting period related to key management personnel which does not include accrued post employment & long term benefits to KMP since it is calculated on actuarial basis for the Company and separate figures are not available.

(iii) Outstanding Balances as at the year end:

Particulars	Holding Company and Ultimate Holding Company		Entity are members of the same group (Step down subsidiary of Fellow Subsidiary)		Enterprises owned or significantly influenced by key management personnel or their relatives		Total	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Trade Payables								
Navneet Education Limited	299	13	-	-	-	-	299	13
Balance with Fund								
Indiannica Learning Group Gratuity Scheme					156	123	156	123

Notes:

a) Bank Overdraft of the Company is secured by corporate guarantee given by holding company amounting to Rs. 4,000 Lakhs (Previous Year: 4,000 Lakhs). Refer note 17.3

b) Terms and conditions of transactions with related parties

The rendering and availing of services 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, other than mentioned above. For the year ended 31st March 2025, the Company has not recorded any impairment of receivables relating to amounts owed by the related parties (31st March 2024). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.



- 53 The Company is not required to spend on CSR as per section 135 of the Companies Act, 2013.
- 54 The Company is not engaged in the business of trading or investing in crypto currency or virtual currency and hence no disclosure is required.
- 55 There are no transaction that are not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- 56 The Company has used an accounting software for maintaining its books of account for the year ended 31st March 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, there is not any instance of the audit trail feature being tampered with. Additionally, the audit trail has been preserved by the company as per the statutory requirements for record retention.
- 57 Previous year figures have been regrouped / rearranged wherever necessary.

For N. A. Shah Associates LLP
Chartered Accountants
Firm Registration No. 116560W / W100149


Prashant Daftary
Partner
Membership Number: 117080



Place: Mumbai
Date: 16th May 2025

For and on behalf of the board of directors of
Indiannica Learning Private Limited


Anil D. Gala
Director
DIN: 00092952

Place: New Delhi
Date: 16th May 2025


Amit D. Bach
Company Secretary
Mem. No. A15239

Place: Mumbai
Date: 16th May 2025


Anil K. Gala
Managing director & CFO
DIN: 01335267

Place: New Delhi
Date: 16th May 2025



ORIGINAL

N. A. SHAH ASSOCIATES LLP
Chartered Accountants

Independent Auditor's Limited Review Report

To
The Board of Directors of
Navneet Education Limited

Limited review report on statement of standalone unaudited financial results for the quarter and nine months ended 31st December 2025 pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We have reviewed the accompanying Statement of standalone unaudited financial results of **Navneet Education Limited ('the Company')** for the quarter and nine months ended 31st December 2025 ('the Statement'), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Management's Responsibility

This Statement which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India.

Auditor's Responsibility

Our responsibility is to issue a report on the statement based on our review.

We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Conclusion

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with aforesaid Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For N. A. Shah Associates LLP

Chartered Accountants

Firm's registration number: 116560W / W100149

M. V. Mody



Milan Mody

Partner

Membership number: 103286

UDIN: 26103286YFWSMC4985

Place: Mumbai

Date: 30th January 2026

STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31ST DECEMBER, 2025

Sr. No.	Particulars	Quarter ended			Nine months ended		Year ended
		31.12.2025 (Unaudited)	31.12.2024 (Unaudited)	30.09.2025 (Unaudited)	31.12.2025 (Unaudited)	31.12.2024 (Unaudited)	31.03.2025 (Audited)
		<i>(INR in Crores, except Earnings Per Share)</i>					
	Income						
I	Revenue from operations	251	280	246	1,289	1,345	1,733
II	Other income	7	2	4	19	22	25
III	Total Income (I + II)	258	282	250	1308	1367	1758
	Expenses						
	Cost of materials consumed	152	180	130	498	570	833
	Purchases of stock-in-trade	1	1	1	2	5	5
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	(50)	(68)	(31)	87	72	(23)
	Manufacturing Expenses	25	24	27	90	76	119
	Employee benefits expense	68	62	66	203	189	258
	Finance Costs	3	3	3	12	13	17
	Depreciation and Amortisation	21	17	17	55	46	64
	Sales and Marketing expense	25	22	22	88	85	111
	Other expenses	26	30	24	78	84	110
IV	Total Expenses	271	271	258	1,113	1,140	1,494
V	Profit/(loss) before exceptional items and tax (III-IV)	(13)	11	(8)	195	227	264
VI	Exceptional items [net] (Refer note 3 & 4 below)	119	20	-	119	604	604
VII	Profit/(loss) before tax (V + VI)	106	31	(8)	314	831	868
VIII	Tax Expense:						
	(a) Current tax	(7)	1	(3)	51	58	70
	(b) Deferred tax	(4)	1	1	(9)	(3)	(7)
	(c) Short/ (Excess) provision of the earlier period/ year (net)	#	3	-	#	4	4
		(11)	5	(2)	42	59	67
IX	Profit/(loss) for the period / year (VII - VIII)	117	26	(6)	272	772	801
X	Other Comprehensive Income:						
A	Items that will not be reclassified to profit or loss in subsequent period / year						
	i) Re-measurement of the net defined benefit plan	(1)	(2)	3	1	(5)	(3)
	Less: Income tax relating to the above	#	#	#	#	1	1
B	Items that will be reclassified to profit or loss in subsequent period / year						
	Cash flow hedge	(3)	(3)	(2)	(7)	(4)	2
	Less: Income tax relating to the above	1	1	1	2	1	(1)
X	Other Comprehensive Income / (Loss) for the period / year, net of tax	(3)	(4)	2	(4)	(7)	(1)
XI	Total Comprehensive Income for the period / year (IX +X)	114	22	(4)	268	765	800
	Paid-up Equity Share Capital (Face Value Rs 2/- per share)	44	44	44	44	44	44
	Other Equity						1,912
	Earnings per Share (of Rs 2/- per share) (not annualised)						
	(a) Basic earnings per share	5.30	1.16	(0.28)	12.29	34.45	35.86
	(b) Diluted earnings per share	5.30	1.16	(0.28)	12.29	34.45	35.86

Notes:

