S.R. BATLIBOI & ASSOCIATES LLP
Chartered Acccuntants

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INDEPENDENT AUDITOR'S REPORT

To the Members of Physicswallah Limited (formerly known as Physicswallah Private Limited)

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Physicswallah Limited (formerly known as Physicswallah Private Limited) (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associate comprising of the consolidated Balance sheet as at March 31, 2025, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries and associate, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associate as at March 31, 2025, their consolidated loss including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group and its associate in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India 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 audit opinion on the consolidated financial statements.

Other Information

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

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

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

The Director's report is not made available to us as at the date of this auditor's report. We have nothing to report in this regard.

S.R. Batliboi & Associates LLP, a limited liability partnership with LLP Identity No. AAB-4018
Registered Office: 22, Camac Street, Block 'B', 3rd Floor, Kolkata-700 016

Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including its associate in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective companies 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 the 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

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

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating

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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 ability of the Group and its associate to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate of which we are the independent auditors, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

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

Other matters

We did not audit the financial statements and other financial information, in respect of 11 subsidiaries, whose financial statements include total assets of Rs 3,556.70 million as at March 31, 2025, and total revenues of Rs 6,164.32 million and net cash inflows of Rs 107.52 million for the year ended on that date. These financial statement and other financial information have been audited by other auditors, whose financial statements, other financial information and auditor's reports have been furnished to us by the management. The consolidated financial statements also include the Group's share of net loss of Rs. 1.20 million for the year ended March 31, 2025, as considered in the consolidated financial statements, in respect of one associate, whose financial statements, other financial information have been audited by other auditors and whose reports have been furnished to us by the Management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associate, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and associate, is based solely on the report(s) of such other auditors.

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Two of these subsidiaries are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

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, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies and associate company, incorporated in India and to the extent applicable, as noted in the 'Other Matter' paragraph we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xxi) of the Order.

2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries and associate, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

(a) We/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;

(b) Based on examination and that performed by respective auditors of subsidiary companies and associate, proper books of accounts as required by law have been kept by the Group except that (i) the backup of the books of accounts and papers for certain applications in the Holding Company, as explained in note 46 to the consolidated financial statements, (ii) for the matters stated in serial number (vi) of paragraph (i) below on reporting under Rule 11(g);

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;

(d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies and associate company, none of the directors of the Group's companies

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and its associate, incorporated in India, is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) The qualifications relating to the maintenance of accounts and other matters connected therewith are stated in paragraph (b) above on reporting under Section 143(3)(b) and serial number (vi) of paragraph (i) below on reporting under Rule 11(g);

(g) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company, its subsidiary companies and associate company and the operating effectiveness of such controls, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of such subsidiary companies and associate company, incorporated in India and to the extent applicable, as noted in the 'Other Matter' paragraph, refer to our separate Report in "Annexure 2" to this report;

(h) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries and associate incorporated in India, the managerial remuneration for the year ended March 31, 2025 has been paid/provided by the Holding Company, its subsidiaries and associate incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V of the Act;

(i) 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, in our opinion and to the best of our information and according to the explanations given to us :

i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group and its associate in its consolidated financial statements - Refer Note 40 to the consolidated financial statements;

ii. The Group and its associate did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2025;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, its subsidiaries and associate, incorporated in India during the year ended March 31, 2025.

iv. (a) The respective managements of the Holding Company and its subsidiaries and associate which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and associate respectively that, to the best of its knowledge and belief, other than as disclosed in the note 47(vi) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries and associate to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries and associate ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The respective managements of the Holding Company and its subsidiaries and associate which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and associate respectively that, to the best of its knowledge and belief, no funds have been received by the respective Holding Company or any of such subsidiaries and associate

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from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries and associate shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries and associate which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

v) No dividend has been declared or paid during the year by the Holding Company and its subsidiaries and associate company, incorporated in India.

vi) Based on our examination which included test checks and that performed by the respective auditors of the subsidiary companies and associate company which are companies incorporated in India whose financial statements have been audited under the Act, , the Holding Company, subsidiaries and its associate have used third party accounting software and sub-systems for maintaining its books of accounts which has a feature of recording audit trail (edit-log) facility and the same has operated throughout the year for all relevant transaction recorded in the software, except for the instances discussed in note 45 to the consolidated financial statements.

Further, during the course of our audit we and respective auditors of the above referred subsidiaries and associate did not come across any instance of audit trail feature being tampered with, in respect of accounting software(s) where the audit trail has been enabled. Additionally, the audit trail has been preserved by the Group and its associate as per the statutory requirements for record retention, to the extent it was enabled and recorded in those respective years, as stated in Note 45 to the consolidated financial statements.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Vineet Kedia
Partner
Membership Number: 212230
UDIN: 25212230BMKOTG4574
Place: Mumbai
Date: August 13, 2025

S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants

Annexure 1 referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of Physicswallah Limited (formerly known as Physicswallah Private Limited) as at and for the year ended March 31, 2025

In terms of the information and explanations sought by us and given by the Holding Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(xxi) Qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements are:

S. No	Name	CIN	Holding company/ subsidiary/ associate/ joint venture	Clause number of the CARO report which is qualified or is adverse
1	Physicswallah Limited (formerly known as Physicswallah Private Limited)	U80900UP2020PLC129223	Holding Company	(i)(b), (ii)a, (iii)(b), (iii)(c), (iii)(e), (vi)
2	iNeuron Intelligence Private Limited	U80902KA2019PTC126951	Subsidiary Company	(xix)
3	Penpencil Edu Services Private Limited	U80903DL2019PTC353446	Subsidiary Company	(iii)(e)

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Vineet Kedia
Partner
Membership Number: 212230
UDIN: 25212230BMKOTG4574
Place: Mumbai
Date: August 13, 2025

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF PHYSICSWALLAH LIMITED (FOREMERLY KNOWN AS PHYSICSWALLAH PRIVATE LIMITED)

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

In conjunction with our audit of the consolidated financial statements of Physicswallah Limited (Physicswallah Private Limited) (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2025, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associate, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the companies included in the Group and its associate, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by 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 consolidated financial statements was 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 consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

S.R. Batliboi & Associates LLP
Gurugram

Meaning of Internal Financial Controls With Reference to Consolidated Financial Statements

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

Inherent Limitations of Internal Financial Controls With Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated 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 consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Group and its associate, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements of the Holding Company, in so far as it relates to these 11 subsidiaries and 1 associate, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries and associate incorporated in India.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

S.R. Batliboi & Associates LLP * Gurugram *

per Vineet Kedia
Partner
Membership Number: 212230
UDIN: 25212230BMKOTG4574
Place: Mumbai
Date: August 13, 2025

Physicswallah Limited (formerly known as Physicswallah Private Limited)
CIN: U80900UP2020PLC129223
Consolidated Balance Sheet as at March 31, 2025
(All amounts are in INR millions except for number of shares, unless otherwise stated)

	Notes	As at March 31, 2025	As at March 31, 2024
Assets			
Non-current assets			
Property, plant and equipment	5(a)	2,860.93	2,775.05
Capital work in progress	5(a)	65.61	-
Goodwill	5(b)	2,232.54	2,538.00
Other intangible assets	5(c)	1,590.79	2,050.84
Intangible assets under development	5(d)	27.61	3.19
Right-of-use assets	11	9,175.87	7,272.24
Investments accounted for using equity method	5 (e)	48.80	-
Financial assets			
i. Investments	6(a)	551.64	249.05
ii. Loans	6(b)	303.89	132.90
iii. Other financial assets	6(f)	1,005.56	1,481.43
Deferred tax assets (net)	31	955.48	794.88
Non-current tax asset (net)	15	228.93	225.62
Other non-current assets	8	148.91	131.78
Total non current assets		**19,196.56**	**17,654.98**
Current assets			
Inventories	7	770.32	533.33
Financial assets			
i. Investment	6(a)	13,407.24	1,478.35
ii. Trade receivables	6(c)	415.39	274.67
iii. Cash and cash equivalents	6(d)	537.09	531.57
iv. Bank balances other than (iii) above	6(e)	1,215.73	258.25
v. Loans	6(b)	65.46	21.80
vi. Other financial assets	6(f)	5,313.02	3,751.10
Other current assets	8	643.00	301.88
Total current assets		**22,367.25**	**7,150.95**
Total assets		**41,563.81**	**24,805.93**
Equity and liabilities			
Equity			
Equity share capital	9(a)	2,183.90	60.00
Instrument entirely equity in nature	9(b)	8,344.48	-
Other equity	10(a)	4,717.16	(12,526.08)
Equity attributable to equity holders of the parent		**15,245.54**	**(12,466.08)**
Non-controlling interests	10(b)	289.57	742.53
Total Equity		**15,535.11**	**(11,723.55)**
Liabilities			
Non-current liabilities			
Financial liabilities			
i. Borrowings	13(a)	2.40	16,488.28
ii. Lease liabilities	12	8,327.01	6,584.14
iii. Other financial liabilities	13(c)	2,867.29	2,529.30
Other non-current liabilities	16	294.00	-
Provisions	14	221.99	110.09
Total non current liabilities		**11,712.69**	**25,711.81**
Current liabilities			
Financial liabilities			
i. Borrowings	13(a)	0.87	385.71
ii. Lease liabilities	12	1,636.29	1,155.16
iii Trade payables			
- Total outstanding dues of micro and small enterprises; and	13(b)	286.81	291.65
- Total outstanding dues of creditors other than micro and small enterprises	13(b)	1,582.55	995.95
iv Other financial liabilities	13(c)	1,423.80	1,373.90
Other current liabilities	16	9,184.64	6,507.65
Provisions	14	201.05	107.65
Total current liabilities		**14,316.01**	**10,817.67**
Total equity and liabilities		**41,563.81**	**24,805.93**
Summary of material accounting policies	2-4		
The accompanying notes are an integral part of the consolidated financial statements.	1-47		

As per our report of even date attached.

For S.R. Batliboi & Associates LLP
Chartered Accountants
Firm Reg. No.: 101049W/E300004

per Vineet Kedia
Partner
Membership No. : 212230

Place: Mumbai
Date: August 13, 2025

For and on behalf of the Board of Directors of
Physicswallah Limited (formerly known as Physicswallah Private Limited)

Prateek Bo
Whole-Time Director
DIN: 071137

Place: Noida
Date: August 13, 2025

Alakh Pand
Whole-Time Director & CEO
DIN: 08

Place: Noida
Date: August 13, 2025

Amit Sachdeva
Chief Financial Officer

Place: Noida
Date: August 13, 2025

Ajinkya Rajendra Jain
Company Secretary
Membership No. A33261

Place: Noida
Date: August 13, 2025

Physicswallah Limited (formerly known as Physicswallah Private Limited)
CIN: U80900UP2020PLC129223
Consolidated Statement of Profit and Loss for the year ended March 31, 2025
(All amounts are in INR millions except for number of shares, unless otherwise stated)

	Notes	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue			
Revenue from operations	17	28,866.43	19,404.44
Other income	18	1,524.46	746.38
Total income		**30,390.89**	**20,150.82**
Expenses			
Direct expenses	19	5,133.42	3,794.88
Purchase of traded goods sold	20	544.59	505.61
Change in inventories	21	(182.86)	(147.48)
Cost of raw material and components consumed	22	865.39	544.64
Employee benefits expense	23	14,012.37	11,589.68
Finance costs	24	853.22	650.57
Depreciation and amortisation expense	25	3,664.25	2,982.91
Net loss on remeasurement of financial instruments at fair value	26	1,146.32	8,166.41
Other expenses	28	6,611.79	4,704.20
Total expenses		**32,648.49**	**32,791.42**
Loss before share of loss of associates, exceptional items and taxes		**(2,257.60)**	**(12,640.60)**
Share of loss of associates (net)	5 (c)	(1.20)	-
Loss before exceptional items and taxes		**(2,258.80)**	**(12,640.60)**
Exceptional items			
Impairment of intangible assets and goodwill	29	326.72	1,011.30
Write back of Non-Controlling Interest (NCI) liability	29	-	(1,723.50)
Total Exceptional items		**326.72**	**(712.20)**
Loss before tax		**(2,585.52)**	**(11,928.40)**
Tax expense:			
i. Current tax	31	15.31	-
ii. Deferred tax credit	31	(168.25)	(615.64)
Total tax expenses/ (credit)		**(152.94)**	**(615.64)**
Loss for the year		**(2,432.58)**	**(11,312.76)**
Other comprehensive income			
A. Items that will not to be reclassified to profit or loss			
Re-measurement gain on defined benefit plans	34	38.73	39.69
Fair valuation gain on financial instruments designated as fair value through other comprehensive income	6(a)	-	4.33
Income tax effect	31	(8.11)	(9.44)
Net other comprehensive income not to be reclassified to profit or loss in subsequent periods		**30.62**	**34.58**
B. Items that will be reclassified to profit or loss in subsequent periods			
Exchange differences on translating the financial statements of a foreign operation		(1.84)	(1.34)
Income tax effect	31	0.46	0.34
Net other comprehensive loss to be reclassified to profit or loss in subsequent periods		**(1.38)**	**(1.00)**
Other comprehensive income for the year, net of tax		**29.24**	**33.58**
Total comprehensive loss for the year		**(2,403.34)**	**(11,279.18)**
Loss for the year attributable to:			
Equityholders of the Parent		(2,158.96)	(10,405.76)
Non-controlling interests		(273.62)	(907.00)
Other comprehensive income for the year, net of tax attributable to:			
Equityholders of the Parent		24.01	32.48
Non-controlling interests		5.23	1.10
Total comprehensive loss for the year attributable to			
Equityholders of the Parent		(2,134.95)	(10,373.28)
Non-controlling interests		(268.39)	(905.90)
Loss per equity share (nominal value per share of INR 1 each):			
Basic	30	(0.86)	(4.79)
Diluted	30	(0.86)	(4.79)
Summary of material accounting policies	3-4		
The accompanying notes are an integral part of the consolidated financial statements	1-47		

As per our report of even date attached

For S.R. Batliboi & Associates LLP
Chartered Accountants
Firm Reg. No.: 101049W/E300004

per Vineet Kedia
Partner
Membership No.: 212230

Place: Mumbai
Date: August 13, 2025

For and on behalf of the Board of Directors of
Physicswallah Limited (formerly known as Physicswallah Private Limited)

Prateek Bedi
Whole-Time Director
DIN: 07113[illegible]

Place: Noida
Date: August 13, 2025

Alakh Pandey
Whole-Time Director & CEO
DIN: 08[illegible]

Place: Noida
Date: August 13, 2025

Anil Sachdeva
Chief Financial Officer

Place: Noida
Date: August 13, 2025

Ajinkya Rajendra Jain
Company Secretary
Membership No: A31261

Place: Noida
Date: August 13, 2025

Physicswallah Limited (formerly known as Physicswallah Private Limited)
CIN: U80900UP2020PLC129223
Consolidated Statement of Changes in Equity for the year ended March 31, 2025
(All amounts are in INR millions except for number of shares, unless otherwise stated)

(a) Equity Share Capital

	Number of Equity Shares	Amount (In millions)
Issued, subscribed and fully paid up		
Balance as at April 1, 2023	60,000,013	60.00
Issue of equity share capital	-	-
Balance as at March 31, 2024	60,000,013	60.00
Issue of equity share capital*	663,854	0.66
Issue of bonus shares	2,123,236,395	2,123.24
Balance as at March 31, 2025	2,183,900,262	2,183.90

* This includes 101,200 shares issued in exchange for Preponline shares pursuant to the share purchase agreement (see Note 42(c)(i)).

(b) Instruments entirely equity in nature "Compulsorily Convertible Preference Shares ("CCPS")"

	Number of shares	Amount
A. Issued shares, subscribed and fully paid-up shares		
As at April 1, 2023	-	-
Issue of CCPS	-	-
As at March 31, 2024	-	-
Reclass from financial liabilities		
Series A CCPS (refer note 9(b))	2,666,654	3,450.33
Series A1 CCPS (refer note 9(b))	4,000,000	4,852.37
Issuance of CCPS		
Series B CCPS (refer note 9(b))	4,178,616	41.78
As at March 31, 2025 (refer note 9(b))	10,845,270	8,344.48

(c) Other equity

	Attributable to the equity holders of the parent											
	Reserve and Surplus							Other Comprehensive income	Exchange differences on translating the financial statements of a foreign operation	Total other equity	Non-controlling interest (NCI)	Total
	Retained earnings	General reserve	Stock options	Employee stock option Reserve	Securities premium	NCI reserve	Other reserve					
As at April 01, 2023	180.60	-	296.32	389.26	-	(2,745.60)	-	(9.90)	-	(1,886.32)	1,324.72	(561.60)
Loss for the year	(10,405.68)	-	-	-	-	-	-	-	-	(10,405.68)	(907.00)	(11,312.68)
Other comprehensive income	-	-	-	-	-	-	-	33.48	-	33.48	1.10	34.58
Employee share based payment expense (refer note 39)	-	-	-	1,226.51	-	-	-	-	-	1,226.51	-	1,226.51
Foreign currency translation reserve	-	-	-	-	-	-	-	-	(1.00)	(1.00)	-	(1.00)
Transfer to general reserve	-	1.01	-	(1.01)	-	-	-	-	-	-	-	-
Settlement of compensation options	-	-	-	(96.47)	-	-	-	-	-	(96.47)	-	(96.47)
Acquisition of a subsidiary (refer note 42)	-	-	-	-	-	-	-	-	-	-	323.71	323.71
Recognition of NCI Put / Forward liability for acquisition of non- controlling interest (refer note 42(c)(v))	-	-	-	-	-	(1,396.60)	-	-	-	(1,396.60)	-	(1,396.60)
As at March 31, 2024	(10,222.08)	1.01	296.32	1,518.29	-	(4,142.20)	-	23.58	(1.00)	(12,526.08)	741.53	(11,784.55)

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PHYSICSWALLAH LIMITED

Physicswallah Limited (formerly known as Physicswallah Private Limited)
CIN: U80900UP2020PLC129223
Consolidated Statement of Changes in Equity for the year ended March 31, 2025
(All amounts are in INR millions except for number of shares, unless otherwise stated)

(c) Other equity (continued)

	Attributable to the equity holders of the parent											
	Reserve and Surplus											
	Retained earnings	General reserve	Stock options	Employee stock option Reserve	Securities premium	NCI reserve	Other reserve	Other Comprehensive income	Exchange differences on translating the financial statements of a foreign operation	Total other equity	Non-controlling interest (NCI)	Total
As at April 01, 2024	(10,222.08)	1.01	296.52	1,518.29	-	(4,142.20)	-	23.58	(1.00)	(12,526.08)	742.53	(11,783.55)
Other adjustment	1.31	-	-	-	-	-	-	-	-	1.31	-	1.31
Loss for the year	(2,158.96)	-	-	-	-	-	-	-	-	(2,158.96)	(273.62)	(2,432.58)
Other comprehensive income	-	-	-	-	-	-	-	25.39	(1.38)	24.01	5.23	29.24
Reclassification of CCPS to equity on waiver of buyback terms (refer note 9(b))	-	-	-	-	7,844.14	-	-	-	-	7,844.14	-	7,844.14
Issuance of CCPS	-	-	-	-	12,630.50	-	-	-	-	12,630.50	-	12,630.50
Employee share based payment expense (refer note 39)	-	-	-	893.82	-	-	-	-	-	893.82	-	893.82
Premium on issuance of shares (refer note 42(c)(i))	-	-	-	-	252.70	-	-	-	-	252.70	-	252.70
Transferred to securities premium on exercise of Employees stock options	-	-	-	(322.54)	327.80	-	-	-	-	4.26	-	4.26
Transferred to securities premium on exercise of Stock options (refer note 42(a))	-	-	(244.44)	-	245.24	-	-	-	-	0.80	-	0.80
Issue of bonus shares	-	-	-	-	(2,123.24)	-	-	-	-	(2,123.24)	-	(2,123.24)
Transfer to general reserves on cancellation of stock options	-	52.14	-	(52.14)	-	-	-	-	-	-	-	-
Acquisition of non-controlling interest (refer note no 42(d) and 43(E))	-	-	-	-	-	2,420.10	(2,235.53)	-	-	184.57	(184.57)	-
Settlement of Stock options (refer note 42(c)(iii))	-	-	(51.88)	-	-	-	(248.12)	-	-	(300.00)	-	(300.00)
Settlement of compensation options	-	-	-	(10.67)	-	-	-	-	-	(10.67)	-	(10.67)
As at March 31, 2025	(12,379.73)	53.15	-	2,025.76	19,177.14	(1,722.10)	(2,483.65)	48.97	(2.38)	4,717.16	289.57	5,006.73

Summary of material accounting policies 2-4
The accompanying notes are an integral part of the consolidated financial statements 1-47

As per our report of even date attached

For S.R. Batliboi & Associates LLP
Chartered Accountants
Firm Reg. No.: 101049W/E300004

per Vinod Kedia
Partner
Membership No.: 212250

Place: Mumbai
Date: August 13, 2025

For and on behalf of the Board of Directors of
Physicswallah Limited (formerly known as Physicswallah Private Limited)

Prateek Boo
Whole-Time Director
DIN: 07113660

Place: Noida
Date: August 13, 2025

Alakh Pandey
Whole-Time Director & CEO
DIN: 08733180

Place: Noida
Date: August 13, 2025

Anuj Sachdeva
Chief Financial Officer

Place: Noida
Date: August 13, 2025

Ajinkya Rajendra Jain
Company Secretary
Membership No: A33261

Place: Noida
Date: August 13, 2025

Physicswallah Limited (formerly known as Physicswallah Private Limited)
CIN: U80900UP2020PLC129223
Consolidated Statement of Cash Flows for the year ended March 31, 2025
(All amounts are in INR millions except for number of shares, unless otherwise stated)

	For the year ended March 31, 2025	For the year ended March 31, 2024
A. Cash flow from operating activities		
Loss before tax	(2,585.52)	(11,928.40)
Adjustments for:		
Depreciation of property, plant and equipment	1,499.07	1,257.10
Depreciation on right of use assets	1,700.55	1,256.31
Amortisation of intangible assets	464.63	469.50
Net loss on remeasurement of financial instruments at fair value	1,146.32	8,166.41
Allowances for doubtful receivable	-	47.86
Employee stock compensation expense	893.82	1,412.64
Property, plant and equipment and intangible assets under development written off	109.17	-
Provision for inventory obsolescence	75.89	(37.46)
Provision for expected credit losses	100.79	-
Net gain on FVTPL investments	(450.91)	(9.23)
Gain on sale of plant, property and equipment	(6.80)	13.08
Interest income	(566.83)	(455.56)
Finance costs	743.24	650.57
Unwinding of interest on deferred consideration	1.31	-
Liability written back	(27.02)	-
Profit on derecognition of lease	(58.37)	-
Profit on sale of investments	(249.75)	(223.73)
Exceptional items (refer note 29)	326.72	(712.20)
Share of loss of associates (net)	1.20	-
Operating profit/(loss) before working capital changes	**3,117.51**	**(93.12)**
Movement in working capital:		
Increase in inventories	(312.87)	(268.83)
Increase in trade receivables	(189.90)	(195.85)
Increase in other financial assets	(522.77)	(585.50)
(Increase)/Decrease in other current and non current assets	(399.33)	229.76
Increase in trade payable	435.87	560.12
Decrease in other financial liabilities	(252.98)	(10.17)
Increase in provision	244.03	181.08
Increase in other current and non current liabilities	2,969.15	2,361.39
Cash flow from operations	**5,088.71**	**2,178.91**
Direct taxes paid (net of refunds and interest)	(18.61)	(59.73)
Net cash inflow from operating activities (A)	**5,070.10**	**2,119.18**
B. Cash flows from investing activities		
Purchase of property, plant and equipment (including capital work in progress, capital advances and payable for capital goods)	(1,664.36)	(2,134.78)
Purchase of intangible assets and intangible assets under development	(57.65)	(230.01)
Proceeds from sale of property, plant and equipment	54.18	254.47
Interest received	59.80	415.93
Investment in associate	(50.00)	-
Investment in subsidiary net of cash acquired (refer note (42))	(536.40)	(176.15)
Loans given to employee and other parties	(193.57)	(145.30)
Purchase of investments	(46,363.77)	(8,241.75)
Proceeds from sale of investments	35,232.94	8,806.36
Maturity of bank deposits	5,035.01	5,912.00
Investment in bank deposits	(6,248.36)	(4,890.02)
Net cash used in investing activities (B)	**(15,132.18)**	**(429.25)**
C. Cash flows from financing activities		
Proceeds from issuance of CCPS	12,672.29	-
Proceeds from exercise of stock options	5.63	-
Interest and other finance charges paid	(27.77)	(82.78)
Repayment of borrowings	(723.88)	(260.97)
Payment of interest portion of lease liability	(715.47)	(557.21)
Payment of principal portion of lease liability	(1,143.20)	(745.58)
Net cash generated from/ (used in) financing activities (C)	**10,067.60**	**(1,646.54)**
Net increase in cash and cash equivalents (A+B+C)	5.52	43.39
Cash and cash equivalents at the beginning of the year	531.57	488.18
Cash and cash equivalents at the end of the year	**537.09**	**531.57**

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S.R. Batliboi & Associates LLP * Gurugram *

PHYSICSWALLAH LIMITED

Physicswallah Limited (formerly known as Physicswallah Private Limited)
CIN: U80900UP2020PLC129223
Consolidated Statement of Cash Flows for the year ended March 31, 2025
(All amounts are in INR millions except for number of shares, unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024
Components of cash and cash equivalents		
Cash on hand	65.89	53.18
Cash on transit	-	3.67
Cheque on hand	2.86	6.17
Balances with banks:		
i. Current accounts	353.86	466.93
ii. Deposits with original maturity of less than three months	114.48	1.62
	537.09	531.57

Refer 6(e)(i). Changes in liabilities arising from financing activities and non-cash financing and investing activities
The above cash flow statement has been prepared under Indirect method as set out in Ind AS-7 "Statement of cash flows"

Summary of material accounting policies	2-4
The accompanying notes are an integral part of the consolidated financial statements	1-47

As per our report of even date attached.

For S.R. Batliboi & Associates LLP
Chartered Accountants
Firm Reg. No.: 101049W/E300004

per Vineet Kedia
Partner
Membership No.: 212230

Place: Mumbai
Date: August 13, 2025

For and on behalf of the Board of Directors of
Physicswallah Limited (formerly known as Physicswallah Private Limited)

Prateek Bo
Whole-Time Director
DIN: 07113666

Place: Noida
Date: August 13, 2025

Alakh Pandey
Whole-Time Director & CEO
DIN: 08755719

Place: Noida
Date: August 13, 2025

Amit Sachdeva
Chief Financial Officer

Place: Noida
Date: August 13, 2025

Ajinkya Rajendra Jain
Company Secretary
Membership No. A33261

Place: Noida
Date: August 13, 2025

1. Corporate information

Physicswallah Limited (formerly known as Physicswallah Private Limited) ("the Company" or "Parent Company") is a Company limited by shares, incorporated and domiciled in India and has its registered address at plot no. B-8, tower A 101-119, Noida One, Noida Sector 62, Gautam Buddha Nagar, Dadri, Uttar Pradesh.

The consolidated financial statements comprise financial statements of Physicswallah Limited (formerly known as Physicswallah Private Limited) (the company) and its subsidiaries (collectively, the Group) for the year ended March 31, 2025 has presence primarily in India and UAE. The principal activities of the Group and its associate consist of the business of education by providing online and offline coaching and study material for test preparation of various competitive exams such as NEET, JEE, MBA, UPSC, GATE, CA, etc.

The status of the Company has been changed from Private Limited to Public Limited as per the approval received from Registrar of Companies, Uttar Pradesh on January 08, 2025 and consequently the name of the Company has been changed to Physicswallah Limited.

These Consolidated Financial Statements ('Financial Statements') were approved for issue in accordance with a resolution of the Board of Directors on August 13, 2025.

2. Material accounting policies

2.1 Basis of preparation of financial statements

The Consolidated Financial Statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the CFS.

The Consolidated Financial Statements have been prepared on a historical cost basis, except for certain financial assets and liabilities measured at fair value and amortised cost (refer accounting policies on financial instruments and Share-based payments).

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.

The Group has incurred loss amounting to INR 2,432.58 millions for the year ended March 31, 2025. As at March 31, 2025, the group has net current assets of INR 8,051.24 millions and positive net worth of INR 15,535.11 millions consequent to the waiver off buy-back rights of the investors w.e.f. April 1, 2024 as referred in note 9(b). The Board of Directors, basis its business plan and subsequent funding from investors is confident in meeting its obligations in next twelve months. Accordingly, these consolidated financial statements have been prepared on going concern busis.

All the amounts included in the consolidated financial statements are presented in Indian Rupees ('Rupees' or 'Rs' or 'INR') and are rounded to the nearest millions except per share data and unless stated otherwise.