1	The results were reviewed by the audit committee and taken on record by the Board of Directors at its meeting held on 30th January 2026. The Statutory auditor have carried out a limited review of the standalone financial results for the quarter and nine months ended 31st December, 2025. The above standalone financial results have been prepared in accordance with the guidelines issued by the Securities and Exchange Board of India, and the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013.
2	In view of seasonal nature of business, above quarterly financial results are not representative of the operations of the whole year.
3	<p>Details of exceptional items:-</p> <p>A. During the quarter and nine months ended 31st December 2025, the Company has accounted net exceptional gain of INR 119 Crores, the details of which are as under:</p> <p style="margin-left: 20px;">a. Share of profit of INR 210 crores (net of tax) from Navneet Learning LLP (Subsidiary) on account of fair valuation gain on the investment made by said subsidiary in K12 Techno Services Private Limited;</p> <p style="margin-left: 20px;">b. Provision for impairment loss on investment in wholly owned subsidiary Navneet Futuretech Limited of INR 68 Crores based on diminution in value of one of the underlying investment mainly due to continuing losses and other developments during the quarter;</p> <p style="margin-left: 20px;">c. Additional gratuity liability on account of enactment of New Labour Code of INR 23 Crores (Refer Note 4 below). Deferred tax asset of INR 6 Crores in relation to the same is considered in Sr. No. VIII (b).</p> <p>B. During the nine months ended 31st December 2024, the Company had accounted for its share of exceptional gain of INR 604 Crores with respect to investment in K12 Techno Services Private Limited, the details of which are as under:</p> <p style="margin-left: 20px;">a. Gain on divestment of INR 150 Crores (net of tax);</p> <p style="margin-left: 20px;">b. Fair value gain upon change in its classification from associate to financial investment of INR 434 Crores (net of tax) due to divestment;</p> <p style="margin-left: 20px;">c. In addition to above gains, during the quarter ended 31st December, 2024, the Company had accounted for its share fair value gain of INR 20 Crores (net of tax) through FVTPL.</p>
4	<p>On 21st November, 2025, the Government of India notified four Labour Codes - the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 - consolidating 29 existing labour laws. The Ministry of Labour & Employment published draft Central Rules and FAQs to enable assessment of the financial impact due to changes in regulations. The Company has assessed and disclosed the incremental impact of these changes on the basis of advice of labour consultant and the best information available, consistent with the guidance provided by the Institute of Chartered Accountants of India. Considering the materiality and regulatory-driven, non-recurring nature of this impact, the Company has presented such incremental impact under "Exceptional items" in for the quarter and nine months ended 31st December, 2025. The incremental impact consists of gratuity liability of INR 23 Crores which primarily arises due to change in wage definition.</p> <p>The Company continues to monitor the finalisation of Central / State Rules and clarifications from the Government on other aspects of the Labour Code and would provide appropriate accounting effect on the basis of such developments as needed.</p>

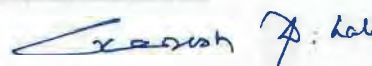
STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31ST DECEMBER, 2025

5	The Company has incorporated wholly owned subsidiary 'Navneet Global FZE' in Fujairah, United Arab Emirates on 19th January 2026.
6	The Board of Directors of the Company at its meeting held on 8th January, 2026 approved the Composite Scheme of Arrangement ('Scheme'), between Indiannica Learning Private Limited ('ILPL') and Navneet Education Limited ('NEL') and their respective shareholders for demerging 'Publishing Business' of ILPL into NEL. The Scheme is subject to requisite approvals as may be required from Honourable NCLT, Mumbai Bench.
7	Figures less than Rs. 50,00,000 have been denoted by #.

8 SEGMENT-WISE REVENUE, RESULTS AND CAPITAL EMPLOYED						
The Company mainly operates into publishing content and stationery products. Other business segment include generation of power by windmill, other strategic investments in the field of education, etc. Unallocable corporate assets less unallocable corporate liabilities mainly represent investment of surplus funds, other advances, cash & bank balances, corporate taxes and general corporate borrowings.						
A. Segment Revenue and Results						<i>(INR in Crores)</i>
Particulars	Quarter ended			Nine months ended		Year ended
	31.12.2025 (Unaudited)	31.12.2024 (Unaudited)	30.09.2025 (Unaudited)	31.12.2025 (Unaudited)	31.12.2024 (Unaudited)	31.03.2025 (Audited)
Segment Revenue (Sales and operating income):						
a. Publishing Content	98	113	91	608	611	714
b. Stationery Products	153	167	155	680	730	1,014
c. Others (windmill, etc.)	1	1	1	4	7	9
Total Segment Revenue	252	281	247	1,292	1,348	1,737
Less: Inter Segment Revenue	1	1	1	3	3	4
Total Segment Revenue	251	280	246	1,289	1,345	1,733
Segment Results Profit/(Loss) before tax, exceptional items and interest from each segment:						
a. Publishing Content	7	17	#	178	170	181
b. Stationery Products	(13)	8	(1)	46	89	126
c. Others (windmill, etc.)	1	#	1	3	3	3
Total Segment Result before tax and exceptional items	(5)	25	-	227	262	310
Less: i. Finance Costs	2	2	2	8	11	14
ii. Other unallocable expenditure	10	12	8	34	38	49
iii. Other unallocable (income)	(4)	#	(2)	(10)	(14)	(17)
Total Profit/(Loss) before Exceptional and tax items	(13)	11	(8)	195	227	264

B. Segment Assets, Liabilities and Capital Employed						<i>(INR in Crores)</i>
Particulars	Quarter ended			Nine months ended		Year ended
	Asat 31.12.2025 (Unaudited)	Asat 31.12.2024 (Unaudited)	Asat 30.09.2025 (Unaudited)	Asat 31.12.2025 (Unaudited)	Asat 31.12.2024 (Unaudited)	Asat 31.03.2025 (Audited)
Segment Assets						
a. Publishing Content	647	659	680	647	659	671
b. Stationery Products	683	652	627	683	652	845
c. Others (windmill, etc.)	743	605	608	743	605	609
d. Unallocated	365	235	478	365	235	158
Total Segment Assets	2438	2151	2393	2438	2151	2,283
Segment Liabilities						
a. Publishing Content	124	105	129	124	105	83
b. Stationery Products	135	82	108	135	82	119
c. Others (windmill, etc.)	#	#	#	#	#	#
d. Unallocated	21	41	80	21	41	124
Total Segment Liabilities	280	229	317	280	229	326
Capital Employed						
a. Publishing Content	523	553	551	523	553	588
b. Stationery Products	548	570	519	548	570	726
c. Others (windmill, etc.)	743	605	608	743	605	609
d. Unallocated	344	194	399	344	194	34
Net Capital Employed	2,158	1,922	2,076	2,158	1,922	1,957

For & On behalf of the Board of Directors
of Navneet Education Limited



Gnanesh D. Gala
Managing Director
DIN: 00093008

Place: Mumbai
Date : 30th January, 2026

To
The Board of Directors
Navneet Education Limited

Limited Review Report on statement of unaudited consolidated financial results for the quarter and nine months ended 31st December 2025 pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

We have reviewed the accompanying Statement of consolidated unaudited financial results of **Navneet Education Limited** ('the Parent') and its subsidiaries (the Parent and its subsidiaries together referred to as 'the Group') and its share of the net profit/(loss) after tax and total comprehensive income of its associate for the quarter and nine months ended 31st December 2025 ('the Statement'), attached herewith, being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Management's Responsibility for the Statement

The Statement is the responsibility of the Parent's Management and has been approved by the Parent's Board of Directors. The Statement has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ('Ind AS 34'), prescribed under Section 133 of the Companies Act, 2013, and other accounting principles generally accepted in India.