2.2 Basis of Cousolidation

The Consolidated Financial Statements comprise the financial statements of the Group and its subsidiaries as at March 31, 2025. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and

S.R. Batliboi & Associates LLP Gurugram

PHYSICSWALLAH LIMITED

- The ability to use its power over the investee to affect its returns

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the period are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Parent Company, i.e., year ended on 31 March. When the end of the reporting period of the parent is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent to enable the parent to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

Consolidation procedure:

a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the Parent Company with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

b) Offset (eliminate) the carrying amount of the Parent Company's investment in each subsidiary and the Parent Company's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the Parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

S.R. Batliboi & Associates LLP Gurugram

PHYSICSWALLAH LIMITED

a) Derecognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost
b) Derecognises the carrying amount of any non-controlling interests
c) Derecognises the cumulative translation differences recorded in equity
d) Recognises the fair value of the consideration received
e) Recognises the fair value of any investment retained
f) Recognises any surplus or deficit in profit or loss
g) Recognise that distribution of shares of subsidiary to Group in Group's capacity as owners
h) Reclassifies the Parent Company's share of components previously recognised in OCI to profit or loss or transferred directly to retained earnings, if required by other Ind ASs as would be required if the Group had directly disposed of the related assets or liabilities.

2.3 Summary of material accounting policies

a. Business Combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed in the periods in which the costs are incurred and the services are received, with the exception of the costs of issuing debt or equity securities that are recognised in accordance with Ind AS 32 and Ind AS 109.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.
- Potential tax effects of temporary differences and carry forwards of an acquiree that exist at the acquisition date or arise as a result of the acquisition are accounted in accordance with Ind AS 12.
- Liabilities or equity instruments related to share based payment arrangements of the acquiree or share – based payments arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the aequisition date.
- Assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.
- Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses

S.R. Batliboi & Associates LLP Gurugram

PHYSICSWALLAH LIMITED

whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

h. Current versus non-current classification

The Group 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

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

The Group classifies all other liabilities as non-current

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

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of operations and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle being a period of 12 months for the purpose of classification of assets and liabilities as current and non- current.

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c. Fair value measurement

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet 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, or
- 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 Group.

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.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group 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 significant to the fair value measurement as a whole:

Level 1- Quoted (Unadjusted) marked prices in the active markets for identical assets or liabilities

Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Group's accounting policies. For this analysis, the management or its specialist verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

For the purpose of fair value disclosures, the Group 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.

d. Revenue recognition

The Group derives revenue primarily from coaching classes, hostel services, server income and related sale of products like study material, merchandise, tablets and panel screens. Revenue is measured based on the consideration specified in a contract with a customer (transaction price) which is the amount of consideration received from the customer excluding amounts collected on behalf of third parties (for example, indirect taxes). Revenue is only recognized to the extent that it is highly probable that a significant reversal will not occur.

When two or more revenue generating activities or deliverables are provided under a single arrangement, each deliverable that is considered to be a separate deliverable is accounted separately. Where the contracts include multiple performance obligations, the transaction price is allocated to each performance obligation based on the standalone selling prices. Where the standalone selling prices are not directly observable, these are estimated based on expected cost plus margin or residual method to allocate the total transaction price. In cases of residual method, the standalone selling price is estimated by reference to the total transaction price less the sum of the observable standalone selling prices of other goods or services promised in the contract.

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Sale of services

Revenue from services provided under fixed price contracts is primarily recognized over a period of time in the accounting period in which the services are rendered, thus income from coaching services is recognized over the period of delivery. Where courseware is not considered a separate component under a contract, revenue from the composite course is recognized over the period of the coaching or the contract period, depending upon the terms and conditions. The customer pays the fixed amount based on a payment schedule. if the services rendered by the Group exceed the payment, a contract asset is recognized. If the payment exceed the services rendered, a contract liability is recognized.

Sale of products

Revenue in respect of sale of courseware and other physical deliverables is recognized at a point in time when these are delivered, the legal title is passed and the customer has accepted the courseware and other physical deliverables.

Advertisement income

Revenue from advertisements is recognized at a point in time when the performance obligation is satisfied. This typically occurs upon user interaction with the ads, such as views or clicks.

Interest income

For all debt instruments measured either at amortized cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

Contract balances

Contract assets

A contract asset is initially recognised for revenue earned from installation services because the receipt of consideration is conditional on successful completion of the installation. Upon completion of the installation and acceptance by the customer, the amount recognised as contract assets is reclassified to trade receivables.
Contract assets are subject to impairment assessment. Refer to accounting policies on impairment of financial assets in section t) Financial instruments – initial recognition and subsequent measurement.

Contract liabilities

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

e. Trade receivable

Trade receivables are amounts due from customers for services performed in the ordinary course of business and reflects group's unconditional right to consideration (that is, payment is due only on the passage of time). Trade receivables are recognized initially at the transaction price as they do not contain significant financing components. The Group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortized cost using the effective interest method, less loss allowance.

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f. Inventories

Inventories are valued at the lower of cost and net realizable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Raw 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.
- 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 weighted average 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. Provisions are made for slow-moving and obsolete stock.

g. Taxes

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the period. Current and deferred taxes are recognized in statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision.

Deferred income tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences
- In respect of taxable temporary differences associated with investments in subsidiaries and associates, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences

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- In respect of deductible temporary differences associated with investments in subsidiaries and associates, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised

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. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

In assessing the recoverability of deferred tax assets, the Group relies on the same forecast assumptions used elsewhere in the financial statements and in other management reports, which, among other things, reflect the potential impact of climate-related development on the business, such as increased cost of production as a result of measures to reduce carbon emission.

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.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. Acquired deferred tax benefits recognised within the measurement period reduce goodwill related to that acquisition if they result from new information obtained about facts and circumstances existing at the acquisition date. If the carrying amount of goodwill is zero, any remaining deferred tax benefits are recognised in OCI ("Other comprehensive income")/ capital reserve depending on the principle explained for bargain purchase gains. All other acquired tax benefits realised are recognised in profit or loss.

The Group offsets deferred tax assets and deferred tax 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 relate to income taxes levied by the same taxation authority on either the same taxable entity which intends either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Good and services taxes paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of good and services taxes paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable;
- When receivables and payables are stated with the amount of tax included

h. Property, plant and equipment

Capital work in progress is stated at cost, net of accumulated impairment loss, if any.

Plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Property, plant and equipment is depreciated on a written-down value basis to its residual value over its estimated useful life.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non- refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Subsequent costs are capitalized on the carrying amount or recognized as a separate asset, as appropriate, only when future economic benefits associated with the item are probable to flow to the Group and cost of the item can be measured reliably. When significant parts of property, plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All repair and maintenance are charged to statement of profit and loss during the reporting period in which they are incurred.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances and the cost of assets not ready to use before such date are disclosed under 'Capital work in progress'.

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The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the statement of profit and loss on the date of disposal or retirement.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method, and is generally recognized in the statement of profit and loss. The management has determined the estimated useful lives of the property, plant and equipment based on the consideration of useful lives as prescribed under part C of Schedule II of the Act. Estimated useful lives of items of property, plant and equipment for the current and comparative periods are as follows:

Assets	Useful life (in years)
Computer and Peripherals	3 to 6
Plant and Machinery	15
Furniture and fixtures	10
Vehicles	8
Office equipment	5
Leasehold improvements	3 to 9

Leasehold improvements are depreciated over the shorter of their useful life or the lease term, unless the entity expects to use the assets beyond the lease term.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

i. Intangible assets

Separately acquired intangible assets, such as software are measured initially at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Costs associated with maintaining software programs are recognized as an expense as incurred.

Research and development costs

Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognized as intangible assets where the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use or sale
- management intends to complete the software and use or sell it
- there is an ability to use or sell the software
- it can be demonstrated how the software will generate probable future economic benefits
- adequate technical, financial and other resources to complete the development and to use or sell the software are available, and
- the expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalized as part of the software include employee costs.
Research expenditure and development expenditure that do not meet the criteria above are recognized as an expense as incurred.
Development costs previously recognized as an expense are not recognized as an asset in a subsequent period.

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Amortization methods and periods

Amortization of intangible assets begins when development is complete and the asset is available for use. Software, licenses acquired and internally generated software are amortized d on a straight line basis over their estimated useful lives which are as follows:

Intangible Assets	Useful life (in years)
Brand	10
Trademark	3-10
Content	2-3
Assembled workforce	3
Non-compete fees	3
Distribution network	3
Freemium Project	3
Customer Relationships	3
Intellectual Property Right	3-20
Internally generated content	4
Internally generated software	4
Software	3

The amortization period and the amortization method are reviewed at least at each financial year end. 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 amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets is recognized in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from de-recognition of an intangible asset 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.

Goodwill

Goodwill is not amortized but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Impairment testing of non-financial assets

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units are identified at the lowest level at which goodwill is monitored.

Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash generating units).

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

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j. Provisions and contingencies

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

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.

Contingencies

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the financial statements.

k. Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Other borrowing costs are expensed in the period in which they are incurred. Borrowing cost includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

l. Retirement and other employee benefits

Expenses and liabilities in respect of employee benefits are recorded in accordance with Ind AS 19, *Employee Benefits*.

For defined benefit plans (gratuity), the liability or asset recognised in the balance sheet is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated by an independent actuary using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

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

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Re-measurements are not reclassified to profit or loss in the subsequent periods.

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

The Group's contributions to defined contribution plans (provident fund) are recognized in profit or loss when the employee renders related service. The Group has no further obligations under these plans beyond its periodic contributions.

The Group provides for liability at period end on account of un-availed earned leave and Long Term Incentive Plan ('LTIP') as per actuarial valuation using projected unit credit method.

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Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as employee benefit payable under other financial liabilities in the balance sheet.

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. Certain sections of the code came into effect on May 3, 2023. However, the final rules/interpretation have not yet been issued. Based on a preliminary assessment, the Group believes the impact of the change will not be significant.

m. Share-based payments

Employees (including senior executives) of the Parent company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions). Employees working in the business development group are granted share appreciation rights, which are settled in cash (cash-settled transactions).

Equity-settled transactions

Employees of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognised, together with a corresponding increase in Employee Stock Option Plan (ESOP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

Performance conditions which are market conditions are taken into account when determining the grant date fair value of the awards. Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

n. Foreign currency

The Group's consolidated financial statements are presented in INR, which is also the parent company's functional currency. For each entity the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency. The Group uses the direct method of consolidation and on disposal of a foreign operation the gain or loss that is reclassified to profit or loss reflects the amount that arises from using this method.

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Transactions and balanees

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Group uses average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss with the exception of the following

- Exchange differences arising on monetary items that forms part of a reporting entity's net investment in a foreign operation are recognised in profit or loss in the separate financial statements of the reporting entity or the individual financial statements of the foreign operation, as appropriate. In the financial statements that include the foreign operation and the reporting entity (e.g., consolidated financial statements when the foreign operation is a subsidiary), such exchange differences are recognised initially in OCI. These exchange differences are reelassified from equity to profit or loss on disposal of the net investment.
- Exchange differences arising on monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation. These are recognised in OCI until the net investment is disposed of, at which time, the cumulative amount is reclassified to profit or loss.
- Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

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. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

In determining the spot exchange rate to use on initial recognition of the related asset, expense or income (or part of it) on the derecognition of a non-monetary asset or non-monetary liability relating to advance consideration, the date of the transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advanee, the Group determines the transaction date for each payment or receipt of advance consideration.

Group companies

On consolidation, the assets and liabilities of foreign operations are translated into INR at the rate of exchange prevailing at the reporting date and their statements of profit and loss are translated at exchange rates prevailing at the dates of the transactions. For praetical reasons, the group uses an average rate to translate income and expense items, if the average rate approximates the exchange rates at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in OCI. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognised in profit and loss.

Any goodwill arising in the acquisition/ business combination of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

Any goodwill or fair value adjustments arising in business combinations/ acquisitions, which occurred before the date of transition to Ind AS (April 01, 2022), are treated as assets and liabilities of the entity rather than as assets and liabilities of the foreign

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operation. Therefore, those assets and liabilities are non-monetary items already expressed in the functional currency of the parent and no further translation differences occur.

Gain or loss on a subsequent disposal of any foreign operation excludes translation differences that arose before the date of transition but includes only translation differences arising after the transition date.

o. 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

Initial recognition and measurement

All financial assets are recognized 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. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortized cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The 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 amortization is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables and is most relevant to the Group.

Debt instrument at FVTOCI

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

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to the statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

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Debt instrument at FVTPL

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

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as 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 recognized in the statement of profit and loss.

Equity investments

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

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit or loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

The equity securities which are not held for trading, and for which the Group has made an irrevocable election at initial recognition to recognize changes in fair value through OCI rather than profit or loss as these are strategic investments and the Group cousidered this to be more relevant.

The Group has measured for its investment in subsidiaries at cost in its financial statements in accordance with Ind AS 27, *Separate Financial Statements*. Profit/ loss on sale of investments is recognised on date of sale and is computed with reference to the original cost of the investment sold. The investments are reviewed at each reporting date to determine whether there is any indication of impairment considering the provisions of Ind AS 36 'Impairment of Assets'. If any such indication exists, policy for impairment of non-financial assets is followed.

Derecognition

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

- The rights to receive cash flows from the asset have expired, or
- The Group 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 (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Gronp 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 Group continues to recognize the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

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Impairment of financial assets

In accordance with ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on financial assets that are debt instruments, and are measured at amortized cost e.g., loans, debt securities, deposits, trade receivables and bank balance.

The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognizes 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 Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month expected credit loss (ECL) is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Group 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.
The Group uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. This amount is reflected under the head other expenses in the statement of profit and loss. For the financial assets measured as at amortized cost, ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

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, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include borrowings, compulsorily convertible preference shares, lease liabilities, trade and other payables.

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

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized 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.

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Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respeetive carrying amounts is recognized in the statement of profit or loss.

Derivative financial instruments

The Group enters into certain derivative contracts to hedge risks which are not designated as hedges. A derivative is a financial instrument or other contract with all three of the following characteristics:

- its value changes in response to the change in a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract (sometimes called the "underlying");

- it requires no initial net investment or an initial investment that is smaller than would be required for other types of contracts that would be expected to have a similar response to changes in market factors; and

- it is settled at a future date.

Derivatives are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period.

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.

p. Cash and cash equivalents

Cash and cash equivalent in the consolidated balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Group's cash management.

q. Leases

The Group as a lessee

The Group's lease asset classes primarily consist of leases for coaching centres and office premises. The Group assesses whether a contract contains a lease, at inception of a contract. 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. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

(i) the contact involves the use of an identified asset
(ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and
(iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

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The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the consolidated balance sheet and lease payments have been classified as financing cash flows.

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

r. Investment in associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The considerations made in determining whether significant influence or joint control are similar to those necessary to determine control over the subsidiaries. The Group's investments in its associate are accounted for using the equity method. Under the equity method, the investment in an associate is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the Group's share of net assets of the associate since the acquisition date.

Goodwill relating to the associate is included in the carrying amount of the investment and is not tested for impairment individually. The statement of profit and loss reflects the Group's share of the results of operations of the associate. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognized directly in the equity of the associate, the Group recognizes its share of any changes, when applicable, in the statement of changes in equity. Unrealized gains and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate. If an entity's share of losses of an associate equal or exceeds its interest in the associate (which includes any long-term interest that, in substance, form part of the Group's net investment in the associate), the entity discontinues recognizing its share of further losses.

Additional losses are recognized only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the entity resumes recognizing its share of those profits only after its share of the profits equals the share of losses not recognized. The aggregate of the Group's share of profit or loss of an associate is shown on the face of the statement of profit and loss. The financial statements of the associate are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognize an impairment loss on its investment in its associate. At each reporting date, the Group determines whether there is objective evidence that the investment

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in the associate is impaired. If there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and then recognizes the loss as 'Share of profit of an associate in the statement of profit or loss.

Upon loss of significant influence over the associate, the Group measures and recognizes any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognized in profit or loss.

s. Earnings/ (loss) per share (EPS)

Basic earnings per share is calculated by dividing the net profit or loss attributable to equity holders of Parent Company (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year.

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

t. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The Group operates in a single operating segment.

u. Critical accounting estimates and judgments

The preparation of Consolidated financial statements in conformity with Ind AS requires the Group to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. The Group bases its estimates on historical experience and on various other assumptions that are believed to be reasonable, the results of which form the basis for making judgements about carrying values of assets and liabilities. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revisions to accounting estimates are recognized prospectively in current and future periods. There are no assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year.

2.4 Climate – related matters

The Group considers climate-related matters in estimates and assumptions, where appropriate. This assessment includes a wide range of possible impacts on the Group due to both physical and transition risks. Even though the Group believes its business model and products will still be viable after the transition to a low-carbon economy, climate-related matters increase the uncertainty in estimates and assumptions underpinning several items in the financial statements. Even though climate-related risks might not currently have a significant impact on measurement, the Group is closely monitoring relevant changes and developments, such as new climate-related legislation.

3. Significant accounting judgements, estimates and assumptions

The preparation of the Group's 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

Other disclosures relating to the Group's exposure to risks and uncertainties includes:
- Capital management Note 37
- Financial risk management objectives and policies Note 36

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Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements:

Determining the lease term of contracts with renewal and termination options – group as lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

Revenue from contracts with customers

Revenue from operations
Revenue from services provided under fixed price contracts is primarily recognised over a period of time in the accounting policies in which the services are rendered, thus income from coaching services is recognised over a period of delivery. The Group's coaching services includes coaching classes provided and supplementary services i.e. doubt solving support, revision support etc. till the end of batch period. As the Company discharges substantial performance obligations over the period of classes, it consider this as period of delivery of the services for recognition of income from coaching services.

Taxes
Deferred tax assets are recognized for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits, future tax planning strategies and recent business performances and developments.

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 Group 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 Group. Such changes are reflected in the assumptions when they occur.

Share-based payments

The Group measures the cost of equity-settled transactions with employees using a Black Scholes Options Pricing model to determine the fair value of the liability incurred. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 39.

Defined benefit plans (gratuity benefits)

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The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making varions assumptions that may differ from actual developments in the future. These include the determination of the discount rate; future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.
The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated, the management considers the interest rates of government bonds in currencies consistent with the currencies of the defined benefit obligation.
The mortality rate is based on publicly available mortality tables for the country. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the country. Further details about gratuity obligations are given in Note 34.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Provision for expected credit losses of trade receivables and contract assets

The Group uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating, and coverage by letters of credit and other forms of credit insurance). The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the service sector, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.
The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Group's trade receivables and contract assets is disclosed in Note 36.

Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill and other intangibles with indefinite useful lives recognised by the Group. The key assumptions used to determine the recoverable amount for the different CGUs, including a sensitivity analysis, are disclosed and further explained in Note 5(b).

Intangible asset under development

The Group capitalises intangible asset under development for a project in accordance with the accounting policy. Initial capitalisation of costs is based on management's judgement that technological and economic feasibility is confirmed, usually when a product development project has reached a defined milestone according to an established project management model.

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In determining the amounts to be capitalised, management makes assumptions regarding the expected future cash generation of the project, discount rates to be applied and the expected period of benefits.

Leases - estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

4. Recent pronouncements and standards issued but not yet effective

New amendments adopted during the year

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. During year ended March 31, 2025, MCA has amends following Ind AS:
Ind AS 117 – Insurance Contracts
Ind AS 116 - Lease liability in a Sale and leaseback

The amendments are applicable for annual periods beginning on or after April 1, 2024. The Company has evaluated the amendments and based on its evaluation has determined that it does not have any impact in its financial statements.

Amendments to Ind AS issued but not yet effective

MCA vide notification no. G.S.R. 291(E) dated May 7, 2025 has issued the Companies (Indian Accounting Standards) Amendment Rules, 2025 which amends following Ind AS (as applicable to the Company):

Ind AS 21 - The Effects of Changes in Foreign Exchange Rates
Ind AS 101 - First-time Adoption of Indian Accounting Standards

The amendments are applicable for annual periods begioning on or after April 1, 2025. The Company has evaluated the amendments and the impact is not expected to be material.

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5(a) Property, plant and equipment

	Freehold land	Leasehold improvements	Building	Computer and peripherals	Furniture and fixtures	Vehicles	Office equipments	Total	Capital work in progress*
Gross carrying amount									
As at April 01, 2023	**223.09**	**321.86**	**26.26**	**662.34**	**264.43**	**29.26**	**529.72**	**2,056.96**	**47.57**
Additions on account of acquisition business combination (refer note 42)	-	-	31.81	13.10	42.50	17.69	54.95	160.05	-
Additions	15.20	732.66	86.09	508.60	395.71	36.14	618.68	2,393.08	(47.57)
Disposals	(238.29)	-	(32.35)	(1.63)	-	(0.38)	(0.08)	(272.73)	-
Foreign currency translation of foreign operation	-	-	-	0.19	0.44	0.38	-	1.01	-
As at March 31, 2024	**-**	**1,054.52**	**111.81**	**1,182.60**	**703.08**	**83.09**	**1,203.27**	**4,338.37**	**-**
Additions	-	324.71	79.33	507.63	206.30	8.35	610.03	1,736.35	65.61
Disposals	-	-	(0.16)	(28.57)	(28.04)	(9.20)	(29.81)	(95.78)	-
Adjustment/reclassifications	-	17.53	(17.36)	(48.47)	(2.80)	-	(83.05)	(134.15)	-
Written-off	-	-	-	(266.93)	(19.36)	-	(114.45)	(400.74)	-
Foreign currency translation of foreign operation	-	-	-	0.57	1.01	0.66	0.08	2.32	-
As at March 31, 2025	**-**	**1,396.76**	**173.62**	**1,346.83**	**860.19**	**82.90**	**1,586.07**	**5,446.37**	**65.61**
Accumulated depreciation									
As at April 01, 2023	**-**	**56.50**	**-**	**158.09**	**15.17**	**4.34**	**76.36**	**310.46**	**-**
Charge for the year	-	274.64	13.30	488.06	126.32	22.14	332.64	1,257.10	-
Disposals	-	-	(3.38)	(1.56)	-	-	(0.10)	(5.04)	-
Foreign currency translation of foreign operation	-	-	-	0.30	0.10	0.40	-	0.80	-
As at March 31, 2024	**-**	**331.14**	**9.92**	**644.89**	**141.59**	**26.88**	**408.90**	**1,563.32**	**-**
Charge for the year	-	375.08	104.17	423.58	141.46	14.66	440.12	1,499.07	-
Disposals	-	-	(0.06)	(25.73)	(4.91)	(5.82)	(11.88)	(48.40)	-
Adjustment/reclassifications	-	8.62	(8.43)	(74.03)	(1.07)	(0.01)	(56.11)	(131.03)	-
Written-off	-	-	-	(221.53)	(6.02)	-	(71.41)	(298.96)	
Foreign currency translation of foreign operation	-	-	-	0.20	0.56	0.68	-	1.44	-
As at March 31, 2025	**-**	**714.84**	**105.60**	**747.38**	**271.61**	**36.39**	**709.62**	**2,585.44**	**-**
Net carrying amount									
As at April 01, 2023	**223.09**	**265.36**	**26.26**	**504.25**	**249.26**	**24.92**	**453.36**	**1,746.50**	**47.57**
As at March 31, 2024	**-**	**723.38**	**101.89**	**537.71**	**561.49**	**56.21**	**794.37**	**2,775.05**	**-**
As at March 31, 2025	**-**	**681.92**	**68.02**	**599.45**	**588.58**	**46.51**	**876.45**	**2,860.93**	**65.61**

Ageing of capital work in progress

	Amount in capital work in progress for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at March 31, 2025					
Projects in progress	65.61	-	-	-	65.61
	65.61	**-**	**-**	**-**	**65.61**

*Capital work in progress as at March 31, 2025 and March 31, 2024 includes assets under construction at various offices, Coaching centre and head office which are pending installation. There are no projects which have either exceeded their budget or whose timelines have been deferred.

The Group has neither revalued nor impaired its property, plant and equipment during the year ended March 31, 2025 and March 31, 2024 except INR 101.78 millions property, plant and equipment is written off during the year ended March 31, 2025 on the basis of net shortage on completion of physical verification exercise.

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5(b) Goodwill

	Amount
Cost or valuation	
As at April 01, 2023	**2,856.40**
Addition pursuant to business combination (refer note 42)	242.35
Disposals	-
As at March 31, 2024	**3,092.75**
Disposals	-
As at March 31, 2025	**3,092.75**
Accumulated Impairment	
As at April 01, 2023	**10.60**
Impairment during the year*	544.15
As at March 31, 2024	**554.75**
Impairment during the year**	305.46
As at March 31, 2025	**860.21**
Net Book Value	
As at April 01, 2023	**2,839.80**
As at March 31, 2024	**2,538.00**
As at March 31, 2025	**2,232.54**

Impairment reviews

Goodwill acquired through business combinations having indefinite lives are allocated to the CGUs. For the purpose of impairment testing, goodwill is allocated to a CGU representing the lowest level within the Group at which goodwill is monitored for internal management purposes and which is not higher than the Group's operating segment. Carrying amount of goodwill has been allocated to the respective acquired subsidiaries level as follows:

	As at March 31, 2025	As at March 31, 2024
Utkarsh Classes and Edutech Private Limited	1,907.04	1,907.04
Prepanline Futurist Private Limited**	23.91	23.91
Penpencil Edu Services Private Limited ("Penpencil")**	-	136.40
Xylem Learning Private Limited	249.36	249.36
Knowledge Planet Holdings Limited	121.23	121.23
ONLYIAS Nothing Else	240.00	240.00
Bothra Classes**	-	144.45
ETOOS Education Private Limited**	-	12.61
	2,232.54	2,538.00

The Group tests whether goodwill has suffered any impairment on an annual basis or more frequently when there is an indication that the unit may be impaired. The recoverable amount of the CGU as at March 31, 2024, has been determined based on a value in use calculation using cash flow projections from financial budgets approved by senior management covering a five-year period.

The summary of key assumptions used in value in use calculations:

	As at March 31, 2025	As at March 31, 2024
Pre-tax discount rate	14.64% - 20.19%	20.00% - 32.00%
Terminal value growth rate	2.00% - 5.00%	2.00% - 5.00%
Revenue growth rate	10.00% - 32.00%	8.00% - 64.00%

Management has determined the values assigned to each of the above key assumptions as follows:

Discount Rate: The above discount rate represent the current market assessment of the risks specific to each CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Parent Company and its operating segments and is derived from its weighted average cost of capital (WACC).

Terminal Value growth rate: This is the weighted average growth rate used to extrapolate cash flows beyond the budget period. The rates are consistent with forecasts included in industry reports.

Revenue growth rate: Revenue growth was projected taking into account the average growth levels experienced in past, management's growth plans and initiatives and industry reports.

The estimation of value in use reflects assumptions that are subject to various risks and uncertainties, including key assumptions regarding revenue growth rate, terminal value growth rate and pre-tax discount rate. It requires significant judgments and estimates, and actual results could be materially different than the judgments and estimates used to estimate value in use.

Sensitivity change in assumptions
The calculation of value in use for above mentioned CGUs is most sensitive to revenue growth, discount rate and long-term growth rate assumptions.

The Group has not revalued it's goodwill during the year ended March 31, 2025 and March 31, 2024.

** For the year ended March 31, 2025, an analysis of the calculation's sensitivity to a change in the key parameters (revenue growth, discount rate and long-term growth rate) based on reasonably probable assumptions and basis management plans/re-negotiations, for "Penpencil Edu Services Private Limited" and "Prepanline Futurist Private Limited" resulted in CGU recoverable amount falling below their carrying amount, accordingly, impairment of INR 305.46 millions (INR 136.40 millions, INR 144.45 million, INR 12.61 millions and INR12.00 millions for Penpencil, Bothra classes, ETOOS education private limited and Prepanline respectively) is recorded in the statement of profit and loss as an exceptional item. For the remaining CGUs, the Parent Company did not identify any probable scenarios where the CGUs recoverable amount would fall below their carrying amount.

*For the year ended March 31, 2024, an analysis of the calculation's sensitivity to a change in the key parameters (revenue growth, discount rate and long-term growth rate) based on reasonably probable assumptions and bases management plans/re-negotiations, for "iNeuron Intelligence Private Limited ("Ineuron")" resulted in CGU recoverable amount falling below their carrying amount, accordingly, impairment of INR 544.15 millions is recorded in the statement of profit and loss. For the remaining CGUs, the Parent Company did not identify any probable scenarios where the CGUs recoverable amount would fall below their carrying amount.