Auditor's responsibility

Our responsibility is to express a conclusion on the Statement based on our review.

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

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

These consolidated unaudited financial results include results of the following entities:

Name of the entity	Relationship
Navneet Futuretech Limited	Subsidiary company
Indiannica Learning Private Limited	Subsidiary company
Navneet (HK) Limited	Subsidiary company
Navneet Tech Ventures Private Limited	Subsidiary company
Brick N Click Inc*	Subsidiary company
Navneet Learning LLP	Subsidiary entity
Carveniche Technologies Private Limited	Associate company

*with effect from 20th May 2025



N. A. SHAH ASSOCIATES LLP
Chartered Accountants

Conclusion

Based on our review conducted and procedures performed as stated in above auditor's responsibility paragraph and based on the consideration of the review reports of the subsidiaries reviewed by us and management certified accounts furnished to us, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Other Matters

The consolidated unaudited financial results include the financial results of one subsidiary entity which has been subjected to limited review by their statutory auditor, whose financial results reflects total assets of Rs. 920.059 Crore as at 31st December 2025, total revenue is Nil, Group's share of total net profit/ (loss) after tax (including other comprehensive income) of Rs. 225.210 Crore and Rs. 225.203 Crore for the quarter ended 31st December 2025 and for the nine months ended 31st December 2025 respectively and cash inflows (net) of Rs. (0.010) Crore for the nine months ended 31st December 2025 as considered in the consolidated unaudited financial results. Our conclusion on the Statement, in so far as it relates to the amounts included in respect of this subsidiary entity, is based solely on the information and explanations given to us by the Management and their statutory auditor.

The consolidated unaudited financial results include the financial results of two foreign subsidiaries which has not been subjected to limited review by their statutory auditor, whose financial results reflects total assets of Rs. 1.651 Crore as at 31st December 2025, total revenue Rs. 1.771 Crore and Rs. 2.943 Crore, Group's share of total net profit/ (loss) after tax (including other comprehensive income) of Rs. (0.208) Crore and Rs. (0.143) Crore for the quarter ended 31st December 2025 and for the nine months ended 31st December 2025 respectively and cash outflows (net) of Rs. (2.050) Crore for the nine months ended 31st December 2025 as considered in the consolidated unaudited financial results.

Further, the Statement also includes the unaudited financial results of one associate, whose financial statements reflect Group's share of net profit/(loss) after tax of Rs. (0.196) Crore and Rs. (0.382) Crore for the quarter ended 31st December 2025 and for the nine months ended 31st December 2025 respectively.

Our conclusion on the Statement, in so far as it relates to the amounts included in respect of these subsidiaries and associate, is based solely on the information and explanations given to us by the Management.


According to the information and explanations given to us by the Management, above financials results are not material to the group.

Our conclusion on the Statement is not modified in respect of the above matters.

For N. A. Shah Associates LLP

Chartered Accountants

Firm's registration number: 116560W/W100149



Milan Mody

Partner

Membership number: 103286

UDIN: 26103286RKTW0F3511



Place: Mumbai

Date: 30th January 2026

STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31ST DECEMBER, 2025

(INR in Crores, except Earnings Per Share)

Sr. No.	Particulars	Quarter ended			Nine months ended		Year ended
		31.12.2025 (Unaudited)	31.12.2024 (Unaudited)	30.09.2025 (Unaudited)	31.12.2025 (Unaudited)	31.12.2024 (Unaudited)	31.03.2025 (Audited)
	Income						
I	Revenue from operations	250	282	247	1,291	1,352	1,786
II	Other Income	7	2	4	19	21	24
III	Total Income (I + II)	257	284	251	1310	1373	1810
	Expenses						
	Cost of materials consumed	155	186	131	504	577	848
	Purchases of stock-in-trade	3	1	3	6	8	11
	Changes in inventories of finished goods, stock-in-trade and work-in-progress	(54)	(70)	(33)	76	67	(22)
	Manufacturing expenses	24	24	27	89	75	115
	Employee benefit expenses	73	67	70	219	205	279
	Finance costs	4	4	4	14	14	19
	Depreciation and amortisation	21	17	18	56	47	66
	Sales and Marketing expenses	26	24	22	90	88	118
	Other expenses	31	32	26	87	92	119
IV	Total Expenses	283	285	268	1141	1173	1553
V	Profit/(loss) before share of profit / (loss) of associates and tax (III- IV)	(26)	(1)	(17)	169	200	257
VI	Share of Profit/ (Loss) of associates (Refer note 3 below)	#	#	#	#	#	(1)
VII	Profit/(loss) before exceptional items and tax for the period / year (V + VI)	(26)	(1)	(17)	169	200	256
VIII	Exceptional items net (Refer note 4 and 5 below)	241	25	-	241	686	683
IX	Profit/(Loss) before tax for the period / year (VII + VIII)	215	24	(17)	410	886	939
X	Tax Expense:						
	(a) Current tax	(7)	1	(3)	51	75	86
	(b) Deferred tax	34	4	1	29	50	47
	(c) (Excess) / Short provision of the earlier period/ year	-	4	-	#	4	4
		27	9	(2)	80	129	137
XI	Profit / (Loss) for the period / year (IX-X)	188	15	(15)	330	757	802
XII	Other Comprehensive Income:						
A	Items that will not be reclassified to profit or loss in subsequent period / year (including Group's proportionate share of an associate)						
	i) Re-measurement of the net defined benefit plan & others	-	(2)	3	2	(5)	(3)
	Less: Income tax relating to the above	-	#	#	-	1	1
	ii) Equity instruments through Other Comprehensive Income (Refer note 6 below)	(68)	(1)	-	(68)	(1)	(1)
	Less: Income tax relating to the above	-	-	-	-	-	-
B	Items that will be reclassified to profit or loss in subsequent period / year						
	Cash flow hedge:	(3)	(3)	(2)	(7)	(3)	2
	Less: Income tax relating to the above	1	1	1	2	1	(1)
XII	Other Comprehensive Income for the period / year, net of tax	(70)	(5)	2	(71)	(7)	(2)
XIII	Total Comprehensive Income for the period / year (XI + XII) [Total of Profit / (Loss) and Other comprehensive income for the period / year]	118	10	(13)	259	750	800
	Profit attributable to						
	Owners of the parents	172	14	(15)	314	711	757
	Non-controlling interest	16	1	#	16	46	45
		188	15	(15)	330	757	802
	Other comprehensive income attributable to						
	Owners of the parents	(70)	(5)	2	(71)	(7)	(2)
	Non-controlling interest	(70)	(5)	2	(71)	(7)	(2)
	Paid-up Equity Share Capital (Face Value INR 2/- per share)	44	44	44	44	44	44
	Other Equity						1,790
	Earnings/ loss per Share (of INR 2/- per share) (not annualised)						
	(a) Basic earnings per share	7.76	0.65	(0.67)	14.18	33.17	33.97
	(b) Diluted earnings per share	7.76	0.65	(0.67)	14.18	33.17	33.97



STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31ST DECEMBER, 2025

Notes

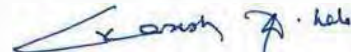
1	The results were reviewed by the audit committee and taken on record by the Board of Directors at its meeting held on 30 th January 2026. The Statutory auditor have carried out a limited review of the consolidated financial results for the quarter and nine months ended 31 st December, 2025. The above financial results have been prepared in accordance with the guidelines issued by the Securities and Exchange Board of India ("SEBI"), and the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013.
2	In view of seasonal nature of business, above quarterly financial results are not representative of the operations of the whole year.
3	Financial results for the quarter and nine months ended 31st December 2025 of the associate company 'Carveniche Technologies Private Limited' ('Carveniche') have been considered based on the unaudited financial results certified by their respective management.
4	<p>Details of exceptional items</p> <p>A. During the quarter and nine months ended 31st December 2025, the group has accounted an exceptional gain of INR 241 Crores with respect to its investments, which represents</p> <p style="margin-left: 20px;">a. Profit of INR 264 Crores on account of fair valuation gain on the investment made in K12 Techno Services Private Limited;</p> <p style="margin-left: 20px;">b. Additional gratuity liability on account of enactment of New Labour Code of INR 23 Crores (Refer Note 5 below). The Deferred tax impact of the above items is considered in Sr. No. X (b).</p> <p>B. During the nine months ended 31st December 2024, the Company had accounted for its share of exceptional gain of INR 686 Crores with respect to investment in K12 Techno Services Private Limited, which represents</p> <p style="margin-left: 20px;">a. Gain on divestment of INR 189 Crores (net of tax) for 31st December 2024;</p> <p style="margin-left: 20px;">b. Fair value gain upon change in its classification from associate to financial investment of INR 472 Crores (net of tax) due to divestment for 31st December 2024;</p> <p style="margin-left: 20px;">c. During the quarter ended 31st December 2024, the Company had accounted for fair value gain of INR 25 Crores and deferred tax liability of INR 4 Crores through FVTPL.</p> <p>C. In the quarter ended 31st March 2025, an impairment provision of INR 3 Crores was made on account of difference between the fair value and the carrying value of the investment in Carveniche Technologies Private Limited (Associate).</p>
5	<p>On 21st November, 2025, the Government of India notified four Labour Codes - the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020, and the Occupational Safety, Health and Working Conditions Code, 2020 - consolidating 29 existing labour laws. The Ministry of Labour & Employment published draft Central Rules and FAQs to enable assessment of the financial impact due to changes in regulations. The Company has assessed and disclosed the incremental impact of these changes on the basis of advice of labour consultant and the best information available, consistent with the guidance provided by the Institute of Chartered Accountants of India. Considering the materiality and regulatory-driven, non-recurring nature of this impact, the Company has presented such incremental impact under "Exceptional items" in for the quarter and nine months ended 31st December, 2025. The incremental impact consists of gratuity liability of INR 23 Crores which primarily arises due to change in wage definition.</p> <p>The group continues to monitor the finalisation of Central / State Rules and clarifications from the Government on other aspects of the Labour Code and would provide appropriate accounting effect on the basis of such developments as needed.</p>
6	INR 68 Crores for the quarter and nine months ended 31st December 2025 shown under "Equity Instrument through other comprehensive income", represents fair value loss on the Group's investment in SFA Sporting Services Private Limited due to continuing losses and other developments during the quarter.
7	The Group has incorporated wholly owned subsidiary Navneet Global FZE in Fujairah, United Arab Emirates ("UAE") on 19th January 2026.
8	The Board of Directors of the Company at its meeting held on 8th January, 2026 approved the Composite Scheme of Arrangement ("Scheme"), the demerger of publishing business (demerged business) of Indiannica Learning Private Limited (wholly owned subsidiary) into the Company. The said scheme is subject to requisite approvals as may be required by Honourable NCLT, Mumbai Bench.
9	Figures less than Rs. 50,00,000 have been denoted by #.



STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31ST DECEMBER, 2025

10 SEGMENT-WISE REVENUE, RESULTS AND CAPITAL EMPLOYED						
The group mainly operates into two segments i.e. publishing content (including traditional books, digital products /contents & related software) and stationery products. Other business segment include generation of power by windmill, other strategic investments in the field of education, etc. Unallocable corporate assets less unallocable corporate liabilities mainly represent investment of surplus funds, other advances, cash & bank balances, corporate taxes and general corporate borrowings.						
A. Segment Revenue and Results (INR in Crores)						
Particulars	Quarter ended			Nine months ended		Year ended
	31.12.2025 (Unaudited)	31.12.2024 (Unaudited)	30.09.2025 (Unaudited)	31.12.2025 (Unaudited)	31.12.2024 (Unaudited)	31.03.2025 (Audited)
Segment Revenue (Sales and operating income):						
a. Publishing Content	96	115	91	609	618	767
b. Stationery Products	153	167	155	680	730	1,014
c. Others (windmill, other strategic investments, etc.)	1	1	2	4	7	8
Total Segment Revenue	250	283	248	1,293	1,355	1,789
Less: Inter Segment Revenue	-	1	1	2	3	3
Total Segment Revenue	250	282	247	1,291	1,352	1,786
Segment Results Profit/(Loss) before tax and interest from each segment:						
a. Publishing Content	6	6	(7)	169	143	176
b. Stationery Products	(13)	7	#	46	89	125
c. Others (windmill, other strategic investments, etc.)	2	1	1	3	3	3
Total Segment Result before tax and exceptional items	(5)	14	(6)	218	235	304
Less: i. Finance Cost	2	2	2	8	11	14
ii. Other unallocable expenditure	23	11	12	51	38	49
iii. Other unallocable (income)	(4)	#	(3)	(10)	(14)	(16)
Total Profit/ (Loss) before tax, group's share in Profit/ Loss of an associate and exceptional items	(26)	1	(17)	169	200	257
B. Segment Assets, Liabilities and Capital Employed (INR in Crores)						
Particulars	Quarter ended			Nine months ended		Year ended
	As at 31.12.2025 (Unaudited)	As at 31.12.2024 (Unaudited)	As at 30.09.2025 (Unaudited)	As at 31.12.2025 (Unaudited)	As at 31.12.2024 (Unaudited)	As at 31.03.2025 (Audited)
Segment Assets						
a. Publishing Content	532	556	588	532	556	611
b. Stationery Products	684	662	628	684	662	854
c. Others (windmill, other strategic investments, etc.)	920	732	731	920	732	731
d. Unallocated	365	235	477	365	235	158
Total Segment Assets	2,501	2,185	2,424	2,501	2,185	2,354
Segment Liabilities						
a. Publishing Content	147	134	162	147	134	135
b. Stationery Products	136	92	109	136	92	128
c. Others (windmill, other strategic investments, etc.)	131	97	98	131	97	93
d. Unallocated	78	81	118	78	81	164
Total Segment Liabilities	492	404	482	492	404	520
Capital Employed						
a. Publishing Content	385	422	426	385	422	476
b. Stationery Products	548	570	519	548	570	726
c. Others (windmill, other strategic investments, etc.)	789	635	638	789	635	638
d. Unallocated	287	154	359	287	154	(6)
Net Capital Employed	2,009	1,781	1,942	2,009	1,781	1,834