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5(c) Other intangible assets

	Assembled workforce	Non-compete fee	Distribution network	Content	IPR	Freemium project	Customer relationships	Brand	Trademark	Software	Internally generated content	Internally generated software	Total
Cost or valuation													
As at April 01, 2023	13.68	43.00	12.58	505.14	43.14	0.30	15.82	1,154.05	88.42	152.17	-	-	2,028.60
Addition on acquisition of businesses (refer note 42)	-	84.00	-	121.00	-	-	-	569.00	-	-	-	-	774.00
Additions	-	-	-	22.55	6.23	-	-	-	4.83	12.84	149.85	35.23	231.53
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer	-	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2024	**13.68**	**127.00**	**12.58**	**648.69**	**49.67**	**0.30**	**15.82**	**1,723.05**	**93.25**	**165.01**	**149.85**	**35.23**	**3,034.13**
Additions	-	-	-	0.62	-	-	-	-	0.08	18.08	-	11.97	22.75
Disposals	-	-	-	-	-	-	-	-	-	(0.04)	-	-	(0.04)
Reclassification	-	-	-	-	-	-	-	-	-	15.51	-	-	15.51
As at March 31, 2025	**13.68**	**127.00**	**12.58**	**649.31**	**49.67**	**0.30**	**15.82**	**1,723.05**	**93.33**	**198.56**	**149.85**	**47.20**	**3,072.35**
Accumulated amortisation													
As at April 01, 2023	-	3.44	-	19.04	1.64	0.19	1.23	20.49	0.31	0.30	-	-	46.64
Charge for the year	4.60	30.27	4.19	180.94	4.43	0.08	8.00	158.23	20.79	41.83	0.96	0.18	469.50
Impairment	-	27.04	-	-	-	-	-	368.85	-	71.26	-	-	467.15
Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2024	**4.60**	**66.75**	**4.19**	**199.98**	**6.07**	**0.27**	**9.23**	**547.57**	**30.10**	**113.39**	**0.96**	**0.18**	**983.29**
Charge for the year	4.55	28.80	4.19	175.94	5.24	-	6.59	129.54	29.74	31.89	37.46	10.69	464.03
Reclassification	-	-	-	-	-	-	-	-	-	12.39	-	-	12.39
Impairment	-	-	-	15.48	-	-	-	-	5.72	0.06	-	-	21.26
Disposals	-	-	-	-	-	-	-	-	-	(0.01)	-	-	(0.01)
As at March 31, 2025	**9.15**	**95.55**	**8.38**	**391.40**	**11.31**	**0.27**	**15.82**	**677.11**	**65.56**	**157.72**	**38.42**	**10.87**	**1,481.56**
Net Book Value													
As at April 01, 2023	**13.68**	**39.56**	**12.58**	**486.10**	**41.50**	**0.11**	**14.59**	**1,133.56**	**88.11**	**151.87**	**-**	**-**	**1,981.96**
As at March 31, 2024	**9.08**	**60.25**	**8.39**	**448.71**	**43.60**	**0.03**	**6.59**	**1,175.48**	**63.15**	**51.62**	**148.89**	**35.05**	**2,050.84**
As at March 31, 2025	**4.53**	**31.45**	**4.20**	**257.91**	**38.36**	**0.03**	**-**	**1,045.94**	**27.77**	**32.84**	**111.43**	**36.33**	**1,590.79**

The Group has neither revalued nor impaired it's intangible assets during the year ended March 31,2025, March 31,2024 and March 31,2023 except Penpencil which has been impaired during the year ended March 31, 2025 amounting to INR 21.26 millions, Ineuron which has been impaired during the year ended March 31,2024 amounting to INR 467.15 millions. There are no restrictions over the title of the Group's intangible assets, nor are any intangible assets pledged as security for liabilities

5(d) Intangible assets under development

	Software	Content	Trademark	Total
Cost or valuation				
As at April 01, 2023	-	-	4.73	4.73
Additions	3.19	-	-	3.19
Capitalised during the year	-	-	(4.73)	(4.73)
As at March 31, 2024	**3.19**	**-**	**-**	**3.19**
Additions	10.25	21.56	-	31.81
Written off during the year	(7.39)	-	-	(7.39)
Capitalised during the year	-	-	-	-
As at March 31, 2025	6.05	21.56	-	27.61

Ageing of intangible asset under development
As at March 31, 2025

	Amount in intangible assets under development for a year of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	27.61	-	-	-	27.61
Projects temporarily suspended	-	-	-	-	-
Total	27.61	-	-	-	27.61

As at March 31, 2024

	Amount in intangible assets under development for a year of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	3.19	-	-	-	3.19
Projects temporarily suspended	-	-	-	-	-
Total	3.19	-	-	-	3.19

The Group has neither revalued nor impaired it's intangible assets under development during the year ended March 31, 2025 and March 31, 2024 except INR 7.39 millions intangible assets under development has been written-off during the year ended March 31, 2025. There are no overdue or cost overrun projects compared to its original plan and no intangible assets under development which are temporarily suspended, on the above mentioned reporting dates

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5 (e) Investment in an associate

The Group has acquired 30% interest in Sheryians Private Limited on January 15, 2025, which is involved in the business of providing IT education. Sheryians Private Limited is a private entity that is not listed on any public exchange. The Group's interest in Sheryians Private Limited is accounted for using the equity method in the consolidated financial statements. The summarised financial information of the Group's investment in Sheryians Private Limited as follows:

	As at March 31, 2025	As at January 15, 2025
Book value of assets and liabilities of associate:		
Current assets, including cash and cash eqoivalents INR 49.63 millions (January 19, 2025: INR 61.57 millions)	51.58	63.44
Non-current assets	23.66	7.20
Current liabilities	(19.00)	(10.22)
Non-current liabilities, including deferred tax liabilities INR Nil millions (January 19, 2025: INR 0.03 millions)	(3.19)	(3.37)
Equity	**53.05**	**57.05**
Percentage of Group's ownership interest	**30.00%**	**30.00%**
Carrying amount of investment	**48.80**	**50.00**

Summarised information on statement of profit and loss

	For the period from January 15, 2025 to March 31, 2025
Revenue from operations	5.33
Employee benefits expense	4.61
Depreciation and amortisation expense	0.44
Income tax expenses	0.38
Profit for the year	(4.01)
Other comprehensive loss for the period	-
Total comprehensive loss for the period	(4.01)
Percentage of Group's ownership interest	30%
Group's share in loss for the period	(1.20)
Group's share in other comprehensive income for the period	-
Group's share in loss	(1.20)

Investments accounted for using equity method

	Non Current As at March 31, 2025
Sheryians Private Limited	
Investment	50.00
Less: Share in loss of the associate	(1.20)
	48.80

The amounts recognised in the Statement of Profit and Loss are as follows:

	For the year ended March 31, 2025
Associates	
Recognised in profit and loss	(1.20)
Recognised in OCI	-
	(1.20)

The Group has not carried out fair valuation of acquired stake in view of materiality and has carried investment in associate at cost of INR 50 millions. Post acquisition profits adjusted with carrying value amounting to INR 1.20 millions.

The associate had no contingent liabilities or capital commitments as at March 31, 2025.
Refer note 43 for detail of Associate.

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6 Financial assets

6(a) Investment

	Non current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Investment in quoted mutual funds fair value through profit and loss (refer (i) below)	-	-	13,240.16	1,121.00
Investment in quoted non-convertible debenture and commercial papers through profit and loss (refer (ii) below)	-	-	167.08	357.35
Investment in non convertible debentures at fair value through other comprehensive income (refer (iii) below)	241.20	249.05	-	-
Investment in Unquoted Non-convertible debenture through amortised cost (refer (iv) below)	205.44	-	-	-
Investment in Unquoted non-cumulative optionally convertible preference shares through amortised cost (refer (v) below)	105.00	-	-	-
	551.64	249.05	13,407.24	1,478.35

(i) Investment in quoted mutual funds fair value through profit and loss

	No of Units		Amount	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Tata Money Market Fund Growth Direct Plan	71,956	57,361	339.37	250.38
HDFC Low Duration Fund Growth Direct Plan	1,35,58,591	20,87,027	830.73	118.33
ICICI Prudential Savings Fund Growth Direct Plan	18,16,350	1,48,691	980.14	74.28
UTI Liquid Fund Growth Direct Plan	-	25,378	-	100.55
Axis Ultra Short Term Fund Growth Direct Plan	-	1,94,30,249	-	275.93
ICICI PRU Equity Arbitrage Direct-Growth	27,52,183	13,05,350	99.49	43.71
Aditya Birla Sun Life Liquid Fund Growth Direct Plan	-	6,48,259	-	220.92
Axis Liquid Fund Growth Direct Plan	1,47,836	-	426.30	-
SBI Arbitrage Opportunities Fund Regular Plan Growth	16,00,632	4,440	53.23	0.14
SBI Liquid Fund Growth (Erstwhile SBI Premier Liquid)	-	1,413	-	5.29
ICICI Prudential Ultra Short Term Fund Growth Direct Plan	-	3,88,461	-	10.58
Aditya Birla Sun Life Savings Fund Growth Direct Plan	-	20,903	-	10.58
Axis Money Market Fund Growth Direct Plan	3,75,551	7,856	531.76	10.31
Aditya Birla Sun Life Money Manager Fund Growth Direct Plan	25,26,881	-	929.06	-
ICICI Pru Liquid Direct Growth	2,77,681	-	106.60	-
ICICI Prudential Corporate Bond Fund Growth Direct Plan	4,70,89,768	-	1,438.66	-
Kotak Equity Arbitrage Fund Regular Plan Growth	14,41,162	-	53.15	-
Nippon India Arbitrage Direct Growth	11,27,356	-	31.79	-
SBI Arbitrage Opportunities Direct Growth	30,03,746	-	106.07	-
HDFC Long Duration Debt Fund Growth Direct Plan	6,54,58,967	-	804.27	-
HDFC Short Term Debt Fund Growth Direct Plan	1,58,81,297	-	512.73	-
Axis Corporate Bond Fund Growth Direct Plan	2,91,40,657	-	513.66	-
Axis Ultra Short Duration Fund Growth Direct Plan	1,51,52,910	-	201.40	-
Aditya Birla Sun Life Corporate Bond Fund Growth Direct Plan	91,27,796	-	1,026.44	-
SBI Magnum Gilt Fund Growth Direct Plan	1,49,41,107	-	1,032.47	-
Aditya Birla Sun Life Savings Fund Growth Direct Plan	6,62,499	-	362.16	-
ICICI Prudential Money Market Fund Growth Direct Plan	5,46,050	-	205.69	-
Kotak Gilt Fund Growth Direct Plan	95,18,502	-	1,031.09	-
Kotak Bond Short Term Fund Growth Direct Plan	91,53,145	-	513.00	-
Nippon India Nivesh Lakshya Fund Growth Direct Plan	4,27,20,978	-	772.92	-
Nippon India Liquid Fund Growth Direct Plan	48,342	-	306.82	-
SBI Long Duration Fund Direct Growth	24,97,669	-	31.07	-
			13,240.16	1,121.00

(ii) Quoted non-convertible debentures and commercial paper
Non-convertible debentures and commercial paper at fair value through profit or loss

	No of Units		Amount	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
360 One Portfolio Managers 18M NCD 11 Apr 2025	1,000	1,000	100.45	100.34
Manipal Education and Medical Group India Private	150	150	66.63	158.97
Piramal Enterprise Ltd 301D CP 30-SEP-24	-	100	-	47.86
Shriram Finance Limited SR 9 00%SFLNCDS2024 9 NCD	-	500	-	50.18
			167.08	357.35

(iii) Non convertible debentures
Investment in Non convertible debentures at fair value through Other Comprehensive Income

	No of Units		Amount	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Manipal Education Ncd 17Nv27 (Crn698131)*	235	235	241.20	249.05
			241.20	249.05

*Investments at fair value through OCI reflect investment in unquoted debt securities. These debt securities are designated as FVTOCI as they are not held for trading purpose. The debt securities meet Solely Payments of Principal and Interest (SPPI) test and are held in a business model whose objective is met both by collecting contractual cash flows and selling the asset. Accordingly, other comprehensive loss of INR Nil has been recognised during the year ended March 31, 2025.

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(iv) Unquoted non-convertible debentures

Non-convertible debentures at amortised cost

	No of Units		Amount	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Unlisted, unrated, secured, transferable, redeemable Series G - Lord Krishna Financial Services Limited*	20,000	-	205.44	-
			205.44	

(v) Unquoted non-cumulative optionally convertible preference shares

	No of Units		Amount	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Series A 0.001% Non-Cumulative Optionally Convertible preference shares - Lord Krishna Financial Services Limited*	3,50,000	-	105.00	-
			105.00	-

*The Parent company has made investment during the year in Series A 0.001% Non-Cumulative Optionally Convertible Preference Shares and 8% Non-convertible debenture through of Lord Krishna Financial Services Limited ("LKFSL"), an entity operating as non-deposit accepting non-banking financial company registered with the Reserve Bank of India, which provides loan to students of the Parent company and others, without any recourse to the Parent company for any non-recoverability. Further, Finz Fintech Private Limited, the subsidiary company, earns commission for lead generation and collection support services from LKFSL.

Notes

a) Refer note 35 for fair value disclosure of fair value in respect of financial assets.

6(b) Loans

	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good				
Loan to Gurukulam education trust and other parties*	261.08	72.40	43.98	-
Loans to employees**	42.81	60.50	21.48	21.80
	303.89	132.90	65.46	21.80

*During the year ended March 31, 2025, the Group has given additional long term unsecured loan to Gurukulam Education Trust and other parties. Rate of interest on loan is 9% per annum. Details of loan given are as follows:

1. The Parent Company-Penpencil Edu Services Private Limited i.e. subsidiary of the Parent Company ("Penpencil") have entered into separate agreements with 'Gurukulam Education Trust' ("Trust") for providing education and support services to 'Gurukulam Schools' of the Trust. The trust is primarily engaged in the education activities including establishing and running schools. Under these arrangements, the Parent Company has agreed to allow the use of 'PW' brand name by the trust and Penpencil shall provide (i) financial support to the trust until the external funds arranged by the Trust and (ii) education & management support services to the Trust. Under this agreement, the Trust will pay certain % of its revenue as royalty and charge for support services on cost plus mark-up of fixed percentage to Parent Company and Penpencil respectively.

The Board of Directors of the subsidiary company, Penpencil, in their meeting held on March 04, 2024 approved an unsecured loan to the Gurukulam Education Trust ("Trust") @ 9% per annum towards working capital and repayable within 3 years after the end of 12 months moratorium period, which begins from the date of the first disbursement which was made in March 24. Total loan outstanding as at March 31, 2025 was INR 222.36 million (March 31, 2024: INR 72.34 millions).

The Parent Company considers the above arrangements strategic in nature towards its partnership on supporting K-12 school operations under its brand name and expect to generate returns linked with the growth of the Gurukulam Schools. As of March 31, 2025, the Group is confident of recovering its loan along with interest and other receivables, based on the current growth and targets of the Trust.

2. As per the agreement, loan given to some other parties is repayable on demand which is classified as current and for some other parties it is repayable within a period of 2 years and 6 months (or such extended term) beginning from the disbursal date consisting of monthly instalment of INR 0.20 millions and the remaining unpaid portion of loan shall be set off/ adjusted against the consideration payable by the Parent Company to the other parties for the purchase of remaining shares in the Xylem Learning Private Limited ("subsidiary") as per SHA.

** It includes loan given to KMPs. (refer note 33)

No loans or advances have been granted to promoters, directors or KMPs of the Group except loan given to KMPs disclosed in note 33.

6(c) Trade receivables

	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good		
Trade receivables - billed considered good	331.28	269.87
Trade receivables - billed credit impaired	42.08	33.08
Trade receivables - unbilled considered good	84.12	4.80
	457.48	307.75
Less: Provision for expected credit losses	(42.09)	(33.08)
Total trade receivables	415.39	274.67

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Breakup of Trade Receivable	**As at March 31, 2025**	**As at March 31, 2024**
Trade receivables (Unsecured - considered good)	415.39	274.67
Trade receivables - credit impaired	42.09	33.08
	457.48	307.75
Impairment allowance (allowance for bad and doubtful debts)		
Trade receivables - credit impaired	(42.09)	(33.08)
Total trade receivables	415.39	274.67

Movement in allowance for credit losses of receivables

	As at March 31, 2025	**As at March 31, 2024**
Opening Balance	33.08	14.48
Provision for expected credit losses	49.17	31.36
Utilised during the year	(40.16)	(12.76)
Closing Balance	42.09	33.08

Notes:

(i) No trade or other receivable are due from directors or other officers of the Group 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.

(ii) Trade receivables are non-interest bearing and are generally on terms of 30-90 days.

(iii) There are no non-current trade receivables as on March 31, 2025 and March 31, 2024.

(iv) The receivable is "unbilled" because the Group has not yet issued an invoice; however, the balance has been included under trade receivables (as opposed to contract assets) because the Group has an unconditional right to consideration.

Trade receivables ageing schedule
As at March 31, 2025

	Unbilled	Current but not due	Outstanding for following periods from date of invoice					Total
			0-6 months	6 months – 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed Trade Receivables - considered good	84.11	-	255.65	28.32	46.70	0.61	-	415.39
Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
Undisputed Trade Receivables - credit impaired	-	-	3.24	10.54	27.89	0.42	-	42.09
Disputed Trade Receivables - considered good	-	-	-	-	-	-	-	-
Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-	-
Total	84.11	-	258.89	38.86	74.59	1.03	-	457.48
Less: Provision for expected credit losses	-	-	(3.24)	(10.54)	(27.89)	(0.42)	-	(42.09)
Total	84.11	-	255.65	28.32	46.70	0.61	-	415.39

As at March 31, 2024

	Unbilled	Current but not due	Outstanding for following periods from date of invoice					Total
			0-6 months	6 months – 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed Trade Receivables - considered good	4.80	-	243.56	16.70	9.61	-	-	274.67
Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
Undisputed Trade Receivables - credit impaired	-	-	16.43	11.97	4.68	-	-	33.08
Disputed Trade Receivables - considered good	-	-	-	-	-	-	-	-
Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-	-
Total	4.80	-	259.99	28.67	14.29	-	-	307.75
Less: Provision for expected credit losses	-	-	(16.43)	(11.97)	(4.68)	-	-	(33.08)
Total	4.80	-	243.55	16.70	9.61	-	-	274.67

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6(d) Cash and cash equivalents

	As at March 31, 2025	As at March 31, 2024
Cash on hand	65.89	53.18
Cheque on hand	-	5.67
Cash on transit	2.86	6.17
Balances with banks:		
i. Current accounts	353.86	466.93
ii. Deposits with original maturity of less than three months	114.48	1.62
	537.09	531.57

For the purpose of the statement of cash flows, cash and cash equivalents comprise the following:

	As at March 31, 2025	As at March 31, 2024
Cash on hand	65.89	53.18
Cheque on hand	-	5.67
Cash on Transit	2.86	6.17
Balances with banks:		
i. Current accounts	353.86	466.93
ii. Deposits with original maturity of less than three months	114.48	1.62
	537.09	531.57

6(d)(i). Changes in liabilities arising from financing activities and non-cash financing and investing activities

	As at April 1, 2024	Cash flow#	Reclassification*	Change in fair value	New leases	Others	As at March 31, 2025
Current borrowing	385.71	(384.84)	-	-	-	-	0.87
Non Current borrowing	16,488.28	(339.04)	(16,146.84)	-	-	-	2.40
Current Leases	1,155.16	(1,858.67)	-	-	-	2,339.80	1,636.29
Non Current leases	6,584.14	-	-	-	3,932.69	(2,189.82)	8,327.01
Total liabilities from financing activities	**24,613.29**	**(2,582.55)**	**(16,146.84)**	**-**	**3,932.69**	**149.98**	**9,966.57**

	As at April 1, 2023	Cash flow	Reclassification*	Change in fair value	New leases	Others**	As at March 31, 2024
Current borrowing	311.49	-	-	-	-	74.22	385.71
Non Current borrowing	9,250.01	-	-	7,564.66	-	(326.39)	16,488.28
Current Leases	682.89	(1,302.79)	-	-	-	1,775.06	1,155.16
Non Current leases	4,037.70	-	-	-	1,939.27	607.17	6,584.14
Total liabilities from financing activities	**14,282.09**	**(1,302.79)**	**-**	**7,564.66**	**1,939.27**	**2,130.06**	**24,613.29**

*As on April 01, 2024, CCPS amounting to INR 16,146.84 has reclassified from liability to equity (i.e. instruments entirely equity in nature: Rs 8,302.70 millions and Security premium: Rs 7,844.14 millions). Refer note 13(a) and 9(b) for more details.

This amount includes interest payment.

The 'Others' column represents change in classification from non-current portion of borrowings (including lease liabilities) to current portion due to the passage of time, and the effect of accrued but not yet paid interest on borrowings, including lease liabilities.

Non-cash financing and investing activities	For the year ended March 31, 2025	For the year ended March 31, 2024
Issuance of equity shares to acquire 85.90% stake in Preponline Limited (refer note 42(c)(i))	252.80	-
Acquisition of Right-of-use assets (refer note 11)	3,932.69	1,939.27

6(e) Other bank balances

	As at March 31, 2025	As at March 31, 2024
Deposits with remaining maturity of more than 3 months but less than 12 months	1,209.69	258.05
Interest accrued but not due on deposits with maturity more than 3 months but less than 12 months	6.04	0.20
	1,215.73	258.25

Bank deposits includes deposits amounting INR 161.67 millions (March 31, 2024: Nil) and INR 4.16 millions (March 31, 2024: INR 3.20 millions) lien marked against overdraft facility/Corporate credit card and bank guarantee respectively.

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6(f) Other financial assets

	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good				
Bank deposits#	445.40	1,019.11	4,285.89	3,044.65
Interest accrued but not due on deposits	0.34	1.82	37.51	24.86
Security deposits	559.82	460.50	280.87	230.11
Interest accrued on other investment	-	-	20.47	-
Other receivables (refer note (a) below)	-	-	736.94	451.48
Less: Provision for expected credit losses (other receivables and security deposits)	-	-	(48.66)	-
	1,005.56	1,481.43	5,313.02	3,751.10

Note

(a) Other receivables (current) includes INR 619.61 millions (March 31, 2024: INR 344.60 millions) from payment gateway companies.

Bank deposits includes deposits amounting INR Nil millions (March 31, 2024: INR 400 millions) and INR 446.19 millions (March 31, 2024: INR 550 millions) lien marked against term loan and overdraft facility/Corporate credit card respectively.

7 Inventories (at the lower of cost and net realisable value)

	As at March 31, 2025	As at March 31, 2024
Raw materials		
In hand	253.59	199.46
Stock in trade		
In hand	610.34	339.61
In transit	3.89	3.19
Finished goods	19.21	31.90
	887.03	574.16
Less: allowance for inventory obsolescence (refer note 21)	(116.71)	(40.83)
Total inventories at the lower of cost and net realisable value	770.32	533.33

8 Other assets

	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good				
Capital advances	140.41	129.88	-	-
Prepaid expenses	2.94	1.90	389.73	111.95
Balances with statutory/ government authorities	5.56	-	172.51	55.87
Advance to suppliers	-	-	48.25	123.87
Advance to employees	-	-	17.23	8.68
Other advances	-	-	18.23	20.91
Less: Provision for expected credit losses (Advance to suppliers, employees and other advances)	-	-	(2.95)	(19.40)
	148.91	131.78	643.00	301.88

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9(a) Share capital

	As at March 31, 2025	As at March 31, 2024
Authorised shares*		
10,000,000,000 equity shares of INR 1 each (March 31, 2024 : 70,000,000 equity shares of INR 1 each)	10,000.00	70.00
12,000,000 0.001% Compulsorily Convertible Preference Shares ("CCPS") of INR 10 each (March 31, 2024: 7,000,000 CCPS of INR 10 each)	120.00	70.00
	10,120.00	**140.00**
Issued shares, subscribed and fully paid-up shares		
2,183,900,292 equity shares of INR 1 each (March 31, 2024 : 60,000,013 equity shares of INR 1 each)	2,183.90	60.00
	2,183.90	**60.00**

*During the year ended March 31, 2025, the shareholders of the Parent company have approved for increased its Authorized Share Capital from INR 140 millions (divided into 70,000,000 equity shares of INR 1/- each and 7,000,000 CCPS of INR 10 - each) to INR 10,120 millions (divided into 10,000,000,000 equity shares of INR 1 - each and 12,000,000 CCPS of INR 10/-) in their meeting held on September 9, 2024 and January 2, 2025 respectively and subsequently the relevant form have been filed with the Registrar of Companies.

Equity Shares

A. Reconciliation of number of equity shares

	As at March 31, 2025		As at March 31, 2024	
	Numbers	Amount	Numbers	Amount
At the beginning of the year	6,00,00,013	60.00	6,00,00,013	60.00
Issue of equity share capital*	6,63,884	0.66		
Issue of bonus shares	2,12,32,36,395	2,123.24	-	-
At the end of the year	**2,18,39,00,292**	**2,183.90**	**6,00,00,013**	**60.00**

* This includes 101,200 shares issued in exchange for Preponline shares pursuant to the share purchase agreement (see Note 42(c)(i)).

B. Terms/Rights attached to equity shares

The Parent Company has only one class of equity shares having par value of INR 1 per share. Each holder of equity share is entitled to one vote for every share held in the meeting of equity shareholders. The Parent Company declares and pays dividends in Indian Rupees. The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing annual general meeting.

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

C. Details of shareholders holdings more than 5% shares

	As at March 31, 2025		As at March 31, 2024	
	Number	Percentage of Holding	Number	Percentage of Holding
Equity shares of INR 1 each fully paid up				
Alakh Pandey	1,05,12,00,000	48.13%	3,00,00,000	50.00%
Prateek Boob	1,05,12,00,000	48.13%	3,00,00,000	50.00%
Series A CCPS INR 10 each fully paid up				
WestBridge AIF I	16,25,309	14.99%	16,25,309	24.38%
G.S.V Ventures Fund III, L.P.	9,99,999	9.22%	9,99,999	15.00%
Series A1 CCPS INR 10 each fully paid up				
WestBridge AIF I	32,88,380	30.32%	32,88,380	49.33%
G.S.V Ventures Fund III, L.P.	6,66,667	6.15%	6,66,667	10.00%
Series B CCPS INR 10 each fully paid up				
Hornbill Capital Partner Limited	22,13,836	20.41%	-	-
Lightspeed India Opportunity Fund II, L.P.	13,83,648	12.76%	-	-
Seto AIF Trust	5,65,347	5.21%	-	-

As per records of the Parent Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

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D. Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

	As at March 31, 2025*	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022**	As at March 31, 2021
Equity shares allotted as fully paid bonus shares by capitalization of surplus in the statement of profit and loss	2,12,32,36,395	-	-	5,99,00,000	-
	2,12,32,36,395	-	-	**5,99,00,000**	-

*The Parent Company has allotted 2,123,236,395 fully paid up equity shares of INR 1/- each pursuant to 1:35 bonus share issue, pursuant to resolution passed in Extra Ordinary General Meeting of its shareholders on March 5, 2025, by capitalising the amount of INR 2,123.24 millions of surplus in the securities premium of the Company.

**The Parent Company has allotted 5,99,00,000 fully paid up equity shares of INR 1/- each pursuant to 599:1 bonus share issue approved by the board resolution passed on March 21, 2022, by capitalising the amount of INR 59.90 millions of surplus in the statement of profit and loss of the Parent Company.

E. Shares reserved for issue under options

For details of shares reserved for issue under the employee stock option (ESOP) plan of the Group, refer note 30.
For details of shares reserved for issue on conversion of CCPS, refer note 9(b) regarding terms of conversion/ redemption of preference shares.

F. Details of shareholding of Promoters in the Group

Name	As at March 31, 2025		As at March 31, 2024		Change during the year	% change during the period
	Number of shares	% Holding	Number of shares	% Holding		
Alakh Pandey	1,05,12,00,000	48.13%	3,00,00,000	50.00%	1,02,12,00,000	-1.87%
Prateek Booh	1,05,12,00,000	48.13%	3,00,00,000	50.00%	1,02,12,00,000	-1.87%

Name	As at March 31, 2024		As at 31 March 2023		Change during the year	% change during the year
	Number of shares	% Holding	Number of shares	% Holding		
Alakh Pandey	3,00,00,000	50.00%	3,00,00,000	50.00%	-	0.00%
Prateek Booh	3,00,00,000	50.00%	3,00,00,000	50.00%	-	0.00%

G. Equity shares issued for consideration other than cash

	As at March 31, 2025	As at March 31, 2024
Equity shares allotted as fully paid bonus shares by capitalization of securities premium	2,12,32,36,395	-
Equity shares issued for acquisition of addition stake in subsidiary (note 42(b))	1,01,260	-

9(b) Instrument entirely equity in nature

	As at March 31, 2025	As at March 31, 2024
A. Issued shares, subscribed and fully paid-up shares		
10,845,270 0.001% Compulsorily Convertible Preference Shares ("CCPS") of INR 10 each		
2,666,654 Series A CCPS (March 31, 2024: 2,666,654) (refer note below)*	3,450.33	-
4,000,000 Series A1 CCPS (March 31, 2024: 4,000,000) (refer note below)**	4,852.37	-
4,178,616 Series B CCPS (March 31, 2024: Nil) (refer note below)	41.78	-
	8,344.48	-

*Consists of the par value of CCPS (INR 26.67 millions) and the fair value change up to the date of reclassification from financial liabilities to equity (INR 3,423.66 millions).
**Consists of the par value of CCPS (INR 40 millions) and the fair value change up to the date of reclassification from financial liabilities to equity (INR 4,812.37 millions).

B. Reconciliation of number of 0.001% Compulsorily Convertible Preference Shares ("CCPS")

	For the year ended March 31, 2025		For the year ended March 31, 2024	
	Numbers	Amount	Numbers	Amount
At the beginning of the year	66,66,654	66.67	66,66,654	66.67
Change during the year	41,78,616	41.78	-	-
At the end of the year	**1,08,45,270**	**108.45**	**66,66,654**	**66.67**

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C. Details of shareholders holdings more than 5% CCPS

	As at March 31, 2025		As at March 31, 2024	
	Number	Percentage of Holding	Number	Percentage of Holding
Series A CCPS INR 10 each fully paid up				
WestBridge AIF I	16,25,309	14.99%	16,25,309	24.38%
G.S.V Ventures Fund III, L.P.	9,99,999	9.22%	9,99,999	15.00%
Series A1 CCPS INR 10 each fully paid up				
WestBridge AIF I	32,88,380	30.32%	32,88,380	49.33%
G.S.V Ventures Fund III, L.P.	6,66,667	6.15%	6,66,667	10.00%
Series B CCPS INR 10 each fully paid up				
Hornbill Capital Partner Limited	22,13,836	20.41%	-	0.00%
Lightspeed India Opportunity Fund II, L.P.	13,83,648	12.76%	-	0.00%
Setu AIF Trust	5,65,347	5.21%	-	-

(a) Terms of conversion/redemption of Series A CCPS

During the year ended March 31, 2023, the Parent company issued 26,66,654 compulsorily convertible cumulative preference (CCPS) of INR 10 each fully paid-up at a premium of INR 1,115 per share. These CCPS carry cumulative dividend @ 0.001% p.a. The company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. The holders of the Series A CCPS shall be entitled to receive notice of and vote on all matters that are submitted to the vote of the Shareholders (including the holders of Equity Shares). Each Series A CCPS shall entitle the holder to the number of votes equal to the number of whole or fractional equity shares into which such Series A CCPS could then be converted.

Optional Conversion: On the conversion date, the Series A CCPS shall be converted into equity shares at the conversion price determined as provided in agreement. The Series A Conversion Price initially shall be INR 1,125 (Rupees One Thousand One Hundred Twenty Five only) and each Series A CCPS converting into 1 (one) equity Share, and shall be subject to adjustment from time to time as provided in the agreement.

Mandatory conversion: All of the Series A CCPS shall mandatorily be converted in such manner and into such number of fully paid Equity Shares as is determined pursuant to the relevant clauses of the agreement upon the expiry of a period of 20 (twenty) years from the date of issuance of such Series A CCPS or such other period as may be permissible under applicable Law. The Series A Conversion Price initially shall be INR 1,125 (Rupees One Thousand One Hundred Twenty Five only) and each Series A CCPS converting into 1 (one) Equity Share, and shall be subject to adjustment from time to time as provided in the agreement.

In the event of liquidation of the Group before conversion/ redemption of CCPS, the holders of CCPS will have priority over equity shares in the payment of dividend and repayment of capital.

Holder of CCPS has the right to require the Parent Company to undertake a buyback of Investor shares or any portion thereof at the fair market value (of the shares) if the Parent Company will not be able to provide an Exit Option (IPO or Third-Party Sale). During the year ended March 31, 2025, the shareholder approved amendment to the terms of agreement to rescind their rights to require buy back by the Parent Company w.e.f. April 01, 2024. As at March 31, 2024, the fair value of liability amounted to INR 6,423.00 millions. Consequent to the above amendment, the Parent Company on April 01,2024 has reclassified the liability to equity and accordingly INR 3,450.33 millions has been disclosed above as equity and INR 2,972.67 millions of securities premium originally received on issuance of these CCPS has been reclassified and disclosed under "securities premium".

Series A CCPS holders have the right to receive, before Equity Shareholders, a "Preferance Amount" of INR 1,125 per share which is the greater of:
(i) the full subscription price (par value plus premium) of their Series A CCPS plus any accrued unpaid dividends; or
(ii) the share they would receive if all Series A CCPS and other convertible instruments (including Series A1 CCPS) were converted to Equity Shares, with distribution on pari passu basis among shareholders and no liquidation preference from other clauses.

(b) Terms of conversion/redemption of Series A1 CCPS

During the year ended March 31, 2023, the Parent Company issued 40,00,000 CCPS of INR 10 each fully paid-up at a premium of INR 1,218 per share. CCPS carry cumulative dividend @ 0.001% p.a. The Parent Company declares and pays dividends in Indian Rupees. The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. The holders of the Series A1 CCPS shall be entitled to receive notice of and vote on all matters that are submitted to the vote of the shareholders (including the holders of Equity Shares). Each Series A1 CCPS shall entitle the holder to the number of votes equal to the number of whole or fractional equity shares into which such Series A1 CCPS could then be converted.

Optional Conversion: On the Conversion Date, the Series A1 CCPS shall be converted into equity shares at the conversion price determined as provided in agreement. The Series A1 conversion price initially shall be subscription price i.e. INR 1,228 and each Series A1 CCPS converting into 1 (one) equity share, and shall be subject to adjustment from time to time as provided in the agreement.

Mandatory conversion: All of the Series A CCPS shall mandatorily be converted in such manner and into such number of fully paid equity shares as is determined pursuant to the relevant clauses of the agreement upon the expiry of a period of 20 (twenty) years from the date of issuance of such Series A1 CCPS or such other period as may be permissible under applicable Law. The Series A1 conversion price initially shall be subscription price i.e. INR 1,228 and each Series A1 CCPS converting into 1 (one) equity Share, and shall be subject to adjustment from time to time as provided in the agreement.

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(b) Terms of conversion/redemption of Series A1 CCPS (Continued)

In the event of liquidation of the Group before conversion/ redemption of CCPS, the holders of CCPS will have priority over equity shares in the payment of dividend and repayment of capital.

Holder of CCPS has the right to require the Parent Company to undertake a buyback of Investor shares or any portion thereof at the fair market value (of the shares) if the Parent Company will not be able to provide an Exit Option (IPO or Third-Party Sale). During the year ended March 31, 2025, the shareholder approved amendment to the terms of agreement to rescind their rights to require buy back by the Parent Company w.e.f. April 01, 2024. As at March 31, 2024, the fair value of liability amounted to INR 9,723.84 millions. Consequent to the above amendment, the Parent Company on April 1,2024 has reclassified the liability to equity and accordingly INR 4,852.37 millions has been disclosed above as equity and INR 4,871.47 millions of securities premium originally received on issuance of these CCPS has been reclassified and disclosed under "securities premium"

Series A1 CCPS holders have the right to receive, before Equity Shareholders, a "Preference Amount" of INR 1,228 per share which is the greater of:
(i) the full subscription price (par value plus premium) of their Series A1 CCPS plus any accrued unpaid dividends; or
(ii) the share they would receive if all Series A1 CCPS and other convertible instruments (including Series A CCPS) were converted to Equity Shares, with distribution on pari passu basis among shareholders and no liquidation preference from other clauses.

(C)Terms of conversion/redemption of Series B CCPS

During the year ended March 31, 2025, the Company issued 4,178,616 CCPS of INR 10 each fully paid-up at a premium of INR 3,022.65 per share. CCPS carry cumulative dividend @ 0.001% p.a. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. The holders of the Series A1 CCPS shall be entitled to receive notice of and vote on all matters that are submitted to the vote of the shareholders (including the holders of Equity Shares). Each Series B CCPS shall entitle the holder to the number of votes equal to the number of whole or fractional equity shares into which such Series B CCPS could then be converted.

Optional Conversion. On the Conversion Date, the Series B CCPS shall be converted into equity shares at the conversion price determined as provided in agreement. The Series B conversion price initially shall be subscription price i.e. INR 3,032.65 and each Series B CCPS converting into 1 (one) equity share, and shall be subject to adjustment from time to time as provided in the agreement.

Mandatory conversion: All of the Series A CCPS shall mandatorily be converted in such manner and into such number of fully paid equity shares as is determined pursuant to the relevant clauses of the agreement upon the expiry of a period of 20 (twenty) years from the date of issuance of such Series A1 CCPS or such other period as may be permissible under applicable Law. The Series B conversion price initially shall be subscription price i.e. INR 3,032.65 and each Series B CCPS converting into 1 (one) equity Share, and shall be subject to adjustment from time to time as provided in the agreement.

In the event of liquidation of the Company before conversion/ redemption of CCPS, the holders of CCPS will have priority over equity shares in the payment of dividend and repayment of capital.

Holder of CCPS has the right to require the Company to undertake a buyback of Investor shares or any portion thereof at the fair market value (of the shares) if the Company will not be able to provide an Exit Option (IPO or Third-Party Sale). During the year ended March 31, 2025, the shareholder approved amendment to the terms of agreement to rescind their rights to require buy back by the Company w.e.f. April 01, 2024 and changed the conversion price from INR 3,032.65 to INR 3,234.83.
Series B CCPS holders have the right to receive, before Equity Shareholders, a "Preference Amount" of INR 3,032.65 per share which is the greater of:
(i) the full subscription price (par value plus premium) of their Series B CCPS plus any accrued unpaid dividends; or
(ii) the share they would receive if all Series B CCPS and other convertible instruments (including Series A CCPS and Series A1 CCPS) were converted to Equity Shares, with distribution on pari passu basis among shareholders and no liquidation preference from other clauses.

The Company, pursuant to a resolution passed at the Extra ordinary General Meeting of its shareholders on March 5, 2025, has approved a bonus issue in the proportion of 1:35, i.e. for every one fully paid-up equity share held, 35 additional equity shares, each with a nominal value of ₹1, will be issued as bonus shares. Further, the resolution specified that this bonus issue entails a corresponding adjustment to the conversion ratio of Compulsorily Convertible Preference Shares (CCPS) after the issuance of the bonus equity shares.

10(a) Other equity

	As at March 31, 2025	As at March 31, 2024
Retained earnings	(12,330.76)	(10,198.50)
Employee stock options reserve	2,025.76	1,518.29
Securities premium	19,177.14	-
Stock options	-	296.32
General reserve	53.15	1.01
NCI reserve	(1,722.10)	(4,142.20)
Other reserve	(2,483.65)	-
Exchange differences on translating the financial statements of a foreign operation (FCTR)	(2.38)	(1.00)
	4,717.16	(13,526.08)

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Nature and purpose of reserves

i) Retained earnings

A. Surplus in statement of profit and loss		
Balance at beginning of the year	(10,222.08)	183.60
Add: Other adjustment	1.31	-
Add: Loss for the year	(2,158.96)	(10,405.68)
Closing balances	**(12,379.73)**	**(10,222.08)**
B. Other comprehensive income		
Balance at beginning of the year	23.58	(9.90)
Add : Other comprehensive income during the year	25.39	33.48
Closing balances	**48.97**	**23.58**
Closing balances of retained earnings	**(12,330.76)**	**(10,198.50)**

ii) Employee stock options reserve (refer note 39)

Balance at the beginning of the year	1,518.29	389.26
Add: Employee share based payment expense	893.82	1,226.54
Less: Transferred to securities premium on exercise of Employees stock options	(323.54)	-
Less: Transferred to general reserve on cancellation of stock options	(52.14)	(1.01)
Less: Settlement of compensation options	(10.67)	(96.47)
Closing balance	**2,025.76**	**1,518.29**

iii) Securities premium

Balance at the beginning of the year	-	-
Reclassification of CCPS to equity on waiver of buyback terms (refer note 9(b)):		-
Series A CCPS	2,972.67	-
Series A1 CCPS	4,871.47	-
Issuance of CCPS		
Series B CCPS	12,630.50	-
Issuance of shares (refer note 42(c)(i))	252.70	-
Transferred from employee stock option reserve on exercise of employees stock options	327.80	-
Transferred from stock option reserve on exercise of stock options (refer note 42 (a))	245.24	-
Issue of bonus shares	(2,123.24)	-
Closing balance	**19,177.14**	**-**

iv) Stock options

Balance at the beginning of the year	296.32	296.32
Less: Transferred to Securities premium on exercise of stock options (refer note 42 (a))	(244.44)	-
Less : Settlement of Stock Options (refer note 42(c)(iii))	(51.88)	
Closing balance	**-**	**296.32**

v) General reserve

Balance at beginning of the year	1.01	-
Add :Transfer from Employee stock option reserve on cancellation of stock options	52.14	1.01
Closing balance	**53.15**	**1.01**

vi) NCI reserve

Balance at beginning of the year	(4,142.20)	(2,745.60)
Add : Recognition of NCI Put / Forward liability for acquisition of non-controlling interest (net) (refer note 42(c))	-	(1,396.60)
Add: Acquisition of non-controlling interest (refer note no 42(c))	2,420.10	-
Closing balance	**(1,722.10)**	**(4,142.20)**

vii) Other reserve

Balance at beginning of the year	-	-
Add : Acquisition of non-controlling interest (refer note no 42(c))	(2,235.53)	-
Add : Settlement of stock options (refer note 42(c)(iii))	(248.12)	
Closing balance	**(2,483.65)**	**-**

viii) Exchange differences on translating the financial statements of a foreign operation

Balance at beginning of the year	(1.00)	-
Add : Changes during the year	(1.38)	(1.00)
Closing balance	**(2.38)**	**(1.00)**

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a) Retained earnings

Retained earnings are the profits/(loss) that the Group has earned/incurred till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings include re-measurement loss/(gain) on defined benefit plans, net of taxes that will not be reclassified to Statement of Profit and Loss.

Other comprehensive income

Other Comprehensive Income Reserve represent the balance in equity for item to be accounted in Other Comprehensive Income. OCI is classified into
i) Items that will not be reclassified to profit & loss
ii) Items that will be reclassified to profit & loss.
Actuarial Gain and losses for defined plans are recognized through OCI in the period in which they occur. Re-measurement are not reclassified to profit or loss in subsequent periods.

b) General reserve

General Reserve represents amount transferred /apportioned from employee stock option reserve on account of cancellation of unvested options.

c) Securities premium

Securities premium is used to record the premium on issue of shares and can be utilised in accordance with the provisions of the Companies Act, 2013.

d) Employee stock options reserve

Employee stock options reserve is used to recognise the value of equity settled share based payments provided to employees as a part of their remuneration.

e) Stock Options

During the year ended March 31, 2023, the Group has acquired "OnlyIAS Nothing Else". Pursuant to business purchase agreement, proprietor of entity shall be given certain stock options of the group amounting to INR 244.44 millions on the date of the transaction. Every 10 stock options shall be converted into one equity share upon payment of exercise price of INR 1 per option. The equity shares were issued during the year.

The group acquired 51% shareholding in "Utkarsh" and pursuant to share purchase agreement, the erstwhile promoters of entity, have been issued certain share options exercisable at any time after the acquisition date. Every 1 stock option shall be converted into one equity share upon payment of exercise price of INR 1 per option. The group has recognised the fair value of such options on the acquisition date amounting to INR 51.88 millions. These options were settled in cash during the year.

f) NCI reserve

NCI reserve represents:
(i) NCI Put / Forward liability pursuant to acquisition of iNeuron Intelligence Private Limited, Xylem Learning Private Limited, Utkarsh Classes and Edutech Private Limited and Prepinfoc Futurist Private Limited.

g) Other reserve

Gain/(loss) on acquisition of non- controlling interest in subsidiaries and loss on settlement of above stock option.

h) Exchange differences on translating the financial statements of a foreign operation

Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to profit or loss when the net investment is disposed-off.

10(h) Non-controlling interests

	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	742.53	1,324.72
Add: Addition pursuant to business combination (refer note 42(b))	-	323.71
Add: Loss for the year	(273.62)	(907.00)
Add: Other comprehensive income	5.23	1.10
Less: Acquisition of non-controlling interest (refer note no 42(C) and 43(E))	(184.57)	-
Balance at the end of the year	**289.57**	**742.53**

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11 Right-of-use assets

a) The Group has lease contracts for office premises, coaching centers and hostels. Leases generally have lease term between 1 to 9 years. Generally, the Group is restricted from assigning and subleasing the leased asset.

The Group has several lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and align with the Group's business needs. Management exercises significant judgement in determining whether these extension and termination options are reasonably certain to be exercised (see Note 4).

b) The Group also has certain leases of INR 129.03 millions (March 31, 2024: INR 124.34 millions) with lease term of 12 months or less or low value. The Group applies the "Short term lease" and "Lease of low value assets" recognition exemption for the leases

Right-of-use assets	**Building**
Gross carrying value	
As at April 01, 2023	5,051.22
Addition	4,020.91
Addition pursuant to business combination (refer note 42 (b) (B))	121.97
Modification	2.53
Cancellation	(1.98)
Disposal	(370.67)
Foreign currency translation of foreign operation	6.39
As at March 31, 2024	**8,829.39**
Addition	4,071.22
Modification	56.57
Disposal	(906.18)
Foreign currency translation of foreign operation	1.49
As at March 31, 2025	**12,052.49**
Accumulated depreciation	
As at April 01, 2023	408.77
Depreciation	1,256.31
Disposal	(107.93)
As at March 31, 2024	**1,557.15**
Depreciation	1,700.55
Disposal	(381.08)
As at March 31, 2025	**2,876.62**
Net Balance at March 31, 2023	**4,642.45**
Net Balance at March 31, 2024	**7,272.24**
Net Balance at March 31, 2025	**9,175.87**

The Company has adopted modified retrospective approach for accounting of leases as per Ind-AS 116

12 Lease liabilities

The following is the carrying value of lease liability and movement thereof during the year ended March 31, 2025 and March 31, 2024.

Lease liabilities movements during the year:	**As at March 31, 2025**	**As at March 31, 2024**
Opening balance	7,739.30	4,720.59
Addition	3,932.69	3,866.35
Addition on account of business combination	-	126.73
Accretion of interest	715.47	557.21
Payments	(1,858.67)	(1,302.79)
Adjustment on account of modification of leases	54.42	(19.55)
Derecognized during the year	(580.47)	(209.25)
Foreign currency translation of foreign operation	(39.44)	0.49
	9,963.30	**7,739.30**

	Non-current		**Current**	
	As at March 31, 2025	**As at March 31, 2024**	**As at March 31, 2025**	**As at March 31, 2024**
Lease liabilities	8,327.01	6,584.14	1,636.29	1,155.16
	8,327.01	**6,584.14**	**1,636.29**	**1,155.16**

The effective interest rate for lease liabilities 8.5% - 9% p.a. with maturity ranging from 1-9 years.

Below are the amount recognised by the Company in statement of profit and loss	**For the year ended March 31, 2025**	**For the year ended March 31, 2024**
Depreciation expense of right-of-use assets	1,700.55	1,256.31
Interest expense on lease liabilities	715.47	557.21
Expense relating to short-term leases and low value leases (included in other expenses)	129.03	124.34
Total amount recognised in profit or loss	**2,545.05**	**1,937.87**

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Below are the amount recognised by the Company in statement of cash flows

	For the year ended March 31, 2025	For the year ended March 31, 2024
Cash outflow included in finahcing activity for the repayment of principal during the year	1,143.20	745.58
Cash outflow included in financing activity for the repayment of interest during the year	715.47	557.21
	1,858.67	**1,302.79**

Notes
(i) Cash flow from operating activities includes cash flow from short-term lease.

13 Financial liabilities

13(a) Borrowings

	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Term Loan				
From bank (secured) (refer note (a) below)	2.40	337.68	0.87	383.40
Compulsorily Convertible Preference Shares ("CCPS")				
Series A 0.0001% CCPS (refer note 9(b))	-	6,423.00	-	-
Series A1 0.0001% CCPS (refer note 9(b))	-	9,723.85	-	-
Other loans	-	3.75	-	2.31
	2.40	**16,488.28**	**0.87**	**385.71**

(a) Nature of Security and terms of repayment for secured borrowing :
Term loan from HDFC Bank Limited was taken during the year ended March 31, 2023 for the purpose of setting up of offline and hybrid centers and carries interest @ 8.50% p.a. plus spread on modified basis the T-bill rate on the loan booking date. The loan is repayable in 35 monthly instalments of INR 31.57 millions each along with interest from the year ended March 31, 2023. The loan is secured by hypothecation of furniture & fixtures and other fixed assets and second charge on fixed deposits held with HDFC bank amounting to INR 400 millions (March 31, 2024 : INR 400 millions). During the year ended March 31, 2025, the group has prepaid the term loan.

Vehicle loan from HDFC Bank Limited of Rs.0.43 Millions each with interest of 9.15% per annum payable month and principal repayment by June 14,2024. The loan was secured by hypothecation of purchased Motor Vehicles.

Loan agreements (Vehicle loan) dated October 5, 2024 with South Indian Bank Limited for INR 3.50 Millions each with interest of 8.75% per annum payable month and principal repayment by October 5, 2029. The loan was secured by hypothecation of purchased Motor Vehicle.

Bank overdraft facility has been taken from ICICI Bank Limited, HDFC Bank Limited, Kotak Mahindra Bank Limited and State bank of India for an amount of INR 142.50 millions, INR 150 millions, INR 250 millions, INR 160 millions (March 31, 2024: INR 242.50 millions, INR 150 millions, INR 250 millions, Nil) respectively, at an interest rate ranging from 6%-8%. Refer note 6 (e) and (f) for details of lien against deposits. The facilities remain undrawn as at March 31, 2025.

13(b) Trade payables

	As at March 31, 2025	As at March 31, 2024
Trade payables		
i. total outstanding dues of micro enterprises and small enterprises (refer note 38 for details of dues to micro and small enterprises)	286.81	291.65
ii. total outstanding dues of creditors other than micro enterprises and small enterprises	1,582.55	995.95
	1,869.36	**1,287.60**

Note:
i. For explanations on the Group's credit risk management processes, refer to Note 36.

Trade payables ageing schedule
As at March 31, 2025

	Unbilled dues	Not due	Outstanding from date of invoice				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	80.48	-	203.21	1.62	1.50	-	286.81
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,200.74	-	359.54	6.89	2.17	13.21	1,582.55
Total	**1,281.22**	**-**	**562.75**	**8.51**	**3.67**	**13.21**	**1,869.36**

As at March 31, 2024

	Unbilled dues	Not due	Outstanding from date of invoice				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	43.09	-	241.12	7.30	0.14	-	291.65
Total outstanding dues of creditors other than micro enterprises and small enterprises	281.39	-	640.67	72.95	0.94	-	995.95
Total	**324.48**	**-**	**881.79**	**80.25**	**1.08**	**-**	**1,287.60**

Terms and conditions of trade
i) Trade payables are non-interest bearing and are normally settled on terms of 30 days.
ii) The Group has received information from Creditors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure relating to amounts unpaid together with interest paid / payable have been disclosed in note 38

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13(e) Other financial liabilities

	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Deferred consideration (refer note 42)	182.00	-	268.00	48.86
Employee benefits payable (refer note (a) below)	-	12.50	275.44	492.54
Interest accrued but not due on term loans	-	-	-	3.88
Payable in respect of capital goods	-	-	421.95	276.07
Franchisee deposit	11.60	11.10	-	-
NCI Put / Forward liability for acquisition of non controlling interest (refer note 42)	2,673.15	2,505.45	254.00	515.00
Security deposits	0.24	0.25	179.27	15.41
Other payable	-	-	25.14	17.14
	2,867.29	**2,529.30**	**1,423.80**	**1,373.90**

(a) The amount of Nil (March 31, 2024: INR 12.50 millions) is payable to the founders of OnlyIAS against the employment terms as per the employment agreement dated December 31, 2023.

The current portion includes amount of Nil (March 31, 2024: INR 40.20 millions) payable to the founders of Knowledge Planet against the employment terms as per the employment agreement dated March 31, 2023.

14 Provisions

	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Provision for employee benefits				
i. Provision for gratuity (refer note 34 (c))	221.99	110.09	12.21	3.09
ii. Provision for compensated absences (refer note 34 (b))	-	-	188.84	193.66
Total provisions	**221.99**	**110.09**	**201.05**	**107.65**

15 Tax assets (net)

	Non-current	
	As at March 31, 2025	As at March 31, 2024
Advance tax and tax deducted at source	389.35	370.74
Less:- Provision for income Tax	(160.42)	(145.12)
Total tax asset (net)	**228.93**	**225.62**

16 Other liabilities

	Non-Current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Contract liabilities (refer note (a) below)	294.00	-	8,342.64	5,969.06
Statutory dues (including provident fund and tax deducted at source)	-	-	809.43	527.21
Other payables	-	-	32.57	11.38
Total other liabilities	**294.00**	-	**9,184.64**	**6,507.65**

Note (a) Contract liabilities

	Non-Current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Advances from customers	294.00	-	8,342.64	5,969.06
Total contract liabilities	**294.00**	-	**8,342.64**	**5,969.06**

Movement of contract liabilities

	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening contract liabilities	5,969.06	2,911.06
Acquired through business combination (refer note 42)	-	673.62
Amount recognised in revenue	(5,658.53)	(3,551.00)
Amount received in advance during the year	8,326.11	5,935.08
Closing contract liabilities	**8,636.64**	**5,969.06**

Contract liabilities represent the amount received against the Group's future performance obligation to transfer either goods or services.

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17 Revenue from operations

a) Revenue information

Set out below is the disaggregation of the Group's revenue from contracts with customers:

	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from operations		
Sale of services	26,145.40	17,837.33
Sale of products	2,592.45	1,491.93
Other operating income		
Advertisement income	78.51	75.18
Other services	50.07	-
Total revenue	**28,866.43**	**19,404.44**

a) Disaggregated revenue information

Set out below is the disaggregation of the Group's revenue from contracts with customers:

Sale of services		
Income from coaching services	24,985.51	17,150.80
Income from content access and usage rights	282.55	-
Hostel and transportation income	877.34	686.53
	26,145.40	**17,837.33**
Sale of products		
Traded goods - Students	1,998.49	1,328.63
Traded goods - Distributors	593.96	163.30
	2,592.45	**1,491.93**
Other operating income		
Advertisement income	78.51	75.18
Other services	50.07	-
	128.58	**75.18**
Total revenue from contracts with customers	**28,866.43**	**19,404.44**
Timing of revenue recognition		
Services transferred over the time	25,779.37	17,672.17
Products/ Services transferred at point in time	3,087.06	1,734.93
Total revenue from contracts with customers	**28,866.43**	**19,407.10**
Revenue by geography		
India	28,511.86	19,185.94
Outside India	354.57	221.16
Total revenue from contracts with customers	**28,866.43**	**19,407.10**

b) Contract balances

	As at March 31, 2025	As at March 31, 2024
Trade receivables	415.39	274.67
Contract liabilities	8,636.64	5,969.06

Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days. In March 31, 2025: INR 63.27 millions (March 31, 2024: INR 33.08 millions) was recognised as provision for expected credit losses on trade receivables.

The Group classifies the right to consideration in exchange for deliverables as either a receivable or as unbilled revenue. A receivables is right to consideration that is unconditional upon passage of time. Revenue of ongoing services at the reporting date yet to be invoiced is recorded as unbilled revenue.

Unbilled revenues are billed in a term of 30-60 days. No provision for expected credit loss has been recognised on unbilled revenue during the year ended March 31, 2025 and March 31, 2024.

Contract liabilities consist of short-term advances received from customers and unearned revenue relating to online and offline coaching services.

c) Reconciliation of revenue recognised in the interim statement of profit and loss with the contracted price:

	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue as per contracted price*	28,866.43	19,404.44
Revenue from operations as per Statement of Profit and Loss	**28,866.43**	**19,404.44**

*As the Group's contracted price is the price net of discount, additional disclosure related to discount not given above.

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d) Performance obligation and remaining performance obligation

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognised as at the end of the reporting period and an explanation as to when the Group expects to recognize these amounts in revenue. As at March 31, 2025, the aggregate amount of transaction price allocated to remaining performance obligation as per requirement of Ind AS 115 was INR 8,636.64 millions (March 31, 2024: INR 5,969.06 millions) out of which, approximately 96.15% (March 31, 2024: 85%) is expected to be recognised as revenues within one year and the balance beyond one year.

18 Other income

	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest income on		
Deposits with bank	409.37	486.95
Loan to employee	4.74	0.75
Loan to others	16.33	0.34
Income tax refund	2.28	5.46
Debt instruments	76.81	5.21
Financial assets carried at amortised cost	57.30	36.85
Others		
Net unrealised gain on FVTPL investment	249.75	9.23
Gain on Mutual Funds	450.91	223.73
Rental Income	12.20	4.61
Gain on sale of property	6.80	0.22
Support services	0.48	1.76
Other services to franchise	53.45	-
Liabilities written back	27.02	-
Gain on derecognition of leases	58.37	-
Miscellaneous income	98.65	31.27
Total other income	**1,524.46**	**746.38**

19 Direct expenses

	For the year ended March 31, 2025	For the year ended March 31, 2024
Professional fees	2,170.29	1,777.48
Student support services	682.19	385.23
Server expenses	615.71	522.89
Printing expenses	396.55	185.54
Kitchen expenses	369.72	319.19
Hostel rent	355.24	327.25
Franchise cost	257.09	-
Student test expenses	209.10	153.47
Academic expenses	72.84	104.34
Other expenses	4.69	19.48
	5,133.42	**3,794.88**

20 Purchase of stock-in-trade

	For the year ended March 31, 2025	For the year ended March 31, 2024
Study material	389.68	372.21
Merchandise	19.27	13.40
Equipments*	135.64	120.00
	544.59	**505.61**

* It includes laptop, tablets and other items.

21 Changes in inventories of stock-in-trade and finished goods

	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening Stock:		
Stock-in-trade and Finish goods*	333.87	186.39
	333.87	**186.39**
Closing stock		
Stock-in-trade and Finish goods*	516.73	333.87
	516.73	**333.87**
Net increase	**(182.86)**	**(147.48)**

*Net of allowance for inventory obsoleseence amounting to INR 116.71 millions (March 31, 2024 INR 40.83 millions).