For & On behalf of the Board of Directors
of Navneet Education Limited



Gnanesh D. Gala
Managing Director
DIN: 00093008

Place: Mumbai
Date : 30th January, 2026



REPORT ADOPTED BY THE BOARD OF DIRECTORS OF INDIANNICA LEARNING PRIVATE LIMITED (“COMPANY”) AT ITS MEETING HELD ON THURSDAY, 8TH DAY OF JANUARY 2026 EXPLAINING THE EFFECT OF COMPOSITE SCHEME OF ARRANGEMENT BETWEEN INDIANNICA LEARNING PRIVATE LIMITED (DEMERGED COMPANY) INTO NAVNEET EDUCATION LIMITED (RESULTING COMPANY) ON SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS

Background:

1. The Board of Directors (“**Board**”) of the Company at their meeting held on Thursday, 08th January 2026, approved the Composite Scheme of Arrangement between Indiannica Learning Private Limited (“**Demerged Company**”) into Navneet Education Limited (“**Resulting Company**”) and their respective shareholders (“**Scheme**”) to be implemented under Sections 230 to 232, Section 66 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”).
2. In terms of Section 232(2)(c) of the Act, the Board is required to adopt a report explaining the effect of the arrangement and compromise on the shareholders, key managerial personnels (“**KMPs**”), promoters and non-promoter shareholders of the Company, laying out in particular the share exchange ratio, if any.
3. This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.
4. The draft Scheme between the Company and Navneet Education Limited was placed before the Board for the purpose of making this report.

Effect of the Scheme on shareholders (promoter shareholders and non-promoter shareholders), employees and KMPs of the Company:

5. On the Scheme becoming effective, there will be no change in the shareholding pattern of the Resulting Company as the Demerged Company is a wholly owned subsidiary of the Resulting Company and no shares of the Resulting Company shall be issued pursuant to the Scheme.
6. The shareholders of the Demerged Company and Resulting Company shall, save as expressly provided otherwise in this Scheme continue to enjoy their existing rights under their respective Articles of Association including the right to receive dividends, up to the Effective Date.
7. On the Scheme becoming effective, all employees of the Demerged Undertaking of the Demerged Company, who are in employment, as on the Effective Date, shall become the employees of the Resulting Company with effect from the Effective Date without any break or interruption in service and

Indiannica Learning Private Limited

CIN: 1122110MH1998PTC 461209

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 Phone: +91 11 47154100 | Facsimile: +91 11 47154116 | www.indiannicalearning.com



on the same terms and conditions as to employment and remuneration on which they are engaged or employed by the Demerged Company. After the Effective Date, the Resulting Company shall be entitled to vary the terms and conditions as to employment and remuneration of the said employees or any of them on the same basis as it may do for the employees of the Resulting Company.

8. Upon the Scheme becoming effective, any funds such as the Provident Fund, Gratuity Fund, Superannuation Fund or any other Special Fund or Trusts existing (if any) for the benefit of the employees of the Demerged Undertaking of the Demerged Company, shall become funds / trusts of the Resulting Company for all purposes whatsoever in relation to the administration or operation of such funds / trusts in relation to the obligation to make contributions to the said funds / trusts in accordance with the provisions thereof as per the terms provided in the respective Trust Deeds, if any, to the end and intent that all rights, duties, powers and obligations of the employees of the Demerged Undertaking of the Demerged Company, in relation to such funds / trusts shall become those of the Resulting Company.
9. On the Scheme becoming effective, equity share capital, preference share capital and securities premium of Demerged Company shall be reduced against the debit balance in the retained earnings of Demerged Company as on 31st March 2025.

By order of the Board
For Indiannica Learning Private Limited

Amit Dushyant Buch
Company Secretary
Membership No. A15239

Indiannica Learning Private Limited

CIN: U22100MH1998PTL061218

Regd. Office: Floor G - 2, Plot - 435, Navnet Bhavan, Baburao Parulekar Marg, Dadar West, Bhawani Shankar Rd,
Mumbai, Mumbai- 400028, Maharashtra, India
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Knowledge is wealth

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF NAVNEET EDUCATION LIMITED (“COMPANY”) AT ITS MEETING HELD ON THURSDAY, 8TH DAY OF JANUARY 2026 EXPLAINING THE EFFECT OF COMPOSITE SCHEME OF ARRANGEMENT BETWEEN INDIANNICA LEARNING PRIVATE LIMITED (DEMERGED COMPANY) INTO NAVNEET EDUCATION LIMITED (RESULTING COMPANY) ON EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS

Background:

1. The Board of Directors (“**Board**”) of the Company at their meeting held on Thursday, 08th January 2026, approved the Composite Scheme of Arrangement between Indiannica Learning Private Limited (“**Demerged Company**”) into Navneet Education Limited (“**Resulting Company**”) and their respective shareholders (“**Scheme**”) to be implemented under Sections 230 to 232, Section 66 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”).
2. In terms of Section 232(2)(c) of the Act, the Board is required to adopt a report explaining the effect of the arrangement and compromise on the equity shareholders, key managerial personnels (“**KMPs**”), promoters and non-promoter shareholders of the Company, laying out in particular the share exchange ratio, if any.
3. This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Act.
4. The draft Scheme between the Company and Indiannica Learning Private Limited was placed before the Board for the purpose of making this report.