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22 Cost of raw material and components consumed

	For the year ended March 31, 2025	For the year ended March 31, 2024
Inventory at the beginning of the year	199.46	40.65
Add Purchases	919.52	703.45
	1,118.98	744.10
Less: inventory at the end of the year	(253.59)	(199.46)
Cost of raw material and components consumed	**865.39**	**544.64**

23 Employee benefits expense

	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries, wages and bonus	12,087.43	9,366.33
Contribution to provident and other funds (refer note 34)	309.42	263.13
Share based payment to employees	914.62	1,509.12
Gratuity expenses (refer note 34)	159.78	121.75
Leave Encashment	124.71	80.49
Staff welfare expenses	416.41	248.86
	14,012.37	11,589.68

The Code on Social Security, 2020 ("Code") relating to employee benefits during employment and post employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Group will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective. Based on a preliminary assessment, the entity believes the impact of the change will not be significant.

24 Finance costs

	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest expense on:		
-Interest on debts and borrowings	27.77	72.08
-Lease liabilities	715.47	557.21
-MSME payables	6.23	5.63
Interest on delay in deposit of:		
-GST and others	0.14	0.11
Unwinding of interest on deferred purchase consideration (refer note 42)	1.31	6.42
Bank charges	76.40	9.12
Finance charges	25.90	-
	853.22	650.57

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25 Depreciation and amortisation expense

	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation on property, plant and equipment (refer note 5a)	1,499.07	1,257.10
Amortisation of other intangible assets (refer note 5e)	464.63	469.50
Depreciation of right-of-use assets (refer note 11)	1,700.55	1,256.31
	3,664.25	**2,982.91**

26 Net gain/(loss) on remeasurement of financial instruments at fair value

	For the year ended March 31, 2025	For the year ended March 31, 2024
Compulsorily Convertible Preference Shares ("CCPS") (refer note 13(a))*	-	7,564.66
NCI Put / Forward liability (refer note 27)	1,146.32	601.75
	1,146.32	**8,166.41**

*As on April 01, 2024, CCPS has reclassified from liability to equity. Refer note 9(b) for more details.

27 Carrying amount of financial liability and gain/loss on subsequent measurement is set out below:

	For the year ended March 31, 2025	For the year ended March 31, 2024
At the beginning of the year	3,020.45	2,745.60
NCI Put / Forward liability recognised on acquisition of subsidiaries (refer note 42(c)(vi)	-	1,396.69
Net loss/(gain) on remeasurement of financial liability designated at FVTPL (unrealised) (refer note 26)	1,146.32	601.75
Write back of Non-Controlling interest (NCI) liability (refer note 29)	-	(1,723.50)
NCI Put / Forward liability derecognised on account of settlement of option (refer note 42(c))	(789.31)	-
At the end of the year	**3,377.46**	**3,020.45**

28 Other expenses

	For the year ended March 31, 2025	For the year ended March 31, 2024
Advertisement and publicity expenses	2,762.32	1,956.52
Power and fuel expenses	523.30	363.06
Legal and professional charges	300.47	258.62
Housekeeping charge	275.79	286.69
Subscription and periodicals	270.62	167.88
Travelling and accommodation expenses	351.63	242.87
Rates and taxes	194.44	122.69
Security expenses	340.43	115.17
Courier expenses	232.10	188.76
Communication cost	81.69	84.95
Office expenses	206.84	149.56
Rental expenses (refer note 12)	129.03	124.34
Printing and stationery	12.40	45.55
Commission expenses	128.01	59.37
Technology expenses	122.18	90.86
Packaging material cost	72.04	48.87
Insurance charges	5.39	4.59
Repairs & maintenance:		
Building	167.51	156.76
Plant and machinery	14.62	11.87
Others	48.27	24.88
Payment gateway charges	47.52	25.91
Payment to auditor (refer note 28.a below)	27.29	20.12
CSR expenditure (refer note 28.b below)	-	32.80
Property, plant and equipment and intangible assets written off	109.17	-
Loss on sale of plant, property and equipment (net)	0.17	13.30
Provision for expected credit losses*	100.79	50.76
Miscellaneous expenses**	107.77	57.48
	6,611.79	**4,704.20**

*Provision for expected credit losses included provision for trade receivable INR 49.17 millions (March 31, 2024: 33.08 millions), other receivable INR 12.86 millions (March 31, 2024: Nil), security deposits INR 25.80 millions (March 31, 2024: Nil), advance given to employees INR 1.74 millions (March 31, 2024: Nil) and Advance to supplier and other advances INR 1.21 millions (March 31, 2024: INR 19.40 millions).

**Includes contribution made to political party amounting INR 3.71 millions (March 31, 2024: 1.21 millions) as mentioned below:

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Name of Political Party	For the year ended March 31, 2025	For the year ended March 31, 2024
Communist Party of India	2.87	0.07
Bhartiya Janta Party	0.50	0.50
Indian Youth Congress	0.30	-
Aam Aadmi Party	0.04	-
Bhartiya Mazdoor Sangh	-	0.04
Kottayam District Congress Committee	-	0.10
Indian National Congress	-	0.50
Total	3.71	1.21

28.a Payment to auditors:

	For the year ended March 31, 2025	For the year ended March 31, 2024
As auditors:		
Audit fee	25.65	18.82
Other services	0.10	-
Out of pocket expenses	1.54	1.30
	27.29	20.12

28.b Details of CSR expenditure

	For the year ended March 31, 2025	For the year ended March 31, 2024
i. Gross amount required to be spent by the Group during the year	-	-
ii. Amount of expenditure incurred during the year:-		
(a) Construction/Acquisition of any asset-in cash /payable	-	-
(b) For purposes other than (a) above-in cash /payable	-	32.80
iii. Amount spent by the company during the year on:		
(a) Promotion of healthcare (including preventive healthcare) , sanitation and disaster management under COVID-19 pandemic	-	-
(b) Contribution to Charitable Trust	-	32.80
iv. Shortfall at the end of the period (i-ii) (Shortfall/(Excess))	-	-
v. Total of previous years shortfall	-	-
vi. Reason for shortfall	-	-
vii. Details of Related Parties Transaction e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per Ind AS 24	-	-
viii Recipient of CSR other than related parties:	-	-
ix. Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year	-	-

29 Exceptional item

	For the year ended March 31, 2025	For the year ended March 31, 2024
Impairment on goodwill (refer note 5(b))	305.46	544.15
Impairment on other intangible assets (refer note 5(c))	21.26	467.15
Fair value of Non-Controlling Interest (NCI) liability*	-	(1,723.50)
	326.72	(712.20)

*The performance and profitability of iNeuron Intelligence Private Limited was deteriorating with the business significantly underperforming vis-à-vis the business plan during the year ended March 31, 2024. Further the business synergies envisaged from the investment could not be realised despite best efforts of the management. Consequently, During the year ended March 31, 2025 the Parent Company has entered into a settlement agreement dated July 1, 2024 with the selling shareholders of iNeuron Intelligence Private Limited to acquire remaining stake of 67.32% for a revised consideration of INR 0.90 millions. Accordingly, the management has impaired the goodwill of INR 544.15 millions, other intangible assets of INR 467.15 millions (net of amortisation), and fair value the Non-Controlling Interest (NCI) liability of INR 1,723.50 millions, the net effect of INR 712.20 millions has been disclosed as an exceptional item during the year ended March 31, 2024.

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30 Earnings per share (EPS)

Basic and diluted EPS amounts are calculated by dividing the profit for the year attributable to equityholders of the Parent by the weighted average number of equity shares outstanding during the year. The Parent Company has issued Compulsorily Convertible Preference Shares ("CCPS") and employee stock options (ESOPs) that would convert into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

	For the year ended March 31, 2025	For the year ended March 31, 2024
Loss attributable to equityholders of the parent	(2,158.96)	(10,405.76)
Net loss for calculation of basic EPS (a)	**(2,158.96)**	**(10,405.76)**
Loss attributable to equityholders of the parent	(2,158.96)	(10,405.76)
Net loss for calculation of diluted EPS (b)	**(2,158.96)**	**(10,405.76)**

Weighted average number of equity shares used for computing basic and diluted earning per share

	For the year ended March 31, 2025	For the year ended March 31, 2024
Weighted average number of equity shares in calculating basic EPS (c)	2,51,51,23,695	2,17,31,73,514
Effect of dilution:		
Employee stock option plan	5,29,08,072	10,32,16,131
Equity shared that will be issued upon conversion of CCPS**	-	23,99,99,544
Equity shares that will be issued upon exercise of put option (refer note 42)	-	38,62,080
Weighted average number of equity shares in calculating diluted EPS (d)	**2,56,80,31,767**	**2,52,02,51,268**
Basic earnings per share (INR) (a/c)	(0.86)	(4.79)
Diluted earnings per share (INR) (b/d)*	(0.86)	(4.79)

*As at March 31, 2025 52,908,072 (March 31, 2024: 103,216,131) employee stock options plan, Nil (March 31, 2024: 239,999,544) compulsorily convertible preference shares Nil (March 31, 2024: 3,862,080) Equity shares that will be issued upon exercise of put option were excluded from the diluted weighted average number of ordinary shares calculation as their effect is anti-dilutive.

Reconciliation of weighted average number of equity shares for calculation of basic earnings per share:

	For the year ended March 31, 2025	For the year ended March 31, 2024
Weighted average number of equity shares outstanding during the year	2,16,71,61,901	2,16,00,00,468
Weighted average number of options vested outstanding during the year	3,99,59,568	1,31,73,046
Weighted average number of Equity shares that will be issued upon conversion of CCPS outstanding during the year**	30,80,02,226	-
	2,51,51,23,695	**2,17,31,73,514**

**As on April 01, 2024, CCPS has reclassified from liability to equity. Refer note 9(b) for more details.

Notes

1. Earnings per share and number of shares outstanding for the year ended March 31, 2025 and March 31, 2024, have been proportionately adjusted for the bonus issue in the ratio of 1:35 i.e. 35 (Thirty five) bonus equity share of INR 1 each for every 1 (one) fully paid-up equity shares held (including CCPS and outstanding stock options).

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31 Income tax

A. Major components of income tax (expenses)/income are

	For the year ended March 31, 2025	For the year ended March 31, 2024
Recognised in profit and loss		
Current tax	15.31	-
Deferred tax credit	(168.25)	(615.64)
Total	(152.94)	(615.64)
Recognised in other comprehensive income		
Tax impact on		
-Re-measurement loss on defined benefit plans, gain on investment through other comprehensiveincome and FCTR	(7.65)	(9.10)
Total	(7.65)	(9.10)

B. Reconciliation of effective tax rate

		For the year ended March 31, 2025		For the year ended March 31, 2024
Loss before exceptional items and taxes		(2,257.60)		(12,640.60)
Tax using Group's domestic tax rate	25.17%	(568.19)	25.17%	(3,181.39)
Effect of deduction under section 80G of the Income Tax Act, 1961				
Effect of expenses permanently disallowed under the Income Tax Act, 1961				
Net loss on remeasurement of financial instruments at fair value		288.50		2,055.32
CSR expenditure		-		3.48
Reversal of interest expense on MSMED payables		(0.85)		1.74
Amortisation of separately identified intangible assets		81.30		93.63
Deferred tax assets not recognised in subsidiaries		120.38		318.75
Different rates / Exempt Income		42.60		-
Stamp duty for increase in share capital		0.14		-
Deferred tax asset on intangibles and others*		(101.88)		101.88
TDS provision		3.08		-
Unwinding of interest on deferred purchase consideration		0.33		1.62
80JJAA Deduction		(4.29)		-
Others		(20.06)		(10.37)
Tax expense/(credit) recognised in statement of profit and loss	6.77%	(152.94)	4.87%	(615.64)

*During the year ended March 31, 2025, the Company has recognised deferred tax asset on these intangibles and others, which was not recognised in earlier year, based on reasonable certainty of its utilisation on the basis of current period operations vis-a-vis projections for the year.

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C. Movement in temporary differences

As at March 31, 2025

	Balance as at March 31, 2024	Recognised pursuant to business combination	Recognised in profit or loss during FY 2024-25	Recognised in OCI during FY 2024-25	Balance as at March 31, 2025
Deferred tax assets (net)					
Lease liabilities	1,787.87	-	509.19	-	2,297.06
Fair valuation of financial assets	20.74	-	57.15	-	77.89
Allowance for inventory obsolescence	11.55	-	15.24	-	26.79
Provision for gratuity and compensated absences	46.21	-	54.93	(8.11)	93.03
Fair valuation of financial liabilities	24.15	-	33.31	-	57.46
Unabsorbed depreciation and tax losses	547.92	-	(170.80)	-	377.12
Total	**2,438.44**	**-**	**499.02**	**(8.11)**	**2,929.35**
Less: Deferred tax liabilities (net)					
Right of use assets	(1,681.74)	-	(450.21)	-	(2,131.95)
Property, plant and equipment	41.01	-	217.66	-	258.67
Investment at fair value	-	-	(118.94)	-	(118.94)
Provision for gratuity and compensated absences	(3.17)	-	0.24	-	(2.93)
Other	0.34	-	20.48	0.46	21.28
Total	**(1,643.56)**	**-**	**(330.77)**	**0.46**	**(1,973.87)**
Deferred tax assets (net)	**794.88**	**-**	**168.25**	**(7.65)**	**955.48**

As at March 31, 2024

	Balance as at April 01, 2023	Recognised pursuant to business combination (refer note 42)	Recognised in profit or loss during FY 2023-24	Recognised in OCI during FY 2023-24	Balance as at March 31, 2024
Deferred tax assets (net)					
Lease liabilities	1,090.39	-	697.48	-	1,787.87
Fair valuation of financial assets	26.56	-	(5.82)	-	20.74
Allowance for inventory obsolescence	20.78	-	(9.23)	-	11.55
Provision for gratuity and compensated absences	13.15	-	42.50	(9.44)	46.21
Fair valuation of financial liabilities	94.12	-	(69.97)	-	24.15
Unabsorbed depreciation and tax losses	11.13	6.31	530.48	-	547.92
Total	**1,256.13**	**6.31**	**1,185.44**	**(9.44)**	**2,438.44**
Less: Deferred tax liabilities (net)					
Right of use assets	(1,073.05)	-	(608.69)	-	(1,681.74)
Provision for gratuity and compensated absences	3.21	-	(6.38)	-	(3.17)
Property, plant and equipment	(4.26)	-	45.27	-	41.01
Other	-	-	-	0.34	0.34
Total	**(1,074.10)**	**-**	**(569.80)**	**0.34**	**(1,643.56)**
Deferred tax assets (net)	**182.03**	**6.31**	**615.64**	**(9.10)**	**794.88**

D. Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of carried forward business losses w.r.t. subsidiaries within the Group, in view of uncertainty regarding future taxable profits.

	As at March 31, 2025	As at March 31, 2024
Tax losses carried forward and unabsorbed depreciation*		
Gross amount of tax losses carried forward and unabsorbed depreciation	1,624.78	1,319.93
Unrecognised tax effects	408.92	332.20

*Tax losses are available as an offset against future taxable profit expiring at various dates through 2032 and DTA pertaining to unabsorbed depreciation is available for set off till perpetuity.

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32 Segment information

The Group's primary business segment is reflected based on principal business activities carried on by the Group. Chief Executive Officer (CEO) has been identified as the Chief Operating Decision Makers ('CODM') and evaluates the Group's performance and allocates resources based on analysis of the various performance indicators of the Group as a single unit. Therefore, there are no separate reportable business segments as per Ind AS 108 - Operating Segments. The Group operates in one reportable business segment i.e. engaged in the business of education by providing online and offline coaching and study materials and is primarily operating in India and hence, considered as single geographical segment.

The Group majorly operates in India except for two subsidiaries which has its operation in Dubai and USA. Except for that two subsidiaries, Group does not have any revenue and non current operating assets located outside India. The Group does not have any single external customer which amounts to 10% or more of the Group's total revenue.

33 Related party disclosures

A List of Related Parties

In accordance with the requirements of Ind AS -24 'Related Party Disclosures', names of the related parties, nature of related party relationship, transactions and outstanding balances where control exists and with whom transactions have taken place during the year are:

(Refer Note 43 for the information about the Group's structure including the details of the subsidiaries and the Parent Company).

Nature of relationship	Name of the party
	Key Management Personnel (KMP)
Whole-Time Director & CEO	Alakh Pandey (appointed as CEO w.e.f. February 12, 2025)
Whole-Time Director	Prateek Booh
Independent Director	Deepak Amitabh (w.e.f. February 12, 2025)
Independent Director	Rachna Dikshit (w.e.f. February 12, 2025)
Independent Director	Nitin Savara (w.e.f. February 12, 2025)
Director	Rajat Pandey (upto February 10, 2025)
Director	Gaurav Choudhary (upto February 10, 2025)
Nominee Director	Sandeep Singhal (w.e.f. March 01, 2025)
Chief Financial Officer	Amit Sachdeva (w.e.f. February 12, 2025)
Company Secretary	Rahul Verma (w.e.f. July 11, 2022 and upto February 12, 2025)
Company Secretary	Ajinkya Rajendra Jain (w.e.f. February 12, 2025)
	Relatives of KMP with whom transactions have taken place during the year
Relative of KMP	Sonal Mundhra (Finance controller)
Relative of KMP	Neha Booh

B Disclosure of transactions between the Group and related parties are as under:

Transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables for the year ended March 31, 2025 and March 31, 2024. There are no commitments with related parties.

Nature of transaction	For the year ended March 31, 2025	For the year ended March 31, 2024
Professional fees		
Neha Booh	2.09	-
Short-term employee benefits*		
Sonal Mundhra	26.22	6.15
Neha Booh	5.90	-

C Transactions with Key Management Personnel and Directors

	For the year ended March 31, 2025	For the year ended March 31, 2024
Short-term employee benefits*		
Alakh Pandey	32.01	55.01
Rajat Pandey	2.69	3.11
Prateek Booh	13.51	18.01
Gaurav Choudhary	3.54	2.76
Amit Sachdeva	7.95	-
Rahul Verma	3.00	1.85
Ajinkya Rajendra Jain	3.34	-
Legal and Professional Charges**		
Deepak Amitabh	1.26	-
Rachna Dikshit	0.76	-
Nitin Savara	1.36	-

*Provision for gratuity and compensated absences has not been considered, since the provisions are based on actuarial valuations for the Group as a whole.

** This amount represents sitting fees to directors.

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C **Transactions with Key Management Personnel and Directors (Continued)**

	For the year ended March 31, 2025	For the year ended March 31, 2024
Share-based payment expense		
Gaurav Choudhary	1.92	2.33
Rahul Verma	0.77	0.35
Ajinkya Rajendra Jain	2.16	-
Amit Sachdeva	9.23	-
Reimbursement of expenses		
Alakh Pandey	-	0.51
Loan given		
Amit Sachdeva#	2.56	-
Repayment of loan		
Amit Sachdeva	0.85	-

#As at March 31, 2025, amount outstanding on account of loan given to KMP is INR 1.71 millions (March 31, 2024 : Nil)

As the liabilities for the gratuity and compensated absences are provided on an actuarial basis, and calculated for the Group as a whole rather than each of the individual employees, the said liabilities pertaining specifically to KMP are not known and hence, not included in the above table

D **The following table provides the closing balances with Key Managerial personnel and Directors for the relevant year:**

	As at March 31, 2025	As at March 31, 2024
Other payable*		
Deepak Amitabh	1.14	-
Rachna Dikshit	0.69	-
Nitin Sayara	1.23	-

* This amount represents sitting fees payable to directors.

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34 Employee benefits expense

The disclosures required under ind AS 19 "Employee Benefits "as given below:

a. Defined contribution plans:

The Group has classified the various benefits provided to employees' as follows:

Defined Contribution Plans - Provident Fund

Employee State Insurance Plan

Contribution to Defined contribution plans, recognized as expense is as under:

	For the year ended March 31, 2025	For the year ended March 31, 2024
Group's contribution to provident fund and other fund	309.42	263.13
	309.42	**263.13**

b. Compensated absences:

The principal assumptions used in determining the compensated absences benefit obligation are as given below:

	As at March 31, 2025	As at March 31, 2024
Discounting rate (p.a.)	6.45% - 6.70%	7% - 7.10%
Future salary increase (p.a.)	5.00% - 10.00%	7% - 10.20%

The discount rate is based on the prevailing market yield of Indian government securities as at the balance sheet date for the estimated terms of the obligation.

The following table sets out the status of the leave encashment obligation:

	As at March 31, 2025	As at March 31, 2024
Compensated absences	188.84	103.66
	188.84	**103.66**
Non current	-	-
Current	188.84	103.66

The following table represents expense recognised in profit or loss:

	For the year ended March 31, 2025	For the year ended March 31, 2024
Compensated absences	124.71	80.49
	124.71	**80.49**

c. Defined benefit plan:

The Group operates the following post-employment defined benefit plans:-

The Group has defined benefit plan for payment of gratuity to all its qualifying employees. The present value of obligation is determined based on actuarial valuation using the projected unit credit method in case of gratuity.

The Group has a defined benefit gratuity plan in India governed by the Payment of Gratuity Act, 1972. It entitles an employee who has rendered at least 5 years of continuous service, to gratuity at the rate of 15 days wages for every completed year of service or part thereof in excess of 6 months, based on the rate of wages last drawn by the employee concerned.

The following table sets out the status of the defined benefit obligation

	As at March 31, 2025	As at March 31, 2024
Net defined benefit liability- gratuity	234.20	114.08
Total employee benefit liabilities	**234.20**	**114.08**
Non current	221.99	110.09
Current	12.21	3.99

(i) Reconciliation of the net defined benefit liability

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit liability and its components

	For the year ended March 31, 2025	For the year ended March 31, 2024
Balance at the beginning of the year	114.08	34.58
Benefits paid	(0.93)	(2.56)
Current service cost	157.38	111.76
Interest cost	7.40	9.99
Actuarial gain recognised in other comprehensive income	(38.73)	(39.69)
Remeasurements due to :		
Effect of change in financial assumptions	0.86	2.27
Effect of change in demographic assumptions	(0.19)	(1.01)
Effect of experience adjustments	(39.40)	(40.95)
Balance at the end of the year	**234.20**	**114.08**

ii) Expense recognised in profit or loss

	For the year ended March 31, 2025	For the year ended March 31, 2024
Current service cost	157.38	111.76
Interest cost	2.40	9.99
	159.78	**121.75**

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iii) Remeasurements recognised in other comprehensive income

	For the year ended March 31, 2025	For the year ended March 31, 2024
Actuarial gain on defined benefit obligation	(38.73)	(39.69)
	(38.73)	(39.69)

iv) Actuarial assumptions

Principal actuarial assumptions at the reporting date (expressed as weighted averages):

	As at March 31, 2025	As at March 31, 2024
Financial assumptions		
Discount rate	6.45% - 6.70%	7.05% - 7.10%
Future salary growth	5% - 10%	7% - 10%
Demographic assumptions		
Mortality rate	IALM (2012-14) Ult	IALM (2012-14) Ult
Retirement age	58 - 60 Years	58 - 60 Years
Withdrawal rate (%)	28% - 69%	28% - 50%

The principal assumptions are the discount rate & salary growth rate. The discount rate is generally based upon the market yields available on Government bonds. The estimate of rate of escalation in salary considered in actuarial valuation, taken into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

As at March 31, 2025, the weighted average duration of the defined benefit obligation was 4.53 years (March 31, 2024: 5.74 years)

v) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	For the year ended March 31, 2025		For the year ended March 31, 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (1%)	(10.12)	11.05	(5.24)	6.15
Future salary growth (1%)	9.74	(9.28)	5.45	(4.85)
Attrition rate	(6.54)	6.75	(3.98)	4.42

Although the analysis does not take into account of the full distribution of cash flows expected under the plan, it does not provide an approximation of the sensitivity of the assumptions shown.

vi) Maturity profile

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date:

	As at March 31, 2025	As at March 31, 2024
1 Year	11.94	9.24
2-5 years	254.90	54.89
6-9 years	131.50	55.69
10 years and above	55.23	30.09

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35 Fair valuation measurement

(i) Fair values hierarchy

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

Level 1: Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. This includes quoted financial instruments, government securities, borrowings and mutual funds that have quoted price.

Level 2: Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices). This includes derivative financial instruments.

Level 3: Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. This includes unquoted equity shares.

(ii) Financial instruments measured at fair value - recurring fair value measurements

The following table shows the levels within the hierarchy of financial assets and financial liabilities measured at fair value on a recurring basis:

	Carrying value		Fair value		Level
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024	
Financial assets					
Financial assets measured at fair value through profit and loss					
Investment - Mutual Funds	13,240.16	1,121.00	13,240.16	1,121.00	Level 1
Investment - Non-convertible debenture and commercial papers	167.08	357.35	167.08	357.35	Level 1
Financial assets measured at fair value through other comprehensive income					
Investment - Non-convertible debenture	241.20	249.05	241.20	249.05	Level 1
	13,648.44	1,727.40	13,648.44	1,727.40	
Financial liabilities measured at fair value through profit and loss					
CCPS*	-	16,146.85	-	16,146.85	Level 3
NCI Put / Forward liability for acquisition of non controlling interest	2,927.45	3,020.45	2,927.45	3,020.45	Level 3
	2,927.45	19,167.30	2,927.45	19,167.30	

*As on April 01, 2024, CCPS has reclassified from liability to equity. Refer note 9(b) for more details.

A. Valuation process and technique used to determine fair value

	Fair value hierarchy	Valuation Technique	Significant unobservable inputs	Inter-relationship between unobservable inputs and fair vale
Financial assets measured at fair value Investment in mutual funds Investment in Non-convertible debenture Investment in equity shares Investment in commercial paper	Level 1	Market valuation technique: Investments traded in active markets are determined by reference to quotes from the financial institutions, for example: Net asset value (NAV) for investments in mutual funds declared by mutual fund house, quoted price of equity shares in the stock exchange etc.	Not Applicable	Not Applicable
NCI Put / Forward liability at fair value	Level 3	Fair value of NCI Put / Forward liability and call option for acquisition of remaining shares in subsidiaries has been determined using appropriate method with the assistance of valuation expert.	Applicable	Applicable
Financial liabilities measured at FVTPL Compulsorily convertible preference shares	Level 3	Fair value of Compulsorily convertible preference shares ("CCPS") has been determined using appropriate method with the assistance of valuation expert.	Applicable	Applicable

There have been no transfers in either direction for the year ended March 31, 2025 and March 31, 2024.
The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting year.

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B. Significant unobservable inputs used in Level 3 fair value and sensitivity of the closing values at March 31, 2025 to such inputs is as below:

Description	Valuation technique	Significant unobservable inputs	Range	Sensitivity of the input to fair value
NCI Put / Forward liability [INR 2,927.45 millions (March 31, 2024 : INR 3,020.45 millions)]	Option pricing model & Monte Carlo Simulation	Volatility	46.00% - 65.80%	Any change in the inputs to fair value does not result in any significant change in the fair value of the NCI Put / Forward liability.
		Growth Rate	10.00% - 27.00%	Any change in the inputs to fair value does not result in any significant change in the fair value of the NCI Put / Forward liability
Compulsory Convertible Preference Shares (CCPS) [INR Nil (March 31, 2024 : INR 16,146.85 millions)]	Discounted Cash Flow & Option pricing model	WACC	25.50%	Any change in the inputs to fair value does not result in any significant change in the fair value of the Compulsory convertible preference shares.
		Terminal Value	5.00%	Any change in the inputs to fair value does not result in any significant change in the fair value of the Compulsory convertible preference shares.

(iii) Fair value of instruments measured at amortised cost

	Carrying value		Fair value		Level
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	
Financial assets					
Investments	310.44	-	310.44	-	NA
Cash and cash equivalents	537.09	531.57	537.09	531.57	NA
Other bank balances	1,215.73	258.25	1,215.73	258.25	NA
Trade receivables	415.39	274.67	415.39	274.67	NA
Loans	369.35	154.70	369.35	154.70	
Other financial assets	5,477.89	4,541.92	5,477.89	4,541.92	
Security deposit	840.69	690.61	840.69	690.61	NA
	9,166.58	**6,451.72**	**9,166.58**	**6,451.72**	
Financial liabilities					
Term loan from bank	3.27	721.08	3.27	721.08	NA
Other financial liabilities	1,088.21	372.71	1,088.21	372.71	NA
Trade payables	1,869.36	1,287.60	1,869.36	1,287.60	NA
Payable to employees	275.44	510.04	275.44	510.04	NA
	3,236.28	**2,891.43**	**3,236.28**	**2,891.43**	

The Group has disclosed fair value of financial assets carried at amortised cost such as cash and cash equivalents, bank deposits, trade receivables, loans, security deposits same as carrying value because their carrying amounts are a reasonable approximation of fair value.

The Group has disclosed fair value of financial liabilities carried at amortised cost such as term loan from bank, trade payables, security deposits and other financial liabilities same as carrying value because their carrying amounts are a reasonable approximation of fair value.