Effect of the Scheme on equity shareholders (promoter shareholders and non-promoter shareholders), employees and KMPs of the Company:

5. On the Scheme becoming effective, there will be no change in the shareholding pattern of the Resulting Company as the Demerged Company is a wholly owned subsidiary of the Resulting Company and no shares of the Resulting Company shall be issued pursuant to the Scheme.
6. The equity shareholders of the Demerged Company and Resulting Company shall, save as expressly provided otherwise in this Scheme continue to enjoy their existing rights under their respective Articles of Association including the right to receive dividends, up to the Effective Date.
7. On the Scheme becoming effective, all employees of the Demerged Undertaking of the Demerged Company, who are in employment, as on the Effective Date, shall become the employees of the Resulting Company with effect from the Effective Date without any break or interruption in service and on the same terms and conditions as to employment and remuneration on which they are engaged or employed by the Demerged Company. After the Effective Date, the Resulting Company shall be entitled to vary the terms and conditions as to employment and remuneration of the said employees or any of them on the same basis as it may do for the employees of the Resulting Company.
8. Upon the Scheme becoming effective, any funds such as the Provident Fund, Gratuity Fund, Superannuation Fund or any other Special Fund or Trusts existing (if any) for the benefit of the employees of the Demerged Undertaking of the Demerged Company, shall become funds / trusts of the Resulting Company for all

NAVNEET EDUCATION LIMITED

CIN: L22200MH1984PLC034055

Navneet Bhavan, Bhavani Shankar Road, Near Shardashram Society, Dadar (W), Mumbai 400 028. India.

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Knowledge is wealth

purposes whatsoever in relation to the administration or operation of such funds / trusts in relation to the obligation to make contributions to the said funds / trusts in accordance with the provisions thereof as per the terms provided in the respective Trust Deeds, if any, to the end and intent that all rights, duties, powers and obligations of the employees of the Demerged Undertaking of the Demerged Company, in relation to such funds / trusts shall become those of the Resulting Company.

9. On the Scheme becoming effective, equity share capital, preference share capital and securities premium of Demerged Company shall be reduced against the debit balance in the retained earnings of Demerged Company as on 31st March 2025.

By order of the Board
For Navneet Education Limited

A handwritten signature in black ink, appearing to read "Amit Dushyant Buch".

Amit Dushyant Buch
Company Secretary
Membership No. A15239

NAVNEET EDUCATION LIMITED

CIN: L22200MH1984PLC034055

Navneet Bhavan, Bhavani Shankar Road, Near Shardashram Society, Dadar (W), Mumbai 400 028. India.

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N. A. SHAH ASSOCIATES LLP
Chartered Accountants

Certificate No.: 743/2025-26

To
The Board of Directors,
Indiannica Learning Private Limited,
Floor G -2, Plot 435, Navneet Bhavan,
Baburao Parulekar Marg, Bhawani Shankar Road,
Dadar (West),
Mumbai 400028

1. Independent auditor's certificate on the proposed accounting treatment specified in the proposed composite scheme of arrangement

We, the statutory auditors of the Indiannica Learning Private Limited (the "Company"), have been requested by the Board of Directors of the Company to provide a certificate that the proposed accounting treatment specified in Clause 6 of Part IV and Clause 8 of Part V of the proposed Composite Scheme of Arrangement (the "Scheme") in respect of Indiannica Learning Private Limited ("Demerged Company") and Navneet Education Limited ("Resulting Company") and their respective shareholders under Sections 230 to 232 and Section 66 read with other applicable provisions of the Companies Act, 2013 (the "Act") together with the rules and regulations thereunder, is in accordance with the applicable Indian Accounting Standards as notified under Section 133 of the Act read with rules made thereunder and other generally accepted accounting principles in India.

The certificate is required for submission along with the Scheme to Hon'ble National Company Law Tribunal, Mumbai Bench, pursuant to requirement of the Companies Act, 2013.

2. Management's Responsibility

The Board of Directors are responsible for the preparation of the Scheme and its compliance with the relevant laws and regulations and ensuring the proposed accounting treatment is in accordance with applicable Indian Accounting Standards as notified under Section 133 of the Act, read with rules made thereunder and other Generally Accepted Accounting Principles in India and other relevant provisions of the Act, wherever applicable. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the proposed Scheme and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

3. Auditor's Responsibility

- a) Our responsibility is to examine that the proposed accounting treatment referred in proposed Scheme is in conformity with the Indian Accounting Standard as notified under section 133 of the Act, read with rules made thereunder and other Generally Accepted Accounting Principles and other relevant provisions of the Act wherever applicable. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend to any duty of care that we may have in our capacity as the statutory auditors of any financial statements of the Company. For the purpose of our certificate, we have additionally relied on the proposed Scheme certified by the Company's management.



- b) We have examined the proposed accounting treatment contained in Clause 6 of Part IV and Clause 8 of Part V of the proposed Scheme with reference to its compliance with the applicable Indian Accounting Standards notified under the Act and other Generally Accepted Accounting Principles, to the extent applicable to the Company.
- c) We have carried out our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India ("ICAI") and Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate. This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
- d) We have complied with relevant applicable requirements of the Standard on Quality Control ('SQC') 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Service Engagements.

4. Opinion

Based on our examination as above and according to the information and explanations given to us, we hereby state that the proposed accounting treatment as specified in Clause 6 of Part IV of the proposed Scheme is in conformity with Generally Accepted Accounting Principles in India.

Further with respect to the proposed accounting treatment for reduction of share capital and securities premium of the Company as specified in Clause 8 of Part V of the proposed Scheme, there is no accounting treatment which has been prescribed in the Indian Accounting Standards and in our opinion the proposed accounting treatment specified in the proposed Scheme is in line with the Generally Accepted Accounting Principles in India

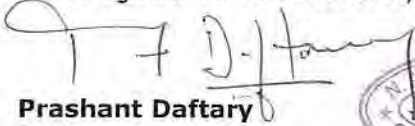
For ease of reference, Clause 6 of Part IV and Clause 8 of Part V of the proposed Scheme is reproduced and attached as "Annexure A" to this certificate and is stamped by us for identification purposes only.



5. Restriction on use

As stated in the certificate is issued at the specific request of the Company solely for the purpose of their record to comply with the provisions of Section 230 to 232 of the Act and for onward submission to the relevant statutory authorities as may be necessary to give effect to the proposed Scheme. This certificate should not be used for any other purpose or to be distributed to any other parties without our prior written consent. Accordingly, we do not accept or assume any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For N. A. Shah Associates LLP
Chartered Accountants
Firm Registration No. 116560W/W100149



Prashant Daftary

Partner

Membership Number: 117080

UDIN: **26117080QODFBM1753**



Place: Mumbai

Date: 7th January 2026

Annexure A

A. Relevant extract from the proposed Scheme in respect of demerger of Demerged Undertaking of Indiannica Learning Private Limited ("Demerged Company") with Navneet Education Limited ("Resulting Company") under Part IV of the Scheme.

6.1. In the books of the Demerged Company:

Upon coming into effect of this Scheme and with effect from the Appointed Date, the Demerged Company shall account for the Demerged Undertaking in its books as under:

- 6.1.1. All assets and liabilities pertaining to the Demerged Undertaking, as identified by the Board of the Demerged Company, being transferred to the Resulting Company, shall be reduced from the books of accounts of the Demerged Company at their respective carrying values as on the Appointed Date.
- 6.1.2. The inter-company balances, including loans and advances, pertaining to the Demerged Undertaking as on the Appointed Date, outstanding between the Resulting Company and the Demerged Company shall stand cancelled.
- 6.1.3. The excess/deficit of net assets (assets less liabilities) of the Demerged Undertaking standing in the books of Demerged Company and transferred to the Resulting Company on the Appointed Date as per Clause 6.1.1 and after taking effects of Clause 6.1.2 shall be accounted as per the applicable accounting principles as laid down in Appendix C of the Indian Accounting Standard 103 (Ind AS 103) (Business Combination of entities under common control) notified under section 133 of the Act, the Companies (Indian Accounting Standard) Rules, 2015 and/or any other applicable Indian Accounting Standard as the case may be.
- 6.1.4. Notwithstanding the above, the Board of the Demerged Company in consultation with its statutory auditors, is authorized to account for any of these balances in any manner whatsoever, as may be deemed fit in accordance with the prescribed accounting standards as applicable to the Demerged Company.

B. Relevant extract from the proposed Scheme in respect of capital reduction of Indiannica Learning Private Limited ("Demerged Company") under Part V of the Scheme.

Treatment in books of Demerged Company

- 8.1 The Demerged Company has a debit balance in its retained earnings of INR 1,26,77,45,948 as on 31st March 2025 and has an equity share capital of INR 69,35,10,630 divided into 6,93,51,063 equity shares of Rs. 10/- each and a preference share capital of INR 49,00,00,000 divided into 4,90,00,000 0% optionally convertible preference shares (OCPS) of Rs. 10/- each and a securities premium of INR 21,06,05,682 as on 31st March 2025. It is considered necessary that the Demerged



Company undertakes financial restructuring in order to right size its balance sheet and reduce its equity share capital, preference share capital and balance in securities premium by eliminating the debit balance in its retained earnings to the extent of INR 1,26,77,45,942.

8.2 Accordingly, on and from the Effective Date:

- 8.2.1 5,67,14,026 (Five Crores Sixty Seven Lac Fourteen Thousand and Twenty Six) equity shares of face value of INR 10 each aggregating to INR 56,71,40,260 (Rupees Fifty Six Crores Seventy One Lacs Forty Thousand Two Hundred and Sixty Only) and 4,90,00,000 (Four Crores Ninety Lacs) optionally convertible preference shares (OCPS) of face value of INR 10 each aggregating to INR 49,00,00,000 (Rupees Forty Nine Crores Only) shall stand cancelled and the issued, subscribed and paid up share capital of the Demerged Company shall stand reduced from INR 1,18,35,10,630 (Rupees One Hundred and Eighteen Crores Thirty Five Lacs Ten Thousand Six Hundred and Thirty Only) divided into 6,93,51,063 (Six Crore Ninety Three Lacs Fifty One Thousand and Sixty Three) equity shares of Rs. 10/- each and 4,90,00,000 (Four Crore Ninety Lacs) optionally convertible preference shares (OCPS) of Rs. 10/- each to INR 12,63,70,370 (Rupees Twelve Crores Sixty Three Lacs Seventy Thousand Three Hundred and Seventy Only) divided into 1,26,37,037 (One Crore Twenty Six Lacs Thirty Seven Thousand and Thirty Seven) equity shares of face value of INR 10 each; and
- 8.2.2 INR 21,06,05,682 (Rupees Twenty One Crores Six Lacs Five Thousand Six Hundred and Eighty Two only) lying in the securities premium account shall stand reduced and the balance in securities premium shall stand reduced from INR 21,06,05,682 (Rupees Twenty One Crores Six Lacs Five Thousand Six Hundred and Eighty Two only) to nil.
- 8.3 Under Section 52 of the Act, the balance in the Securities Premium Account can only be utilized for purpose specified therein and any utilization of Securities Premium Account for other purpose would be construed as reduction in capital and provision of Section 66 of Act will be applicable.
- 8.4 Such reduction of share capital and securities premium account of the Demerged Company as provided in this Clause 8 above shall be effected as an integral part of the Scheme and the orders of the Tribunal sanctioning the Scheme shall confirm the reduction of share capital of the Demerged Company and shall be deemed to be an order under Section 66 of the Act confirming the reduction and no separate procedure under section 66 and other applicable provisions of the Act is required to be followed.
- 8.5 The Demerged Company shall not be required to add the words "and reduced" as a suffix to its name consequent upon such reduction.



- 8.6 Pursuant to Part V of the Scheme, there shall be no outflow of/payout of funds from the Demerged Company and hence, the interest of shareholder/creditors is not adversely affected. For the removal of doubts, it is expressly recorded and clarified that the Scheme shall not in any manner involve distribution of reserves of the Demerged Company and the same shall be accounted for in accordance with Indian Accounting Standards prescribed under Section 133 of the Act.
- 8.7 The reduction of share capital and securities premium account of the Demerged Company as provided in this Part V of the Scheme shall be effected as an integral part of the Scheme and the orders of the Tribunal sanctioning the Scheme shall be deemed to be an order under Section 66 of the Act and other applicable provisions of the Act, and no separate sanction under Section 66 and other applicable provisions of the Act will be necessary.