36 Financial risk management objectives and policies

The Group's principal financial liabilities comprise borrowings, trade and other payables and other financial liabilities. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include loans, trade and other receivables, cash and cash equivalents, unbilled receivables and other financial assets that is derived directly from its operations.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. The Group's senior management reviews the financial risks and the appropriate financial risk governance framework for the Group. The Group financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives.

36.1 Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Group's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. Market risk comprises of three types of risk: interest rate risk, currency risk and equity price risk.

a) Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is not exposed to changes in market interest rates as Group's fixed deposits and external borrowings are at fixed interest rate.

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b) 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 Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a foreign currency).The fluctuation in foreign currency exchange rates may have potential impact on the statement of profit and loss and other comprehensive income and equity, where any transaction references more than one currency or where assets / liabilities are denominated in a currency other than the functional currency of the respective entities.

(a) Details of foreign currency risk from non-derivative financial instruments:

	As at March 31, 2025		As at March 31, 2024	
	Amount in USD	Amount in INR millions	Amount in USD	Amount in INR millions
Trade Payables	168.22	0.01	61,297.19	5.11
Trade Receivables	7,15,93b.26	61.17	50,925.00	4.25
Advances to Foreign vendors	-	-	551.92	-

	As at March 31, 2025		As at March 31, 2024	
	Amount in GBP	Amount in INR millions	Amount in GBP	Amount in INR millions
Trade Payables	-	-	-	-
Trade Receivables	5,303.04	0.57	-	-
Advances to Foreign vendors	-	-	-	-

(b) Foreign currency sensitivity

The following table demonstrate the sensitivity to a reasonably possible change in USD exchange rates, with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary assets and liabilities. The Group's exposure to foreign currency changes for all other currencies is not material.

	Change in exchange rate		Effect on profit before tax	
	Increase	Decrease	Increase	Decrease
March 31, 2025				
USD	5.00%	5.00%	3.06	(3.06)
GBP	5.00%	5.00%	0.03	(0.03)
March 31, 2024				
USD	5.00%	5.00%	(0.04)	0.04

c) Price Risk

The Group's exposure to securities price risk arises from investments held in mutual funds and equity instruments, classified in the balance sheet at fair value through profit or loss. To manage its price risk arising from such investments, the Group diversifies its portfolio. Quoted (NAV) of these investments are available from the mutual fund houses and quoted price of equity shares in the stock exchange.

36.2 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 Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its other activities including derivative contracts. The Group generally deals with parties which has good credit rating worthiness or based on Group internal assessment. The Group's maximum exposure to credit risk is limited to the carrying amount of following types of financial assets.

- trade receivables,
- loans and receivables carried at amortised cost.

a) Credit risk management

The Group assesses and manages credit risk based on internal assessment, continuously monitoring defaults of customer and other counterparties, identified either individually or by the Group, and incorporates this information into its credit risk controls. Internal credit assessment is performed for each class of financial instruments with different characteristics. The maximum exposure to credit risk as at the reporting date was:

	As at March 31, 2025	As at March 31, 2024
Loans	369.35	154.70
Trade receivables	415.39	274.67
Security deposit	840.69	690.61
Total	**1,625.44**	**1,119.98**

(i) Loans include loans given to employees, education trust and other parties. Management does not foresee any default in repayment of loans.

(ii) The Group closely monitors the credit-worthiness of debtors through internal systems that are designed to assess the credit limits of customers, thereby, limiting the credit risk. The Group assesses increase in credit risk on an ongoing basis for amounts receivable that become past due.

(iii) Security deposits measured at amortised cost, where the credit risk is envisaged to be minimal and recoverability of such amounts is monitored at regular intervals. The Group has not acquired any credit impaired asset. There was no modification in any financial assets.

b) Expected credit losses

The Group has used the expected credit loss model to assess the impairment loss or gain on trade receivables and unbilled revenue, and has provided it wherever appropriate.

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36.3 Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount committed credit facilities to meet obligations when due. Management monitors rolling forecasts of the Group's liquidity position and cash and cash equivalents on the basis of expected cash flows. In addition, the Group's liquidity management involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financial plans

a) Financing arrangements

The Group had access to the following undrawn borrowing facilities at the end of the reporting year:

	As at March 31, 2025	As at March 31, 2024
Expiring within one year (cash credit and other facilities)	702.50	642.50
Expiring beyond one year (bank loans)	-	-

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice.

b) Maturities of financial liabilities

The table below analyse the Group's financial liabilities into relevant maturity based on their contractual maturities for all non-derivative financial liabilities.
The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

As at March 31, 2025	On Demand	Less than 1 year	1-2 years	2-5 years	More than 5 years	Total
Lease liability	-	2,339.92	2,414.02	5,452.06	2,311.10	12,517.10
Trade payables	-	1,855.35	14.02	-	-	1,869.37
Borrowings*	-	0.87	2.40	-	-	3.27
Other financial liabilities	-	1,269.80	82.24	-	11.60	1,363.64
NCI Put / Forward liability	-	254.00	102.45	1,991.00	580.00	2,927.45
	-	**5,719.94**	**2,615.13**	**7,443.06**	**2,902.70**	**18,680.83**

As at March 31, 2024	On Demand	Less than 1 year	1-2 years	2-5 years	More than 5 years	Total
Lease liability	-	1,616.26	1,567.26	3,971.37	2,359.25	9,514.14
Trade payables	-	1,287.60	-	-	-	1,287.60
Borrowings*	-	385.70	337.69	3.75	16,146.85	16,873.99
Other financial liabilities	-	859.15	12.50	-	11.10	882.75
NCI Put / Forward liability	-	515.00	1,186.21	1,319.24	-	3,020.45
	-	**4,663.71**	**3,103.66**	**5,294.36**	**18,517.20**	**31,578.93**

* As on April 01, 2024, CCPS has reclassified from liability to equity. Refer note 9(h) for more details.

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37 Capital management

The Group maintains a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors monitor the return on capital employed as well as the level of dividend to shareholders.

For the purpose of the Group's capital management, capital includes issued equity capital and other equity (refer note 10(a)) attributable to the equity holders. The primary objective of the Group's capital management is to maximise the shareholder value.

The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, interest bearing loans, borrowings and lease liabilities, less cash and cash equivalents.

Particulars	As at March 31, 2025	As at March 31, 2024
Borrowings*	9,966.57	24,613.29
Less: Cash and cash equivalents	537.09	531.57
Net debts	**9,429.48**	**24,081.72**
Total Equity	**15,245.54**	**(12,466.08)**
Total Capital and Net Debt	**24,675.02**	**11,615.64**
Gearing ratio (%)	**38.21%**	**207.32%**

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2025 and March 31, 2024.
*As on April 01, 2024, CCPS has reclassified from liability to equity. Refer note 9(b) for more details.

38 Details of dues to micro, small and medium enterprises as defined under the MSMED Act, 2006

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated 28 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers, the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the Micro, Small and Medium Enterprise Development Act, 2006 ('the Act'). Accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2025 and year ended March 31, 2024 has been made in the financial statements based on information received and available with the Group. Further, in view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Group has not received any claim for interest from any supplier as at the balance sheet date.

	As at March 31, 2025	As at March 31, 2024
(a) the principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year:*	510.04	375.00
Principal amount due to micro and small enterprises	503.81	368.00
Interest due on the above	6.23	7.00
Note: The principal amount due to micro and small enterprises includes trade payables & payable in respect of capital goods to micro and small enterprises.	-	-
	-	-
(b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
	-	
(c) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
	-	
(d) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	13.23	7.00
	-	
(e) 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 Micro, Small and Medium Enterprises Development Act, 2006.	-	-

* This includes amounts payable to MSMEs, comprising INR 286.81 million (March 31, 2024: 291.65 millions) for operating expenses (OPEX) and INR 223.23 million (March 31, 2024: 83.35 millions) for capital expenditures (CAPEX).

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39 Employee Stock Option Plan

The parent company provides share-based payment schemes to its employees. During the year ended March 31, 2025, an employee stock option plan (ESOP) was in existence. The relevant details of the scheme and the grant are as below:

Employee Share Option Plan 2022
The Parent Company provides share-based payment schemes to its employees. The relevant details of the scheme and the grant are as below:

On August 30, 2022, the board of directors approved the equity settled "Employees Stock Option Plan 2022" for issue of stock options to various employees of the Group. According to the scheme, the employees will be entitled to options, subject to their continued employment with the Group. The other relevant terms of the grant are as below:

Class of Share	Equity Shares
Vesting Pattern	Four-year vesting term and vest at the rate of 25% in the first year and 6.25% each quarter from the first quarter of the second year and become fully exercisable, subject to employee being in the employment of the Group. Three-year vesting term and vest at the rate of 33% in the first year and 8.3% each quarter from the first quarter of the second year and become fully exercisable, subject to employee being in the employment of the Group. Three and Half year vesting term and vest at the rate of 25% in the first year and 7.5% each quarter from the first quarter of the second year and become fully exercisable, subject to employee being in the employment of the Group. Two year vesting term and vest at the rate of 50% in the first year and 12.5% each quarter from the first quarter of the second year and become fully exercisable, subject to employee being in the employment of the Group. Two and Half year vesting term and vest at the rate of 40% in the first year and 10% each quarter from the first quarter of the second year and become fully exercisable, subject to employee being in the employment of the Group. One year vesting term and vest at the rate of 100% in the first year and become fully exercisable, subject to employee being in the employment of the Group. Effective April 1, 2024, new ESOPs granted to employees will vest at a rate of 25% per year.
Conversion ratio	10:1 (i.e., 10 Options will convert into 1 Equity Share). Post-conversion, proportionate adjustment to be made for the bonus issue in the ratio of 1:35 i.e. 35 (Thirty five) bonus equity share of INR 1 each for every 1 (one) fully paid-up equity shares held.
Vesting condition	Options Granted under the ESOP Plan shall not vest until the expiry of 1 (one) year from the Grant Date of such Options. Unless otherwise decided by the Administrator (which shall not be detrimental to the interest of the Option Grantee) or specified in the Grant Letter. Notwithstanding anything to the contrary (i) the ESOP Plan shall be administered by the Board, or any person, duly authorised by the Board, each being referred to as (the "Administrator"), including in relation to issuing Shares or otherwise making allocations and grants to any Employee (on such terms and conditions as imposed by the Administrator), and (ii) any delegation of power and/or authority by the Administrator shall always remain subject to the Board's power to amend, suspend, limit or revoke such power and/ or authority.
Exercise period	4 years
Exercise Price	INR 1

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The Number of Share Options under the share option plan are as follows

	For the year ended March 31, 2025		For the year ended March 31, 2024	
	Number of Options	Weighted Average exercise price per share option	Number of Options	Weighted Average exercise price per share option
Options outstanding at beginning of year	3,79,48,711	1	3,34,95,282	1
Add: Options Granted	49,16,324	1	83,94,390	1
Less: Options Exercised	(56,26,840)	1	-	-
Less: Settled in cash*	(12,18,916)	1	(3,61,565)	1
Less: Lapsed during the year	(50,36,311)	1	(35,79,396)	1
Options outstanding at the end of year**	**3,09,82,968**	**1**	**3,79,48,711**	**1**

*The Parent company, during the year ended March 31, 2024, issued letters to certain employees, which entitled them to encash their vested options 361,565 at INR 337.50 per option for a consideration of INR 125 millions. During the current year, the Company settled 1,140,016 stock options in cash at INR 225 per option for a consideration of INR 257.00 millions. The charge in respect of both these cash settlements has been accounted for in the financial year ended March 31, 2024 amounting to INR 23 millions and INR 73 millions respectively. Additionally during the year, the Parent company has also settled 78,900 stock options in cash at INR 373.16 per option for a consideration of INR 29.44 millions. The Parent Company does not expect to settle stock options against cash in the future.

**The founders of acquired subsidiaries, basis the terms and conditions of SPA/SHA executed with the parent company, are eligible for additional stock options of 8,071,822, calculated basis the valuation of the Parent company on the date of grant. Consequent to the further investment by the shareholders during the year, the number of such additional stock options which would be issued is 198,919 based on the valuation of the parent company determined basis the further investment made by the shareholders. Accordingly, the revised additional stock options of 198,919 has been considered for calculation of diluted earning per share for the year ended March 31, 2025 and March 31, 2024 (being an adjusting event).

Range of weighted average remaining contractual life, weighted average fair value and weighted average share price for the options are as follow:

	For the year ended March 31, 2025	For the year ended March 31, 2024
Remaining contractual life for the options outstanding as of (Years)*	1.23	1.22
Fair value for the options granted during the year ended (INR)	186.74 - 266.40	129.90 - 186.74
Weighted average share price at the date of options exercised during the year ended (INR)	3,168.00	N.A.

*The Parent Company has granted employee stock options with a vesting period of 3-4 years from the grant date, subject to continued service and other performance conditions as specified in the ESOP scheme. Once vested, the options can be exercised by the employees at any time, as there is no fixed expiry date for the exercise period. Consequently, the options have an indefinite remaining contractual life post-vesting.

The fair value of options is measured using Black-Scholes valuation model. The key inputs used in the measurement of the grant date fair valuation of equity settled plans is given in the table below:

	For the year ended March 31, 2025	For the year ended March 31, 2024
Risk free interest rates	6.80%	6.96%
Volatility	43.80% - 49.20%	48.00%
Exercise price (INR)	1.00	1.00
Share price on the date of grant (INR)	2,154.00 - 3,168.00	1,299.00 - 1,867.35

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40 Commitments and contingencies:-

Contingent Liabilities:

There are numerous interpretative issues relating to the Supreme Court (SC) judgement on Provident Fund dated February 28, 2019. As a matter of caution, the Parent Company has made a provision on a prospective basis from the date of the SC order. The Parent Company will update its provision, on receiving further clarity on the subject.

Particulars	As at March 31, 2025	As at March 31, 2024
Indirect Taxes-Goods & Service Tax*	162.23	1.14

*GST notice under sub-section (2)(c) of the section 16 of the CGST Act, 2017 - Pending adjudication before Assessing Officer.

Guarantees:
Bank Guarantees issued on behalf of the Group of INR 4.16 millions (March 31, 2024: 3.20 millions) to customers in the ordinary course of business. These guarantees are secured by fixed deposits of INR 4.16 millions (March 31, 2024: 3.20 millions).

Capital Commitments:

	As at March 31, 2025	As at March 31, 2024
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for	356.70	350.80
	356.70	**350.80**

41 Event occurred after the Balance Sheet date
A. The Parent Company has entered into Shareholders' agreement and share subscription agreement on April 15, 2025 to acquire 50% stake in Kay lifestyle and wellness private limited ("Yoga with Kamya") in three tranches at a consideration of INR 50 millions by way of Equity shares and Series seed CCPS . Yoga with Kamya is principally engaged in the business of promoting overall wellness and healthier lifestyles by offering a wide range of services and solutions in physical fitness, yoga, meditation, nutrition, and related activities, i.e. manufacture, distribute, import, export, and trade products and equipment related to fitness and wellness etc

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42 Business acquisitions

(a) The Group has entered into certain business purchase agreement. The following table presents the purchase consideration, fair value of asset acquired and goodwill recognised on the date of acquisition

A. Purchase consideration

	Life**	Bathra classes	ETOOS Education Private Limited	ONLYIAS Nothing Else*	Top Tak Education #
Date of acquisition		October 17, 2022	December 02, 2022	December 31, 2022	January 1, 2023
Purchase consideration:-					
Cash consideration		210.00	45.00	120.00	30.00
Deferred consideration*		-	-	25.62	-
Equity options^		-	-	244.44	-
A		**210.00**	**45.00**	**390.06**	**30.00**
Net assets and liabilities recognised at fair value as a result of acquisitions are as follows:					
Customer relationship	2 years	(5.82)	-	-	-
Content	2 to 3 years	31.50	30.19	38.99	-
Trademark	5 years	10.13	-	-	-
Brand	10 years	-	-	108.03	18.35
Property, Plant and Equipment	1 to 3 years	8.10	2.20	3.04	1.05
B		**65.55**	**32.39**	**150.06**	**19.40**
Goodwill (C=A-B)		**144.45**	**12.61**	**240.00**	**10.60**

*The Group has also recognised deferred consideration at its fair value as on the date of acquisition using the effective interest rate method.

During the year ended March 31, 2025, deferred consideration including accrued interest amounting to INR 20 millions (March 31, 2024: INR 10 millions) was paid on August 28, 2024. Accordingly, deferred consideration payable to the proprietor of entity which was included in other financial liabilities (refer note 13(e)) is INR Nil as at March 31, 2025 (March 31, 2024: INR 18.68 millions).

** Remaining useful life from the date of acquisition.

^ These Equity options has been exercised during the year ended March 31, 2025.

The Parent Company had entered into a separation agreement to terminate the said acquisition and resultantly impaired the goodwill amounting INR 10.60 millions and brand amounting INR 18.35 millions recognised during the financial year 2022-23.

Note

1) The Group has accounted for the amalgamation under the purchase method and recognized assets and liabilities acquired at fair value. The excess of purchase consideration paid by the company over the aggregate value of the net assets acquired has been treated as goodwill.

2) Revenue and profit contribution of above business combinations are not significant to the Group.

(b) The Group has entered into certain share purchase agreement, details of which are as under:

A. Purchase Consideration

	Preponline Futurist Pvt. Ltd.	Knowledge Planet Holding Ltd.	Utkarsh Classes & Edutech Pvt. Ltd.	iNeuron Intelligence Pvt. Ltd.	Xylem Learning Pvt. Ltd.	Fine Finance Private Limited*
Date of Share Purchase agreement	March 17, 2023	December 28, 2022	February 18, 2023	December 23, 2022	June 16, 2023	December 16, 2024
Stake acquired at the time of share purchase agreement	10.00%	100.00%	51.00%	32.68%	60.35%	100.00%
Cash consideration	40.00	178.64	2,400.00	703.36	685.05	0.10
Add: Fair value of share options	-	-	51.88	-	-	-
Add: Fair value of deferred consideration	-	28.46	-	36.36	-	-
Add: Adjustment on account of non-compete fees	-	-	-	-	50.00	-
Total purchase consideration	**40.00**	**207.10**	**2,451.88**	**741.72**	**735.05**	**0.10**
Note reference	*Note (i)*	*Note (ii)*	*Note (iii)*	*Note (iv)*	*Note (v)*	*Note (vi)*

* This is the date of share transfer to the Parent Company.

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B. The assets and liabilities recognised at fair value as a result of acquisitions are as follows*:

	Preponline Futurist Pvt. Ltd.	Knowledge Planet Holding Ltd.	Utkarsh Classes & Edutech Pvt. Ltd.	iNeuron Intelligence Pvt. Ltd.	Xylem Learning	Finz Finance Private Limited
Non-current assets						
Property, Plant and Equipment	1.45	1.25	536.80	34.00	160.05	-
Goodwill	-	-	-	44.30	-	-
Right-of-use	-	44.90	274.60	62.74	121.97	-
Other intangible assets	0.20	-	5.20	48.70	-	-
Financial assets	-	-	15.60	-	-	-
Non-current tax assets (net)	-	-	18.30	-	-	-
Current assets						
Inventories	5.80	-	-	-	-	-
Financial assets	6.40	38.50	434.60	-	-	0.10
Other current assets	0.60	20.30	82.40	-	-	-
Total assets (A)	**14.45**	**104.95**	**1,367.50**	**189.74**	**282.02**	**0.10**
Non-Current liabilities						
Financial liabilities	17.40	24.50	228.80	-	-	-
Provisions	-	-	6.50	-	-	-
Current liabilities						
Financial liabilities	-	30.40	164.40	-	-	-
Provisions	-	-	3.40	-	-	-
Other current liabilities	7.74	56.16	132.92	-	-	-
Deferred tax liabilities (net)	-	-	20.74	-	(6.31)	-
Other net liabilities	-	-	-	90.58	245.92	-
Total liabilities (B)	**25.14**	**111.06**	**556.76**	**90.58**	**239.61**	**-**
Separately identifiable intangible assets recognised						
Brand	4.50	-	613.90	409.80	569.00	-
Content	32.10	-	174.10	156.90	121.00	-
Distribution network	12.58	-	-	-	-	-
Non-Compete fees	2.40	-	-	40.60	84.90	-
Trademark	-	78.30	-	-	-	-
Assembled workforce	-	13.68	-	-	-	-
Software	-	-	58.80	38.90	-	-
Total separately identifiable intangible assets (C)	**51.58**	**91.98**	**846.80**	**646.20**	**774.90**	**-**
Identifiable net assets (D=A-B+C)	**40.89**	**85.87**	**1,657.54**	**745.36**	**816.41**	**0.10**

* The valuation model for fair valuation of property, plant and equipment considers quoted market prices for similar items when available, and depreciated replacement cost when appropriate. Depreciated replacement cost reflects adjustments for physical deterioration as well as functional and economic obsolescence. Intangible assets are fair valued based on the multi-period excess earnings method. Multi-period excess earnings method considers total expected income streams for a business and deducts contributory charges for all other assets used to generate income with the intangible asset under review. These contributory charges are a fair estimation of rates of return a company's assets are expected to earn commensurate to their relative risks.

C. Non-controlling interest

	Preponline Futurist Pvt. Ltd.	Knowledge Planet Holding Ltd.	Utkarsh Classes & Edutech Pvt. Ltd.	iNeuron Intelligence Pvt. Ltd.	Xylem Learning	Finz Finance Private Limited
Non controlling interest measured at proportionate share in identifiable net assets	36.80	-	812.70	501.50	323.71	-

D. Calculation of goodwill (D=A-B+C)

	Preponline Futurist Pvt. Ltd.	Knowledge Planet Holding Ltd.	Utkarsh Classes & Edutech Pvt. Ltd.	iNeuron Intelligence Pvt. Ltd.	Xylem Learning	Finz Finance Private Limited
Consideration transferred	40.00	207.10	2,451.88	741.72	735.05	0.10
Add: Non-controlling interest	36.80	-	812.70	501.50	323.71	-
Less: Net identifiable assets acquired	40.89	85.87	1,657.54	745.36	816.41	0.10
Goodwill*	**35.91**	**121.23**	**1,607.04**	**497.86**	**242.35**	**-**

* Goodwill here represents residual asset value attributable to unidentified intangible assets acquired by the acquirer. Goodwill will not be deductible for tax purposes.

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E. Revenue and profit contribution*

	Xylem Learning Pvt. Ltd.	Finz Finance Private Limited From date of acquisition to March 31, 2025
From acquisition date to March 31, 2024		
Revenue contribution	2,024.00	-
Loss contribution	(605.60)	0.77

*There are no major transaction happened from the date of acquisition till the year end March 31, 2025 in Preponline Futurist Pvt. Ltd., Knowledge Planet Holdings Ltd. and Utkarsh Classes & Edutech Pvt. Ltd.

F. Analysis of cash flow on acquisition

	Xylem Learning Pvt.	Finz Finance Private Limited
Net cash acquired with the subsidiary	508.90	0.10
Less: Cash paid	(685.05)	(0.10)
Net cash flow on acquisition	(176.15)	-

(c) Acquisition of additional interest in subsidiaries during the year ended March 31, 2025

	Preponline Futurist Pvt. Ltd.	Preponline Futurist Pvt. Ltd.	Utkarsh Classes & Edutech Pvt. Ltd.	iNeuron Intelligence Pvt. Ltd.	Xylem Learning Pvt. Ltd.
Date of acquisition of additional interest in subsidiaries	July 1, 2024	December 20, 2024	September 30, 2024	July 24, 2024	January 31, 2025
Additional interest acquired	5.10%	84.90%	12.25%	67.33%	8.04%
Ownership interest after additional acquisition	15.10%	100.00%	63.25%	100.00%	98.39%
Carrying value of the net assets (excluding goodwill on the date of acquisition)	29.53	25.07	1,146.51	61.71	(251.59)
Carrying value of the additional interest acquired on the date of acquisition	1.52	21.29	140.45	41.54	(20.23)
Cash consideration paid/payable or Shares issued to non-controlling shareholders	20.40	253.00	515.00	0.92	450.00
Cash consideration or Share issued adjusted against NCI Put / Forward liability for acquisition of non controlling interest	(20.40)	(253.00)	(515.00)	(0.92)	(450.00)
Carrying value of the Non controlling interest transferred to other reserves on account of additional interest acquired (A)	1.52	21.29	140.45	41.54	(20.23)
Carrying value of the NCI reserve transferred to other reserves on account of settlement of option (B)	4.94	84.00	(502.26)	(1,724.00)	(282.84)
Total amount recognised in other reserve within equity (A+B)	**6.46**	**105.35**	**(361.81)**	**(1,682.46)**	**(303.07)**
Note reference	*Note (i)*	*Note (ii)*	*Note (iii)*	*Note (iv)*	*Note (v)*

(i) Preponline Futurist Pvt. Ltd. is engaged in the coaching business which constitutes live and recorded classes for competitive exams along with publishing and selling of literary works and course materials. Further, as part of the Share purchase agreement, the remaining shareholders possess swap option that allows exchange of their shares at a predetermined ratio of 11.92:1 at anytime after the closing date. Accordingly, the said swap option is recognised as NCI Put asset at gross fair value amounting INR 89.00 millions at initial recognition included in other financial assets and NCI Put liability at gross fair value amounting INR 251.50 millions as at March 31, 2024 respectively, included in other financial liabilities (refer note 13(c)).

During the year ended March 31, 2025, the Parent company has made an additional acquisition of 5.10% stake for a consideration of INR 20.40 millions through subscription of fresh equity shares. Additionally, The Parent company has acquired remaining stake of 84.90% by allotting 101,200 fully paid up equity shares of INR 1/- each at an issue price of INR 2,498.00 each including at a premium of INR 2,497.00 per share amounting to INR 252.80 millions pursuant to share swap ratio of 1:11.92 as per share purchase agreement. Accordingly, Preponline Futurist Private Limited is now wholly owned subsidiary of the the Group as at March 31, 2025.

(ii) Knowledge Planet Holdings Ltd. is engaged in the business of providing test preparation services to students.

During the year ended March 31,2024, the Group had made an investment of INR 149.60 millions through subscription of fresh equity shares.

During the year ended March 31, 2025, the Group has paid the deferred consideration amounting INR 30.17 millions including interest amount of INR Nil. Accordingly, as at March 31, 2025, deferred consideration amounting including accrued interest to INR Nil (March 31, 2024: INR 30.17 millions) payable is included in other financial liabilities (refer note 13(c)).

(iii) Utkarsh Classes & Edutech Pvt. Ltd. is engaged in the coaching classes business which constitutes a business of providing coaching for competitive exams having strong digital presence. Further, as part of the Share purchase agreement, the Group has entered into a forward contract to acquire the remaining shares over a period of 4 years, consideration of which would be based on the performance (profit after tax) of Utkarsh Classes & Edutech Private Limited. Accordingly, the said forward contract is recognised as NCI forward liability at gross fair value amounting INR 1,110.60 millions at initial recognition.

During the year ended March 31, 2025, The Parent Company has
1. exercised its option to acquire an additional non-controlling interest in accordance with the terms of tranche 2. This tranche included the purchase of an additional 12.25% stake, equating to 25,599 equity shares, for a total consideration of INR 515.00 million.
2. entered into addendum agreement/transactions to settle the granted options at cash consideration of INR 300 million and the remaining purchase consideration shall be settled in cash.

Accordingly, the Group has recognised the forward contract as NCI forward liability at gross fair value amounting to INR 544.45 millions and INR 1,170.70 millions as at March 31, 2025 and March 31, 2024 respectively, included in other financial liabilities (refer note 13(c)).

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(iv) iNeuron Intelligence Pvt. Ltd. is engaged in the coaching classes business to students which constitutes a business of providing online upskilling classes through their website and mobile channels. Further, as part of the Share purchase agreement, the remaining shareholders possess swap option that allows exchange of their shares at a predetermined ratio of 4.98:1 at anytime after the closing date. Accordingly, the said swap option is recognised as NCI Put liability at gross fair value amounting INR 1,724.90 millions at initial recognition and NCI Put liability at gross fair value amounting to INR Nil and INR 0.50 millions as at March 31, 2025 and March 31, 2024 respectively, included in other financial liabilities (refer note 13(c)).

The Group has paid the deferred consideration of amount INR 40.00 millions including interest amount of INR 3.60 millions during the year ended March 31, 2024.

The performance and profitability of iNeuron Intelligence Private Limited was deteriorating with the business significantly underperforming vis-a-vis the business plan during the year ended March 31, 2024. Further the business synergies envisaged from the investment could not be realised despite best efforts of the management. During the year ended March 31, 2025, the Parent Company has entered into a settlement agreement dated July 24, 2024 with the selling shareholders of iNeuron Intelligence Private Limited to acquire remaining stake of 67.32% for a revised consideration of INR 0.92 millions. Accordingly, during the year ended March 31, 2024, the management has impaired the goodwill of INR 544.15 millions (including goodwill impaired in iNeuron Financial statement of INR 46.29 millions) , other intangible assets of INR 467.10 millions (net of amortisation), and write back of Non-Controlling Interest (NCI) liability of INR 1,723.50 millions, the net effect of INR 712.20 millions has been disclosed as an exceptional item.

(v) Xyiem is engaged in the business of providing classroom and online learning programs aimed at students between classes 8-12 for preparation of NEET and JEE entrance examinations to medical and engineering undergraduate students. Further, as part of the share purchase agreement, the Group has an obligation to acquire remaining stake based on the achievement of performance parameters as defined in the agreement. Accordingly, a forward contract is recognised as NCI forward liability at gross fair value amounting INR 1,396.60 millions at initial recognition.