Certificate No.: 742/2025-26

To

The Board of Directors,
Navneet Education Limited,
Navneet Bhavan,
Near Shardasharam Society,
Bhavani Shankar Road, Dadar,
Mumbai – 400028, India

1. Independent auditor's certificate on the proposed accounting treatment specified in the proposed composite scheme of arrangement

We, the statutory auditors of the Navneet Education Limited (the "Company"), have been requested by the Board of Directors of the Company to provide a certificate that the proposed accounting treatment specified in Clause 6 of Part IV and Clause 8 of Part V of the proposed Composite Scheme of Arrangement (the "Scheme") in respect of Indiannica Learning Private Limited ("Demerged Company") and Navneet Education Limited ("Resulting Company") and their respective shareholders under Sections 230 to 232 and Section 66 read with other applicable provisions of the Companies Act, 2013 (the "Act") together with the rules and regulations thereunder, is in accordance with the applicable Indian Accounting Standards as notified under Section 133 of the Act read with rules made thereunder and other generally accepted accounting principles in India.

The certificate is required for submission along with the Scheme to the Hon'ble National Company Law Tribunal, Mumbai Bench, pursuant to requirement of the Companies Act, 2013.

2. Management's Responsibility

The Board of Directors are responsible for the preparation of the Scheme and its compliance with the relevant laws and regulations and ensuring the proposed accounting treatment is in accordance with applicable Indian Accounting Standards as notified under Section 133 of the Act, read with rules made thereunder and other Generally Accepted Accounting Principles in India and other relevant provisions of the Act, wherever applicable. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the proposed Scheme and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

3. Auditor's Responsibility

- a) Our responsibility is to examine that the proposed accounting treatment referred in the proposed Scheme is in conformity with the Indian Accounting Standards as notified under section 133 of the Act, read with rules made thereunder and other Generally Accepted Accounting Principles and other relevant provisions of the Act wherever applicable. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend to any duty of care that we may have in our capacity as the statutory auditor of any financial statements of the Company. For the purpose of our certificate, we have additionally relied on the proposed Scheme certified by



the Company's management.

- b) We have examined the proposed accounting treatment contained in Clause 6 of Part IV and Clause 8 of Part V of the proposed Scheme with reference to its compliance with the applicable Indian Accounting Standards notified under the Act and other Generally Accepted Accounting Principles, to the extent applicable to the Company.
- c) We have carried out our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India ("ICAI") and Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate. This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
- d) We have complied with relevant applicable requirements of the Standard on Quality Control ('SQC') 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Service Engagements.

4. Opinion

Based on our examination as above and according to the information and explanations given to us, we hereby state that the proposed accounting treatment as specified in Clause 6 of Part IV of the proposed Scheme is in accordance with Indian Accounting Standards – 103 (Business Combinations) as notified under section 133 of the Act read with rules made thereunder and other Generally Accepted Accounting Principles in India.

Further with respect to the proposed accounting treatment for reduction of share capital and securities premium of the Demerged Company (wholly-owned subsidiary of the Company) as specified in Clause 8 of Part V of the proposed Scheme, there is no accounting treatment which has been prescribed in the Indian Accounting Standards and in our opinion the proposed accounting treatment specified in the proposed Scheme is in line with the Generally Accepted Accounting Principles in India.

For ease of reference, Clause 6 of Part IV and Clause 8 of Part V of the proposed Scheme is reproduced and attached as "Annexure A" to this certificate and is stamped by us for identification purposes only.



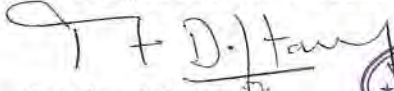
5. Restriction on use

As stated in the certificate is issued at the specific request of the Company solely for the purpose of their record to comply with the provisions of Section 230 to 232 of the Act and for onward submission to the relevant statutory authorities as may be necessary to give effect to the proposed Scheme. This certificate should not be used for any other purpose or to be distributed to any other parties without our prior written consent. Accordingly, we do not accept or assume any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For N. A. Shah Associates LLP

Chartered Accountants

Firm Registration No. 116560W/W100149



Prashant Daftary

Partner

Membership Number: 117080

UDIN: **26117080DGG0XB7071**



Place: Mumbai

Date: 7th January 2026

Annexure A

A. Relevant extract from the proposed Scheme in respect of demerger of Demerged Undertaking of Indiannica Learning Private Limited ("Demerged Company") into Navneet Education Limited ("Resulting Company") under Part IV of the Scheme.

6.2 In the books of the Resulting Company

- 6.2.1. Notwithstanding anything else contained in the Scheme, the Resulting Company shall account for the Demerged Undertaking in its books as per the applicable accounting principles as laid down in Appendix C of the Indian Accounting Standard 103 (Ind AS 103) (Business Combination of entities under common control) notified under section 133 of the Act, the Companies (Indian Accounting Standard) Rules, 2015 and/or any other applicable Indian Accounting Standard as the case may be.
- 6.2.2. The Resulting Company shall record the assets and liabilities of the Demerged Undertaking vested in it pursuant to this Scheme, at their respective carrying values as determined in accordance with Ind AS and other accounting principles generally accepted in India.
- 6.2.3. Pursuant to the Demerger of Demerged Undertaking with the Resulting Company, the inter-company balances between the Resulting Company and Demerged Company relating to Demerged Undertaking, if any, appearing in the books of the Resulting Company shall stand cancelled.
- 6.2.4. The surplus/deficit, if any arising after taking the effect of clauses 6.2.2 and 6.2.3, shall be accounted for in accordance with the accounting principles as laid down in Appendix C of the Indian Accounting Standard 103 (Ind AS 103) (Business Combination of entities under common control) notified under section 133 of the Act the Companies (Indian Accounting Standard) Rules, 2015 and/or any other applicable Indian Accounting Standard as the case may be.
- 6.2.5. In case of any difference in accounting policies between the Demerged Company and the Resulting Company, the accounting policies followed by the Resulting Company shall prevail and the difference, if any, will be quantified and shall be adjusted in the capital reserve, to ensure that the financial statements of the Resulting Company reflect the financial position on the basis of consistent accounting policy.
- 6.2.6. The financial information in the financial statements of the Resulting Company in respect of prior periods should be restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. However, if business



combination had occurred after that date, the prior period information shall be restated only from that date.

- 6.2.7. Notwithstanding the above, the Board of the Resulting Company in consultation with its statutory auditors, is authorized to account for any of these balances in any manner whatsoever, as may be deemed fit in accordance with the prescribed accounting standards as applicable to the Resulting Company.

B. Relevant extract from the proposed Scheme in respect of capital reduction of Indiannica Learning Private Limited ("Demerged Company") under Part V of the Scheme.

Treatment in books of Resulting Company

- 8.8. Consequent to the above reduction and the acquisition of Demerged Undertaking by the Resulting Company, the investment held by the Resulting Company in the Demerged Company shall get reduced to the extent of the capital reduction by the Demerged Company and shall be adjusted against the reserves of the Resulting Company.