During the year ended March 31, 2025, the Parent company has entered into an another addendum to the share purchase agreement, to change the terms pertaining to purchase consideration to fixed from variable for tranche due in 2025 and 2026 and change in revenue and EBITA multiple for acquisition of remaining stake.

Accordingly, the Group has recognised a deferred consideration of INR 450.00 million and INR Nil as at March 31, 2025 and March 31, 2024 respectively for the acquisition of 8.04% and NCI forward liability of Rs 2,383.00 millions and INR 1,597.80 millions as at March 31, 2025 and March 31, 2024 for the acquisition of 31.61% and 39.65% respectively, included in other financial liabilities (refer note 13(c)).

vi) During the year ended March 31, 2025, the Parent company has acquired 9,999 equity shares from the existing share holders of the Finz Finance Private Limited at a purchase consideration of INR 0.10 millions. Finz Finance Private Limited is principally engaged in the business of financing and investment services and Finz Finance has applied to the Reserve Bank of India (RBI) for a non-banking financial company (NBFC) license. The Parent company has additionally subscribed 10,990,000 equity shares of Finz Finance at face value of Rs 10 each after the date of acquisition.

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43 Group information

(a) The consolidated financial information of the Group include subsidiaries listed in a table below:

Name of the Entity	Relationship with Holding Group	Principal activities	Country of incorporation	Proportion of ownership interest (%)	
				As at March 31, 2025	As at March 31, 2024
Utkarsh Classes & Edutech Private Limited	Subsidiary	Education services and study material	India	63.25%	51.00%
Preponline Futurist Private Limited	Subsidiary	Education services and study material	India	100.00%	10.00%
Penpencil Edu Services Private Limited	Subsidiary	Education services and study material	India	100.00%	100.00%
iNeuron Intelligence Private Limited	Subsidiary	Education services and study material	India	100.00%	32.67%
Xylem Learning Private Limited	Subsidiary	Education services and study material	India	68.39%	60.35%
Knowledge Planet Holdings Limited	Subsidiary	Education services and study material	UAE	100.00%	100.00%
PW Foundation	Subsidiary	Promote Health, education, social justice, equality	India	100.00%	100.00%
Physics Wallah INC	Subsidiary	Education services	USA	100.00%	-
Bharat Innovation Global Private Limited	Subsidiary	Education services	India	100.00%	-
Sheryians Private Limited	Associate	IT Education	India	30.00%	-
Finz Fintech Private Limited	Subsidiary	Investment and security management, business process outsourcing (BPO) etc.	India	100.00%	-
Finz Finance Private Limited	Subsidiary	Financing and Investment Services	India	100.00%	-

(b) Subsidiaries with material non-controlling interests:

Financial information of subsidiaries that have material non-controlling interests is provided below:

Proportion of equity interest held by non-controlling interests:

Name of the Entity	Country of incorporation	As at March 31, 2025	As at March 31, 2024
Utkarsh Classes & Edutech Private Limited	India	36.75%	49.00%
Preponline Futurist Private Limited	India	-	90.00%
iNeuron Intelligence Private Limited	India	-	67.33%
Xylem Learning Private Limited	India	31.61%	39.65%

Information regarding non-controlling interest

(A) Accumulated balances of material non-controlling interest:

	As at March 31, 2025	As at March 31, 2024
Utkarsh Classes & Edutech Private Limited	391.58	616.93
Preponline Futurist Private Limited	-	26.93
iNeuron Intelligence Private Limited	-	57.07
Xylem Learning Private Limited	(102.01)	41.60
Total	**289.57**	**742.53**

(B) Total comprehensive income allocated to material non-controlling interest (C+D):

	For the year ended March 31, 2025	For the year ended March 31, 2024
Utkarsh Classes & Edutech Private Limited	(84.90)	(95.78)
Preponline Futurist Private Limited	(4.14)	(9.91)
iNeuron Intelligence Private Limited	(15.53)	(418.10)
Xylem Learning Private Limited	(163.82)	(282.11)
Total	**(268.39)**	**(905.90)**

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(C) Profit/(loss) and other comprehensive income allocated to material non-controlling interest:

	For the year ended March 31, 2025	For the year ended March 31, 2024
Utkarsh Classes & Edutech Private Limited	(31.52)	(134.77)
Preponline Futurist Private Limited	4.62	2.24
iNeuron Intelligence Private Limited	(6.73)	(341.93)
Xylem Learning Private Limited	(119.71)	(246.34)
Total	**(153.34)**	**(720.80)**

(D) Share of amortisation on Separately identifiable assets allocated to material non-controlling interest:

	For the year ended March 31, 2025	For the year ended March 31, 2024
Utkarsh Classes & Edutech Private Limited	(53.38)	(61.01)
Preponline Futurist Private Limited	(8.76)	(12.14)
iNeuron Intelligence Private Limited	(8.80)	(76.17)
Xylem Learning Private Limited	(44.11)	(35.78)
Total	**(115.05)**	**(185.10)**

(E) Adjustment on account of change in percentage holding of non controlling interest

	For the year ended March 31, 2025	For the year ended March 31, 2024
Utkarsh Classes & Edutech Private Limited	(140.45)	-
Preponline Futurist Private Limited	(22.79)	-
iNeuron Intelligence Private Limited	(41.54)	-
Xylem Learning Private Limited	20.21	323.71
Total	**(184.57)**	**323.71**

Information regarding non-controlling interest

	Utkarsh Classes & Edutech Private Limited	Preponline Futurist Private Limited	iNeuron Intelligence Private Limited	Xylem Learning Private Limited	Total
Accumulated balances of material NCI as at March 31, 2023 (refer note 10(h))	**812.71**	**36.84**	**475.17**	**-**	**1,324.72**
Add/(less): Profit/(loss) allocated to material NCI (refer note 10(b))	(134.77)	2.24	(341.93)	(246.34)	(720.80)
Less: Share of amortisation on Separately identifiable assets allocated to material NCI (refer note 10(b))	(61.01)	(12.14)	(76.17)	(35.78)	(185.10)
Add: Share in accumulated profits till the date of acquisition	-	-	-	16.82	16.82
Add: Share in separately identifiable asset at the date of acquisition	-	-	-	306.90	306.90
Accumulated balances of material NCI as at March 31, 2024 (refer note 10(h))	**616.93**	**26.93**	**57.07**	**41.60**	**742.53**
Add/(less): Profit/(loss) allocated to material NCI (refer note 10(b))	(31.52)	4.62	(6.73)	(119.71)	(153.34)
Less: Share of amortisation on Separately identifiable assets allocated to material NCI (refer note 10(b))	(53.38)	(8.76)	(8.80)	(44.11)	(115.05)
Add/(less): Adjustment on account of change in percentage holding of NCI (refer note no 42(c))	(140.45)	(22.79)	(41.54)	20.21	(184.57)
Accumulated balances of material NCI as at March 31, 2025 (refer note 10(h))	**391.58**	**-**	**-**	**(102.01)**	**289.57**

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The summarised financial information of these subsidiaries is provided below. This information is based on amounts before inter-Group eliminations.

Summarised statement of profit and loss for the year ended March 31, 2025:

	Utkarsh Classes & Edutech Private Limited	Preponline Futurist Private Limited	iNeuron Intelligence Private Limited	Xylem Learning Private Limited
Revenue	1,689.56	45.24	42.62	3,222.62
Depreciation and amortisation	228.39	0.38	12.05	367.81
Interest income	56.45	0.06	2.26	4.68
Interest expense	46.20	0.00	2.95	98.33
Profit for the year	(78.06)	5.85	(42.25)	(316.47)
Income tax expense*	-	(1.49)	-	-
Other comprehensive (loss) / income for the year	4.66	-	-	3.79
Total comprehensive income for the year	(73.40)	4.36	(42.25)	(312.68)
Attributable to:				
Equity holders of parent	(41.88)	(0.26)	(35.52)	(192.97)
Non-controlling interest	(31.52)	4.62	(6.73)	(119.71)

* Income tax expenses has not been considered in Utkarsh and Xylem since deferred tax assets is reversed in Consolidated financial statements on date of acquisition.

Summarised statement of profit and loss for the year ended March 31, 2024:

	Utkarsh Classes & Edutech Private Limited	Prepaline Futurist Private Limited	iNeuron Intelligence Private Limited	Xylem Learning Private Limited (From June 16, 2023 to March 31, 2024)
Revenue	1,469.66	45.68	274.99	2,024.00
Depreciation and amortisation	246.25	0.60	31.69	144.62
Interest income	15.19	-	1.40	1.00
Interest expense	40.82	0.03	3.14	23.21
Profit for the year	(298.30)	2.49	(40.12)	(614.91)
Income tax expense*	-	(0.64)	1.24	-
Other comprehensive (loss) / income for the year	5.21	(0.04)	0.50	0.68
Total comprehensive income for the year	(293.09)	1.81	(40.86)	(614.23)
Attributable to:				
Equity holders of parent	(158.32)	(0.43)	301.07	(367.89)
Non-controlling interest	(134.77)	2.24	(341.93)	(246.34)

* Income tax expenses has not been considered in Utkarsh and Xylem since deferred tax assets is reversed in Consolidated financial statements on date of acquisition.

Summarised balance sheet as at March 31, 2025:

	Utkarsh Classes & Edutech Private Limited	Prepaline Futurist Private Limited	iNeuron Intelligence Private Limited	Xylem Learning Private Limited
Non current assets	893.39	0.71	6.26	736.75
Current assets	653.49	19.61	1.23	436.45
Non-current liabilities	(380.61)	(0.02)	(22.37)	(1,291.94)
Current liabilities	(681.93)	(23.88)	(6.25)	(765.72)
Total equity	484.34	(3.58)	(21.09)	(884.46)
The above amounts of assets and liabilities include the following :				
Cash and cash equivalents	194.01	2.41	0.98	98.23
Current financial liabilities (excluding trade payables and provisions)	133.11	1.69	1.34	85.52
Non current financial liabilities (excluding trade payables and provisions)	365.65	-	22.37	1,287.39
Attributable to:				
Equity holders of parent (A)	306.34	(3.58)	(21.09)	(604.89)
Non-controlling interest (B)	177.99	-	-	(279.59)
Adjustment made in Consolidated financial statement allocated to material non controlling interest* (C)	213.59	-	-	(77.58)
Total Non-controlling interest (D) = (B)+(C)	391.58	-	-	(102.01)

*Majorly on account of separately identifiable recognised and deferred tax assets reversed on date of acquisition.

Summarised balance sheet as at March 31, 2024:

	Utkarsh Classes & Edutech Private Limited	Preponline Futurist Private Limited	iNeuron Intelligence Private Limited	Xylem Learning Private Limited
Non current assets	1,069.75	1.26	107.08	838.09
Current assets	562.03	15.80	11.16	412.51
Non-current liabilities	(358.73)	(0.13)	(13.65)	(858.50)
Current liabilities	(603.95)	(25.09)	(83.42)	(737.32)
Total equity	**669.10**	**(8.16)**	**21.17**	**(345.22)**
The above amounts of assets and liabilities include the following :				
Cash and cash equivalents	60.16	4.21	3.40	114.02
Current financial liabilities (excluding trade payables and provisions)	(68.31)	3.87	14.60	63.19
Non current financial liabilities (excluding trade payables and provisions)	340.42	-	12.90	856.55
Attributable to:				
Equity holders of parent (A)	341.24	(0.82)	6.91	(208.34)
Non-controlling interest (B)	327.86	(7.34)	14.26	(136.88)
Adjustment made in Consolidated financial statement allocated to material non controlling interest* (C)	289.07	34.27	42.81	178.48
Total Non-controlling interest (D) = (B)+(C)	**616.93**	**26.93**	**57.07**	**41.60**

*Majority on account of separately identifiable recognised and deferred tax assets reversed on date of acquisition.

Summarised cash flow information for the year ended March 31, 2025:

	Utkarsh Classes & Edutech Private Limited	Preponline Futurist Private Limited	iNeuron Intelligence Private Limited	Xylem Learning Private Limited
Operating	389.78	1.94	(28.65)	12.47
Investing	(55.14)	(1.57)	10.77	(198.62)
Financing	(199.79)	(2.19)	15.46	170.36
Net increase/(decrease) in cash and cash equivalents	**134.85**	**(1.82)**	**(2.42)**	**(15.79)**

Summarised cash flow information for the year ended March 31, 2024:

	Utkarsh Classes & Edutech Private Limited	Preponline Futurist Private Limited	iNeuron Intelligence Private Limited	Xylem Learning Private Limited (From June 16, 2023 to March 31, 2024)
Operating	172.40	4.87	(6.15)	(816.87)
Investing	(108.25)	0.27	25.82	(342.81)
Financing	(108.89)	(0.03)	(34.20)	949.91
Net increase/(decrease) in cash and cash equivalents	**(44.74)**	**5.11**	**(14.53)**	**(209.77)**

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43 Group information (contd)

c) Additional information pursuant to paragraph 12.3 of Division II of Schedule III to the Companies Act, 2013 - 'General instructions for the preparation of consolidated financial statements of Division II of Schedule III.

Name of the entity in the Group	Net Assets (total Assets minus total liabilities)		Share in Profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As at March 31, 2025		For the year ended March 31, 2025		For the year ended March 31, 2025		For the year ended March 31, 2025	
	As a % of consolidated net assets	Amount	As a % of consolidated net profit or (loss)	Amount	As a % of consolidated other comprehensive income	Amount	As a % of consolidated total comprehensive income	Amount
Parent Company								
Physicswallah Limited (formerly known as Physicswallah Private Limited)	129.40%	(9,728.31)	62.72%	(1,354.20)	93.55%	22.46	62.38%	(1,331.74)
Subsidiaries								
Indian								
Utkarsh Classes & Edutech Private Limited	3.18%	484.73	9.36%	(200.79)	19.42%	4.66	9.19%	(196.13)
Penpencil Edu Services Private Limited	1.83%	278.96	11.06%	(238.27)	0.19%	0.04	11.18%	(238.23)
iNeuron Intelligence Private Limited	(0.14%)	(21.10)	1.96%	(42.25)	0.00%	-	1.98%	(42.25)
Prepoline Futurist Private Limited	(0.02%)	(3.58)	(0.20%)	4.36	0.00%	-	(0.20%)	4.36
Xylem Learning Private Limited	(5.80%)	(884.46)	24.70%	(533.29)	15.77%	3.79	24.80%	(529.50)
Bharat innovation Global Private Limited	-	0.05	-	(0.05)	-	-	-	(0.05)
Finz Fintech Private Limited	-	0.56	(0.02%)	0.46	-	-	(0.02%)	0.46
Finz Finance Private Limited	0.73%	110.77	(0.04%)	0.77	-	-	(0.04%)	0.77
PW Foundation	(0.02%)	(2.41)	0.16%	(3.64)	-	-	0.17%	(3.64)
Foreign								
Knowledge Planet Holdings Limited	(1.22%)	(186.47)	11.03%	(238.06)	(7.11%)	(1.71)	11.23%	(239.77)
Total	**127.94%**	**(9,505.36)**	**120.67%**	**(2,605.46)**	**121.82%**	**29.24**	**120.67%**	**(2,576.22)**
Non controlling Interest	(1.90%)	(289.57)	(12.67%)	273.62	(21.82%)	(5.23)	(12.57%)	268.39
Inter-company elimination and adjustments	(26.04%)	(3,970.25)	(8.00%)	172.88	0.00%	-	(8.10%)	172.88
Total	**100.00%**	**(15,245.54)**	**100.00%**	**(2,158.96)**	**100.00%**	**24.01**	**100.00%**	**(2,134.95)**

Name of the entity in the Group	Net Assets (total Assets minus total liabilities)		Share in Profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As at March 31, 2024		For the year ended March 31, 2024		For the year ended March 31, 2024		For the year ended March 31, 2024	
	As a % of consolidated net assets	Amount	As a % of consolidated net profit or (loss)	Amount	As a % of consolidated other comprehensive income	Amount	As a % of consolidated total comprehensive income	Amount
Parent Company								
Physicswallah Limited (formerly known as Physicswallah Private Limited)	69.01%	(8,601.64)	102.04%	(10,709.73)	84.86%	27.56	102.99%	(10,682.17)
Subsidiaries								
Utkarsh Classes & Edutech Private Limited	(5.37%)	669.9)	1.47%	(153.22)	16.03%	5.21	1.43%	(148.01)
Penpencil Edu Services Private Limited	0.02%	(3.10)	0.16%	(16.42)	2.11%	0.68	0.15%	(15.74)
iNeuron Intelligence Private Limited	(0.17%)	21.13	0.40%	(41.37)	1.53%	0.50	0.39%	(40.87)
Prepoline Futurist Private Limited	0.07%	(8.26)	(0.02%)	2.54	(0.16%)	(0.05)	(0.02%)	2.49
Xylem Learning Private Limited	2.83%	(352.20)	3.90%	(405.31)	2.09%	0.68	3.90%	(404.63)
Foreign								
Knowledge Planet Holdings Limited	0.05%	(5.99)	2.65%	(277.53)	0.00%	-	2.68%	(277.53)
Total	**66.44%**	**(8,280.15)**	**111.50%**	**(11,601.04)**	**106.46%**	**34.58**	**111.52%**	**(11,566.46)**
Non controlling Interest	5.96%	(742.53)	(8.72%)	907.00	(3.39%)	(1.10)	(8.73%)	905.90
Inter-company elimination and adjustments	27.60%	(3,443.40)	(2.78%)	288.28	(3.07%)	(1.00)	(2.79%)	287.28
Total	**100.00%**	**(12,466.08)**	**100.00%**	**(10,405.76)**	**100.00%**	**32.48**	**100.00%**	**(10,373.28)**

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44 Disclosure required under Sec 186(4) of the Companies Act 2013

The particulars of loans are disclosed below as required by Sec 186(4) of Companies Act 2013:

Name of the loanee	As at March 31, 2025			As at March 31, 2024		
	Loan given/ (repaid)	Outstanding balance	Maximum amount outstanding during the year	Loan given/ (repaid)	Outstanding balance	Maximum amount outstanding during the year
Lijeesh Kumar	40.00	41.12	41.12	-	-	-
Vinesh Kumar	20.00	20.79	20.79	-	-	-
Sasikumar Anandhu	20.00	20.79	20.79	-	-	-
Gurukulam Education Trust	150.00	222.36	222.36	72.00	72.34	72.34

45 The Group and its associate has used third party accounting software and other sub-systems for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same was operated throughout the year for all relevant transaction recorded in the software, however (a) with respect to a sub-system, audit trail feature is neither enabled nor operated throughout the year at database level, b) with respect to another sub-system, audit trail feature is neither enabled nor operated throughout the year at both application and database level, and (c) for another sub-system there is no audit trail related controls in Service Organisation Controls report.

Further, the Group and its associate has preserved the audit trail to the extent it was enabled and recorded in respect of those years as per the statutory requirements for record retention with respect to the aforesaid softwares.

46 The Group has maintained proper books of accounts as required by the law except that in respect of three subsystem (for maintenance of online sales records and lease records), the Company does not have server located in India for daily back up of the books of accounts and other books and papers maintained in electronic mode. The Company is in process of setting up server in India in order to be in compliance with Rules as applicable under Companies Act, 2013.

47 Other Statutory Information

(i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the group for holding any Benami property.

(ii) The Group has balance with the below-mentioned companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956:

Name of struck off Group	Nature of transactions with struck-off company	Balance outstanding (INR in millions)		Relationship with the Struck off company, if any, to be disclosed
		As at March 31, 2025	As at March 31, 2024	
Affinity Excellence Private Limited	Student support service	0.20	0.27	Vendor

(iii) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory year except for Utkarsh Classes & Edutech Private Limited ("Subsidiary") as per details mentioned below:

Sr. No.	Lender	Loan Amount Sanctioned	Loan Amount outstanding as on balance sheet date	Security for the Charge	Date of Creation	Statutory due date by which the form must have been filed	Reason for non-filing
1	HDFC Bank Ltd	100.00	The loan amount outstanding is Nil and INR 50.30 millions as on March 31, 2025 and March 31, 2024 respectively.	FDR with HDFC Bank Shown under Current Assets	26-03-2024	25-04-2024	Non Co-operation from the Bank

(iv) The Group has not been declared wilful defaulter by any bank or financial institution or other lender.

(v) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(vi) Following are the details of the funds advanced by the Company to Intermediaries for further advancing to the Ultimate beneficiaries:

Name of the intermediary to which the funds are advanced	Date of Funds advanced	Amount of funds advanced	Date on which funds are further advanced invested by Intermediaries to other intermediaries or Ultimate Beneficiaries	Amount of fund further advanced or loaned or invested by such Intermediaries to other intermediaries or Ultimate Beneficiaries	Ultimate Beneficiary
Penpencil Edu Services Private Limited	July 23, 2024	25.00	July 23, 2024	25.00	Gurukulam Education Trust
	August 31, 2024	17.00	September 03, 2024	7.00	
			October 15, 2024	10.00	
	December 24, 2024	510.28	December 26, 2024	45.00	Knowledge Planet Holdings Limited
			December 27, 2024	10.00	Gurukulam Education Trust
			January 7, 2025	5.00	
			February 10, 2025	21.00	
			February 25, 2025	10.00	
Lord Krishna Services Limited	November 14, 2024	200.00	Various dates	246.86	Students
	February 20, 2024	105.00	Various dates	63.34	Employees of the company

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PHYSICSWALLAH LIMITED

47 Other Statutory Information (Continued)

(vii) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding party) with the understanding (whether recorded in writing or otherwise) that the Group shall

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

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

(viii) The Group 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, and there are no companies beyond the specified layers.

For S.R. Batliboi & Associates LLP
Chartered Accountants
Firm Reg. No.: 101049W/E300004

per Vineet Kedia
Partner
Membership No. : 212230

Place: Mumbai
Date: August 13, 2025

For and on behalf of the Board of Directors of
Physicswallah Limited (formerly known as Physicswallah Private Limited)

Prateek Maheshwari
Whole-Time Director
DIN: 07113866

Place: Noida
Date: August 13, 2025

Alakh Pandey
Whole-Time Director & CEO
DIN: 08

Place: Noida
Date: August 13, 2025

Amit Sachdeva
Chief Financial Officer

Place: Noida
Date: August 13, 2025

Ajinkya Rajendra Jain
Company Secretary
Membership No. A33261

Place: Noida
Date: August 13, 2025

S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants

67, Institutional Area
Sector 44, Gurugram - 122 003
Haryana, India

Tel: +91 124 681 6000

INDEPENDENT AUDITOR'S REPORT

To the Members of Physicswallah Limited (formerly known as Physicswallah Private Limited)

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Physicswallah Limited (formerly known as Physicswallah Private Limited) ("the Company"), which comprise the Balance sheet as at March 31, 2025, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us , the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the 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 audit opinion on the standalone financial statements.

Other Information

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

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

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

The Director's report is not made available to us as at the date of this auditor's report. We have nothing to report in this regard.

Responsibilities of the Management for the Standalone 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 standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity 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 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

S.R. Batliboi & Associates LLP Gurugram

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report to the extent applicable, that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except that (i) the backup of the books of account and other books and papers for certain applications as explained in Note 46 to the standalone financial statements, in electronic mode has not been maintained on servers physically located in India on daily basis (ii) for the matters stated in serial number (vi) of paragraph (i) below on reporting under Rule 11(g);

   (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

   (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

   (e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;



(f) The qualifications relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph (b) above on reporting under Section 143(3)(b) and serial number (vi) of paragraph (i) below on reporting under Rule 11(g);

(g) With respect to the adequacy of the internal financial controls with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

(h) In our opinion, the managerial remuneration for the year ended March 31, 2025 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(i) 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 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 standalone financial statements - Refer Note 39 to the standalone 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 were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;

iv. a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the Note 47(vi) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. No dividend has been declared or paid during the year by the Company.

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vi. Based on our examination which included test checks, the Company has used third party accounting software and sub-systems for maintaining its books of accounts which has a feature of recording audit trail (edit-log) facility and the same has operated throughout the year for all relevant transaction recorded in the software except, as explained in note 45 of the standalone financial statement, (i) in respect of sub-system where audit trail feature is neither enabled nor operated throughout the year at database level, (ii) in respect of another sub-system where audit trail feature is neither enabled nor operated throughout the year, and (iii) for another sub-system, in the absence of audit trail related controls in service organisation controls report, we are unable to comment on whether audit trail feature was enabled and 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 audit trail feature being tampered with, in respect of accounting software and sub-system where the audit trail has been enabled. Additionally, with respect to main accounting software and third-party sub systems, the audit trail has not been preserved by the Company as per the statutory requirements for record retention, as stated in Note 45 to the financial statements.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004



per Vineet Kedia
Partner
Membership Number: 212230
UDIN: 25212230BMKOTF3632
Place: Mumbai
Date: August 13, 2025

Annexure '1' to the Independent Auditor's report referred to in paragraph 1 of "Report on Other Legal and Regulatory Requirements" of our report of even date.

Re: Physicswallah Limited (formerly known as Physicswallah Private Limited) ('the Company')

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i) (a)(A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property plant and equipment and investment property.

(a)(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) All Property, Plant and Equipment were physically verified by the management during the year in accordance with a planned programme of verifying them once in three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Material discrepancies amounting to Rs. 101.78 million were noticed on such verification.

(c) There is no immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), held by the Company and accordingly, the requirement to report on clause 3(i)(c) of the Order is not applicable to the Company.

(d) The Company has not revalued its Property, Plant and Equipment during the year ended March 31, 2025.

(e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The inventory has been physically verified by the management during the year except for inventories lying with third parties. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate. Inventories lying with third parties have been confirmed by them as at March 31, 2025. The management has not maintained detailed records for the inventories lying at certain locations and its reconciliation with physical inventory at the year end, therefore we are unable to comment on the discrepancies, if any.

(b) The Company has been sanctioned working capital limits in excess of Rs. fifty millions in aggregate from banks during the year on the basis of security of current assets of the Company. As represented by the Company, no quarterly returns/statements is required to be filed by Company to Banks. The Company do not have sanctioned working capital limits in excess of Rs. fifty millions in aggregate from financial institutions during the year.

(iii) (a) During the year, the Company has provided loans, advances in the nature of loans, stood guarantee and provided security to its subsidiary companies, employees and others as follows:

(Amount in Rs. million)

Particulars	Loans
Aggregate amount granted/ provided during the year	
- Subsidiaries	967.49

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- Employees	31.62
- Others	80.00
Balance outstanding as at balance sheet date in respect of above cases	
- Subsidiaries	1,118.82
- Employees	64.15
- Others	82.69

During the year, the Company has not granted any loan, advance in the nature of loans, stood guarantee or security to any firms or limited liability partnership.

(b) During the year, the terms and conditions of the grant of all loans and advances in the nature of loans and investments to its subsidiary companies, employees or other parties are not prejudicial to the Company's interest except for the unsecured investment made by the Company of INR 310.44 Mn are prejudicial to the Company's interest primarily due to the effective interest/return being lower than prevailing rates of comparable securities.

Further, during the year the Company has made a provision of Rs. 22.34 million against a loan of Rs. 26 million given to one of its subsidiary company. During the year, the Company has not provided any guarantee or given any security.

(c) The Company has granted loans to the employees and others, where the schedule of repayment of principal and payment of interest has been stipulated, and the repayment or receipts are regular. In respect of loan granted to two subsidiary companies, the schedule of repayment of principal and payment of interest has not been stipulated in the agreement. Hence, we are unable to make specific comment on the regularity of repayment of principal and payment of interest in respect of such loans.

(d) There are no amounts of loans and advances in nature of loans granted to its employees, subsidiary companies or any other parties which is overdue for more than ninety days.

(e) The Company has granted loans to its employees, subsidiary companies and other parties which had fallen due during the year and the Company has extended such loans during the year to the respective parties to settle the dues of the existing loans.

The aggregate amount of such dues extended and the percentage of the aggregate to the total loans or advances in the nature of loans granted during the year are as follows:

(Amount in Rs. million)

Name of Parties	Aggregate amount of loans or advances in the nature of loans granted during the year	Aggregate overdue amount settled by renewal or extension or by fresh loans granted to same parties	Percentage of the aggregate to the total loans or advances in the nature of loans granted during the year
Xylem Learning Private Limited	731.00	731.00	75.56%

(f) As disclosed in note 31 to the standalone financial statements, the Company has granted loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to two of its subsidiary companies as stated below:

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(Amount in million)

Particulars	Subsidiary Company
Aggregate amount of loans/ advances in nature of loans - Repayable on demand	1,118.82
Percentage of loans/ advances in nature of loans to the total loans	95%

(iv) There is no loans, investments, guarantees and security in respect of which provisions of sections 185 of the Companies Act, 2013 are applicable and hence not commented upon. Further, according to the information and explanations given to us, provisions of section 186 of the Companies Act, 2013 in respect of loans, investments and, guarantees and security have been complied with by the Company.

(v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

(vi) The Company is in the process of updating the specified accounts and records pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the education services.

(vii) (a) Undisputed statutory dues including goods and services tax, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases of provident fund and employees' state insurance.

According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(b) The dues of goods and services tax have not been deposited on account of any dispute, are as follows:

Name of the Statue	Nature of the Dues	Amounts (Rs. in Million)	Period to which the amount relates	Forum where the dispute is pending
The Central Goods and Services Tax Act, 2017	Goods and Services Tax	159.06	FY 2021-22 to FY 2023-24	Assessing officer
The Central Goods and Services Tax Act, 2017	Goods and Services Tax	0.89	Jan-24	Additional Commissioner, GR-II, UPGST

(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

(ix) (a) 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) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) Term loans were applied for the purpose for which the loans were obtained.

(d) On an overall examination of the standalone financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) On an overall examination of the standalone financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.

(x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has complied with provisions of Section 42 and 62 of the Companies Act, 2013 in respect of the preferential allotment / private placement of shares fully or partially during the year. The amount raised, have been used for the purpose for which the funds were raised except for surplus funds amounting to Rs. 12,672.39 million which were not required for immediate utilization and which have been gainfully invested in liquid investments payable on demand. The maximum amount of idle/surplus funds invested during the year was Rs. 12,672.39 million, out of which Rs. 12,672.39 million was outstanding at the end of the year.

(xi) (a) No material fraud by the Company or no material fraud on the Company has been noticed or reported during the year.

(b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed in Form ADT - 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a), (b) and (c) of the Order is not applicable to the Company.

(xiii) Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.

(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

(xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

S.R. Batliboi & Associates LLP * Gurugram *

(xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.

(b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.

(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.

(d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.

(xvii) The Company has not incurred cash losses in the current financial year. The Company has not incurred cash losses in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

(xix) On the basis of the financial ratios disclosed in note 41 to the financial statements, 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, 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 provisions of Section 135 to the Companies Act, 2013 in relation to Corporate Social Responsibility is not applicable to the Company. Accordingly, the requirement to report on clause 3(xx)(a) of the Order is not applicable to the Company.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm registration number: 101049W/E300004

per Vineet Kedia
Partner
Membership Number: 212230
UDIN: 25212230BMKOTF3632
Place: Mumbai
Date: August 13, 2025

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF PHYSICSWALLAH LIMITED (FORMERLY KNOWN AS PHYSCISWALLAH PRIVATE LIMITED)

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

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

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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 Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by 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 these standalone financial statements was 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 these standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to these standalone 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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 these standalone financial statements.

S.R. Batliboi & Associates LLP
Gurugram

Meaning of Internal Financial Controls With Reference to these standalone Financial Statements

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

Inherent Limitations of Internal Financial Controls With Reference to standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone 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 standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **S.R. Batliboi & Associates LLP**
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004



per Vineet Kedia
Partner
Membership Number: 212230
UDIN: 25212230BMKOTF3632
Place: Mumbai
Date: August 13, 2025

Physicswallah Limited (formerly known as Physicswallah Private Limited)
CIN: U80900UP2020PLC129223
Standalone Balance Sheet as at March 31, 2025
(All amounts are in INR millions except for number of shares, unless otherwise stated)

	Notes	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non-current assets			
Property, plant and equipment	5(a)	2,187.69	1,968.48
Capital work in progress	5(a)	65.61	-
Goodwill	5(b)	240.58	240.58
Other intangible assets	5(b)	377.42	489.34
Intangible assets under development	5(c)	27.62	3.19
Right-of-use assets	11	8,406.37	6,649.84
Financial assets			
i. Investments	6(a)	4,875.06	3,716.42
ii. Loans	6(c)	1,178.02	802.74
iii. Other financial assets	6(g)	1,670.62	2,219.42
Deferred tax assets (net)	29	937.17	783.19
Non-current tax asset (net)	15	205.13	168.19
Other non-current assets	8	86.66	131.79
Total non-current assets		**20,257.95**	**17,173.18**
Current assets			
Inventories	7	709.85	477.92
Financial assets			
i. Investments	6(b)	13,407.20	1,441.48
ii. Trade receivables	6(d)	325.29	168.06
iii. Cash and cash equivalents	6(e)	220.67	277.70
iv. Bank balances other than (iii) above	6(f)	1,214.01	258.25
v. Loans	6(c)	65.32	368.76
vi. Other financial assets	6(g)	5,047.87	3,283.01
Other current assets	8	521.64	179.49
Total current assets		**21,511.85**	**6,454.67**
Total assets		**41,769.80**	**23,627.85**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	9(a)	2,183.90	60.00
Instrument entirely equity in nature	9(b)	8,344.48	-
Other equity	10	9,197.84	(8,661.64)
Total equity		**19,726.22**	**(8,601.64)**
Non-current liabilities			
Financial liabilities			
i. Borrowings	13(a)	-	16,484.53
ii. Lease liabilities	12	7,734.61	6,107.85
iii. Other financial liabilities	13(c)	1,536.56	778.51
Other non-current liabilities	16	294.00	-
Provisions	14	201.82	88.91
Total non-current liabilities		**9,766.99**	**23,459.80**
Current liabilities			
Financial liabilities			
i. Borrowings	13(a)	-	332.27
ii. Lease liabilities	12	1,391.26	962.88
iii. Trade payables			
- Total outstanding dues of micro and small enterprises; and	13(b)	141.21	182.46
- Total outstanding dues of creditors other than micro and small enterprises	13(b)	1,410.13	718.85
iv. Other financial liabilities	13(c)	940.45	825.97
Other current liabilities	16	8,223.15	5,652.63
Provisions	14	170.39	94.63
Total current liabilities		**12,276.59**	**8,769.69**
Total equity and liabilities		**41,769.80**	**23,627.85**
Summary of material accounting policies	2-4		
The accompanying notes are an integral part of the standalone financial statements.	1-47		

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
Firm Reg. No.: 101049W/E300004

per Vineet Kedia
Partner
Membership No. : 212230

Place: Mumbai
Date: August 13, 2025

For and on behalf of the Board of Directors of
Physicswallah Limited (formerly known as Physicswallah Private Limited)

Prateek Boob
Whole-Time Director
DIN: 07113666

Place: Noida
Date: August 13, 2025

Alakh Pandey
Whole-Time Director & CEO
DIN: 08755719

Place: Noida
Date: August 13, 2025

Amit Sachdeva
Chief Financial Officer

Place: Noida
Date: August 13, 2025

Ajinkya Rajendra Jain
Company Secretary
Membership No. A33261

Place: Noida
Date: August 13, 2025

Physicswallah Limited (formerly known as Physicswallah Private Limited)
CIN: U80900UP2020PLC129223
Standalone Statement of Profit and loss for the year ended March 31, 2025
(All amounts are in INR millions except for number of shares, unless otherwise stated)

	Notes	For the year ended March 31, 2025	For the year ended March 31, 2024
Income			
Revenue from operations	17	23,339.81	15,364.76
Other income	18	1,616.28	787.24
Total income		24,956.09	16,152.00
Expenses			
Direct expenses	19	2,976.63	1,995.44
Purchase of traded goods sold	20	331.86	322.45
Change in Inventories	21(a)	(177.79)	(105.71)
Cost of raw material and components consumed	21(b)	719.47	480.92
Employee benefits expenses	22	12,641.41	10,210.28
Finance costs	23	770.66	590.52
Depreciation and amortisation expense	24	2,667.67	2,112.85
Net loss on remeasurement of financial instruments at fair value	25	951.19	7,765.88
Other expenses	27	5,163.82	3,456.24
Total expenses		26,044.92	26,828.87
Loss before exceptional items and tax		(1,088.83)	(10,676.87)
Exceptional items			
Inpairment loss on investment in subsidiaries	27(b)	415.77	633.86
Loss before tax		(1,504.60)	(11,310.73)
Tax expenses			
Current tax	29	13.14	-
Deferred tax credit	29	(161.52)	(600.95)
Total tax expenses /(credit)		(148.38)	(600.95)
Loss for the year		(1,356.22)	(10,709.78)
Other comprehensive income			
A. Items that will not to be reclassified to profit or loss in subsequent period			
Re-measurement gain on defined benefit plans	32	30.01	36.83
Income tax effect on above	29	(7.55)	(9.27)
Other comprehensive income for the year, net of tax		22.46	27.56
Total comprehensive loss for the year		(1,333.76)	(10,682.22)
Loss per equity share (nominal value per share of INR 1 each):			
Basic	28	(0.54)	(4.93)
Diluted	28	(0.54)	(4.93)
Summary of material accounting policies	2-4		
The accompanying notes are an integral part of the standalone financial statements.	1-47		

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
Firm Reg. No.: 101049W/E300004

per Vineet Kedia
Partner
Membership No. : 212230

Place: Mumbai
Date: August 13, 2025

For and on behalf of the Board of Directors of
Physicswallah Limited (formerly known as Physicswallah Private Limited)

Prateek Bo	**Alakh Pandey**	**Amit Sachdeva**	**Ajinkya Rajendra Jain**
Whole-Time Director	Whole-Time Director & CEO	Chief Financial Officer	Company Secretary
DIN: 07113[illegible]	DIN: [illegible]5719		Membership No. A33261
Place: Noida	Place: Noida	Place: Noida	Place: Noida
Date: August 13, 2025	Date: August 13, 2025	Date: August 13, 2025	Date: August 13, 2025

Physicswallah Limited (formerly known as Physicswallah Private Limited)
CIN: U80900UP2020PLC129223
Standalone Statement of Cash Flows for the year ended March 31, 2025
(All amounts are in INR millions except for number of shares, unless otherwise stated)

	For the year ended March 31, 2025	For the year ended March 31, 2024
A. Cash flow from operating activities		
Loss before tax	**(1,504.60)**	**(11,310.73)**
Adjustments:		
Depreciation of property, plant and equipment	1,105.12	981.32
Depreciation on right of use assets	1,430.63	1,072.28
Amortisation of other intangible assets	131.92	59.25
Provision for diminution in value of investment in subsidiary	415.77	633.86
Net loss on remeasurement of CCPS	-	7,564.66
Net loss on remeasurement of derivative assets & liabilities	951.19	201.22
Share based payment to employees	818.18	1,068.39
Settlement of compensation options	-	(96.47)
Provision for inventory obsolescence	66.81	(42.97)
Provision for expected credit losses	59.31	-
Property, plant and equipment and Intangibles under development Written off	109.20	-
Impairment of loan to subsidiary	22.34	-
Interest income	(582.56)	(473.05)
Finance costs	670.31	578.98
Write back on lease termination	(50.05)	-
Excess provision written back	(3.36)	-
Unrealised gain on investments	(450.91)	-
Unwinding of interest on deferred consideration	1.31	6.42
Profit on sale of investments	(239.82)	(223.73)
Operating profit before working capital changes	**2,950.79**	**19.43**
Movement in working capital:		
(Increase) in inventories	(298.73)	(221.54)
Decrease/ (Increase) in loans	(24.61)	(13.94)
(Increase) in trade receivables	(171.61)	(110.03)
(Increase) in other financial assets	(660.07)	(685.06)
(Increase) in other current assets	(346.12)	(34.62)
Increase in trade payables	650.03	487.16
Increase/ (Decrease) in other financial liabilities	(429.67)	577.78
Increase in provisions	222.05	154.96
Increase in other current liabilities	2,864.48	2,828.67
Cash generated from operations	**4,756.54**	**3,002.81**
Direct taxes paid (net of refunds and interest)	(50.09)	(55.10)
Net cash generated from operating activities (A)	**4,706.45**	**2,947.71**
B. Cash flows from investing activities		
Purchase of property, plant and equipment (including capital work in progress)	(1,307.05)	(1,837.16)
Purchase of intangible assets	(44.43)	(224.50)
Investment in subsidiaries	(1,156.55)	(883.45)
Investment in associate	(50.00)	-
Loan (given)/repayment to/from related parties	71.01	(842.51)
Loan given to other parties	(38.72)	-
Purchase of investments	(46,777.50)	(7,969.49)
Proceeds from sale of investments	35,192.07	8,806.36
Maturity of bank deposits	5,157.93	5,911.97
Investment in bank deposits	(6,246.75)	(4,909.98)
Interest received	47.28	451.88
Net cash used in investing activities (B)	**(15,152.71)**	**(1,496.88)**
C. Cash flows from financing activities		
Proceeds from issuance of compulsorily convertible preference shares	12,672.38	-
Proceed from exercise price of share options	5.63	-
Repayment of interest portion of the lease liabilities	(637.67)	(501.56)
Repayment of principal portion of the lease liabilities	(954.73)	(592.49)
Interest paid	(26.41)	(77.42)
Repayment of borrowings	(669.96)	(305.56)
Net cash used in financing activities (C)	**10,389.24**	**(1,477.03)**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**(57.03)**	**(26.20)**
Cash and cash equivalents at the beginning of the year	277.70	303.90
Cash and cash equivalents at the end of the year	**220.67**	**277.70**

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S.R. Batliboi & Associates LLP

PHYSICSWALLAH LIMITED

Physicswallah Limited (formerly known as Physicswallah Private Limited)
CIN: U80900UP2020PLC129223
Standalone Statement of Cash Flows for the year ended March 31, 2025
(All amounts are in INR millions except for number of shares, unless otherwise stated)

	As at March 31, 2025	As at March 31, 2024
Components of cash and cash equivalents		
Balances with banks (refer note 6(e))		
on current account	157.35	224.61
Cash on hand (refer note 6(e))	60.46	46.92
Cash on transit (refer note 6(e))	2.86	6.17
	220.67	**277.70**

The above Statement of Cash Flows has been prepared under the 'indirect method' as set out in Ind AS 7 'Statement of Cash flows'.

Refer 6(e)(i). Changes in liabilities arising from financing activities and non-cash financing and investing activities

Summary of material accounting policies	2-4
The accompanying notes are an integral part of the standalone financial statements.	1-47

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
Firm Reg. No.: 101049W/E300004

per Vineet Kedia
Partner
Membership No. : 212230

Place: Mumbai
Date: August 13, 2025

For and on behalf of the Board of Directors of
Physicswallah Limited (formerly known as Physicswallah Private Limited)

Prateek Bo[illegible]
Whole-Time Director
DIN: 07113[illegible]

Place: Noida
Date: August 13, 2025

Alakh Pandey
Whole-Time Director & CEO
DIN: [illegible]719

Place: Noida
Date: August 13, 2025

Amit Sachdeva
Chief Financial Officer

Place: Noida
Date: August 13, 2025

Ajitya Rajendra Jain
Company Secretary
Membership No. A33261

Place: Noida
Date: August 13, 2025

Physicswallah Limited (formerly known as Physicswallah Private Limited)
CIN: U80900UP2020PLC129223
Standalone Statement of Changes in Equity for the year ended March 31, 2025
(All amounts are in INR millions except for number of shares, unless otherwise stated)

(a) Equity share capital

	Number of shares	Amount
Issued, subscribed and fully paid up		
As at April 1, 2023	60,000,013	60.00
Issue of equity share capital	-	-
As at March 31, 2024	60,000,013	60.00
Issue of equity share capital*	663,884	0.66
Issue of bonus shares	2,123,236,395	2,123.24
As at March 31, 2025	2,183,900,292	2,183.90

* This includes 101,200 shares issued in exchange for Preponline shares pursuant to the share purchase agreement (see Note 42(b)(i)).

(b) Instruments entirely equity in nature "Compulsorily Convertible Preference Shares ("CCPS")"

	Number of shares	Amount
A. Issued shares, subscribed and fully paid-up shares		
As at April 1, 2023	-	-
Issuance of CCPS	-	-
As at March 31, 2024	-	-
Reclass from financial liabilities		
Series A CCPS (refer note 9(b))	2,666,654	3,450.33
Series A1 CCPS (refer note 9(b))	4,000,000	4,852.37
Issuance of CCPS		
Series B CCPS (refer note 9(b))	4,178,616	41.78
As at March 31, 2025 (refer note 9(b)	10,845,270	8,344.48

(c) Other equity

	Reserve and Surplus						Other Comprehensive income	Total
	Retained earnings	Securities Premium	General Reserve	Stock Options	Other reserve	Employee stock option reserve		
As at April 1, 2023	215.64	0.02	-	296.32	-	389.26	(9.79)	891.45
Loss for the year	(10,709.74)	-	-	-	-	-	-	(10,709.74)
Re-measurement (loss)/gain on defined benefit plans (net of tax effect)	-	-	-	-	-	-	27.56	27.56
Share based payment to employees (refer note 37)	-	-	-	-	-	1,068.39	-	1,068.39
Share based payment to employees of subsidiary companies (refer note 37)	-	-	-	-	-	157.17	-	157.17
Forfeiture of vested compensation options	-	-	1.01	-	-	(1.01)	-	-
Settlement of compensation options	-	-	-	-	-	(96.47)	-	(96.47)
As at March 31, 2024	(10,494.10)	0.02	1.01	296.32	-	1,517.34	17.77	(8,661.64)
As at April 1, 2024	(10,494.10)	0.02	1.01	296.32	-	1,517.34	17.77	(8,661.64)
Profit for the year	(1,356.22)	-	-	-	-	-	-	(1,356.22)
Re-measurement gain on defined benefit plans (net of tax effect)	-	-	-	-	-	-	22.46	22.46
Share based payment to employees (refer note 37)	-	-	-	-	-	818.18	-	818.18
Share based payment to employees of subsidiary companies (refer note 37)	-	-	-	-	-	75.58	-	75.58
Reclassification of CCPS to equity on waiver of buyback terms (refer note 9(b))	-	7,844.14	-	-	-	-	-	7,844.14
Issuance of CCPS	-	12,630.50	-	-	-	-	-	12,630.50
Premium on issuance of shares (refer note 42(b)(i))	-	252.70	-	-	-	-	-	252.70
Transferred to securities premium on exercise of Employees stock options	-	327.80	-	-	-	(323.54)	-	4.26
Transferred to securities premium on exercise of Stock options (refer note 42(a))	-	245.24	-	(244.44)	-	-	-	0.80
Issue of bonus shares	-	(2,123.24)	-	-	-	-	-	(2,123.24)
Transfer to general reserves on cancellation of stock options	-	-	52.14	-	-	(52.14)	-	-
Settlement of Stock options (refer note 42(b)(iii))	-	-	-	(51.88)	(248.12)	-	-	(300.00)
Settlement of compensation options	-	-	-	-	-	(9.68)	-	(9.68)
As at March 31, 2025	(11,850.32)	19,177.16	53.15	-	(248.12)	2,025.74	40.23	9,197.84

Summary of material accounting policies	2-4
The accompanying notes are an integral part of the standalone financial	1-47

As per our report of even date

For S.R. Batliboi & Associates LLP
Chartered Accountants
Firm Regn. No.: 101049W/E300004

per Vineet Kedia
Partner
Membership No.: 212225

Place: Mumbai
Date: August 13, 2025

For and on behalf of the Board of Directors of
Physicswallah Limited (formerly known as Physicswallah Private Limited)

Prateek Bedi	Alakh Pandey	Anuj Sachdeva	Ajinkya Rajendra Jain
Whole-Time Director	Whole-Time Director & CEO	Chief Financial Officer	Company Secretary
DIN: 07113660	DIN: 08732488		Membership No: A33261
Place: Noida	Place: Noida	Place: Noida	Place: Noida
Date: August 13, 2025	Date: August 13, 2025	Date: August 13, 2025	Date: August 13, 2025

1. Corporate information

Physicswallah Limited (formerly known as Physicswallah Private Limited) ("the Company") is a Company limited by shares, incorporated and domiciled in India and has its registered address at plot no. B-8, tower A 101-119, Noida One, Noida Sector 62, Gautam Buddha Nagar, Dadri, Uttar Pradesh. The Company is principally engaged in the business of education by providing online and offline coaching and study material for test preparation of various competitive exams such as NEET, JEE, MBA, UPSC, GATE, CA, etc.

The status of the Company has been changed from Private Limited to Public Limited as per approval received from Registrar of Companies, Uttar Pradesh on January 08, 2025 and consequently the name of the Company has been changed to Physicswallah Limited.

These Standalone Financial Statements ("financial statements") were approved for issue in accordance with a resolution of the Board of Directors on August 13, 2025.

2. Material accounting policies

2.1 Basis of preparation of financial statements

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the financial statements.

The financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities measured at fair value and amortised cost (refer accounting policies on financial instruments and Share-based payments).

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.

The Company for the year ended March 31, 2025 has incurred loss amounting to INR 1,356.22 millions and as at March 31, 2025, has a net current assets of INR 9,235.26 millions and net worth of INR 19,726.22 millions. The Board of Directors, basis its business plan, finalisation of subsequent Funding with investors, does not consider an uncertainty in meeting its obligations in next twelve months. Accordingly, these financial statements have been prepared on going concern basis.

All the amounts included in the financial statements are presented in Indian Rupees ('Rupees' or 'Rs.' or 'INR') and are rounded to the nearest millions upto two decimal places, except per share data and unless stated otherwise.

2.2 Summary of material accounting policies

a. 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.

S.R. Batliboi & Associates LLP * Gurugram *

PHYSICSWALLAH LIMITED

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

The terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

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

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of operations and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle being a period of 12 months for the purpose of classification of assets and liabilities as current and non- current.

b. Fair value measurement

Company's accounting policies and disclosures require the measurement of fair values for both financial and non-financial assets and liabilities. 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 liabilities takes place either in the principal market for the asset or liability or in absence of principal market, in the most advantageous market for the asset or liability.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

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 significant to the fair value measurement as a whole:

Level 1- Quoted (Unadjusted) marked prices in the active markets for identical assets or liabilities
Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
Level 3- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Company's accounting policies. For this analysis, the management or its specialist verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

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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.

c. Revenue recognition

The Company derives revenue primarily from coaching classes and related sale of products like study material and merchandise. Revenue is measured based on the consideration specified in a contract with a customer (transaction price) which is the amount of consideration received from the customer excluding amounts collected on behalf of third parties (for example, indirect taxes). Revenue is only recognized to the extent that it is highly probable that a significant reversal will not occur.

When two or more revenue generating activities or deliverables are provided under a single arrangement, each deliverable that is considered to be a separate deliverable is accounted separately. Where the contracts include multiple performance obligations, the transaction price is allocated to each performance obligation based on the standalone selling prices. Where the standalone selling prices are not directly observable, these are estimated based on expected cost plus margin or residual method to allocate the total transaction price. In cases of residual method, the standalone selling price is estimated by reference to the total transaction price less the sum of the observable standalone selling prices of other goods or services promised in the contract.

Sale of services

Revenue from services provided under fixed price contracts is primarily recognized over a period of time in the accounting period in which the services are rendered, thus income from coaching services is recognized over the period of delivery. Where courseware is not considered a separate component under a contract, revenue from the composite course is recognized over the period of the coaching or the contract period, depending upon the terms and conditions. The customer pays the fixed amount based on a payment schedule. If the services rendered by the Company exceed the payment, a contract asset is recognized. If the payment exceed the services rendered, a contract liability is recognized.

Sale of products

Revenue in respect of sale of courseware and other physical deliverables is recognized at a point in time when these are delivered, the legal title is passed and the customer has accepted the courseware and other physical deliverables.

Advertisement income

Revenue from advertisements is recognized at a point in time when the performance obligation is satisfied. This typically occurs upon user interaction with the ads, such as views or clicks.

Interest income

For all debt instruments measured either at amortized cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

Contract balances

Contract assets

A contract asset is initially recognised for revenue earned from installation services because the receipt of consideration is conditional on successful completion of the installation. Upon completion of the installation and acceptance by the customer, the amount recognised as contract assets is reclassified to trade receivables.
Contract assets are subject to impairment assessment. Refer to accounting policies on impairment of financial assets in section t) Financial instruments – initial recognition and subsequent measurement.

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Contract liabilities

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Company transfers the related goods or services. Contract liabilities are recognised as revenue when the Company performs under the contract (i.e., transfers control of the related goods or services to the customer).

d. Trade receivable

Trade receivables are amounts due from customers for services performed in the ordinary course of business and reflects Company's unconditional right to consideration (that is, payment is due only on the passage of time). Trade receivables are recognized initially at the transaction price as they do not contain significant financing components. The Company holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortized cost using the effective interest method, less loss allowance.

e. Inventories

Inventories are valued at the lower of cost and net realisable value.
Costs incurred in bringing each product to its present location and condition are accounted for as follows:

- Raw 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.
- 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 weighted average 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. Provisions are made for slow-moving and obsolete stock.

f. Taxes

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognized in statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision

Deferred income tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

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Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised

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. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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 relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI ("Other comprehensive income") or directly in equity.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. Acquired deferred tax benefits recognised within the measurement period reduce goodwill related to that acquisition if they result from new information obtained about facts and circumstances existing at the acquisition date. If the carrying amount of goodwill is zero, any remaining deferred tax benefits are recognised in OCI ("Other comprehensive income")/ capital reserve depending on the principle explained for bargain purchase gains. All other acquired tax benefits realised are recognised in profit or loss.

The Company offsets deferred tax assets and deferred tax 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 relate to income taxes levied by the same taxation authority on either the same taxable entity which intends either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Sales/ value added taxes paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of good and services taxes paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable;
- When receivables and payables are stated with the amount of tax included.

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g. Property, plant and equipment

Capital work in progress is stated at cost, net of accumulated impairment loss, if any.
Plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Property, plant and equipment is depreciated on a written-down value basis to its residual value over its estimated useful life.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non- refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

Subsequent costs are capitalized on the carrying amount or recognized as a separate asset, as appropriate, only when future economic benefits associated with the item are probable to flow to the Company and cost of the item can be measured reliably. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All repair and maintenance are charged to statement of profit and loss during the reporting period in which they are incurred.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances and the cost of assets not ready to use before such date are disclosed under 'Capital work in progress'.

The gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the statement of profit and loss on the date of disposal or retirement.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the written-down value and is generally recognized in the statement of profit and loss. The management has determined the estimated useful lives of the property, plant and equipment based on the consideration of useful lives as prescribed under part C of Schedule II of the Act. Estimated useful lives of items of property, plant and equipment for the current and comparative periods are as follows:

Assets	Useful life (in years)
Computer and Peripherals	3 to 6
Plant and Machinery	15
Furniture and fixtures	10
Vehicles	8
Office equipment	5
Leasehold Improvements	3 to 9

Leasehold improvements are depreciated over the shorter of their useful life or the lease term, unless the entity expects to use the assets beyond the lease term.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

h. Intangible assets

Separately acquired intangible assets, such as software are measured initially at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Costs associated with maintaining software programs are recognized as an expense as incurred.

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Research and development costs

Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Company are recognized as intangible assets where the following criteria are met:

- it is technically feasible to complete the software so that it will be available for use or sale
- management intends to complete the software and use or sell it
- there is an ability to use or sell the software
- it can be demonstrated how the software will generate probable future economic benefits
- adequate technical, financial and other resources to complete the development and to use or sell the software are available, and
- the expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalized as part of the software include employee costs.
Research expenditure and development expenditure that do not meet the criteria above are recognized as an expense as incurred. Development costs previously recognized as an expense are not recognized as an asset in a subsequent period.

Amortization methods and periods

Amortization of intangible assets begins when development is complete and the asset is available for use. Software, licenses acquired and internally generated software are amortized on a straight line basis over their estimated useful lives which are as follows:

Intangible Assets	Useful life (in years)
Brand	10
Trademark	3-10
Content	2-3
Intellectual Property Right	3-20
Mobile Application	3
Internally generated content	4
Internally generated software	4
Software	3

The amortization period and the amortization method are reviewed at least at each financial year end. 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 amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets is recognized in the statement of profit and loss unless such expenditure forms part of carrying value of a nother asset.

Gains or losses arising from de-recognition of an intangible asset 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.

Goodwill

Goodwill is not amortized but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Impairment testing of non-financial assets

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units are identified at the lowest level at which goodwill is monitored.

Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable

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amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash generating units).

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

i. Provisions and contingencies

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.
When the Company expects some or all of a provision to be reimbursed, tbe reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.
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.

Contingencies

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

j. Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Other borrowing costs are expensed in the period in which they are incurred. Borrowing cost includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

k. Retirement and other employee benefits

Expenses and liabilities in respect of employee benefits are recorded in accordance with Ind AS 19, *Employee Benefits*.

For defined benefit plans (gratuity), the liability or asset recognised in the balance sheet is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated by an independent actuary using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

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

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Re-measurements are not reclassified to profit or loss in the subsequent periods.

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

The Company's contributions to defined contribution plans (provident fund) are recognized in statement of profit or loss when the employee renders related service. The Company has no further obligations under these plans beyond its periodic contributions.

The Company provides for liability at period end on account of un-availed earned leave and Long Term Incentive Plan ('LTIP') as per actuarial valuation using projected unit credit method.

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as employee benefit payable under other financial liabilities in the balance sheet.

The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. Certain sections of the code came into effect on May 3, 2023. However, the final rules/interpretation have not yet been issued. Based on a preliminary assessment, the entity believes the impact of the change will not be significant.

I. Share-based payments

Equity-settled transactions

Employees of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

That cost is recognised, together with a corresponding increase in Employee Stock Option Plan (ESOP) reserves in equity, over the period in which the performance and/or service conditions are fulfilled in employee benefits expense. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The statement of profit and loss expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

Performance conditions which are market conditions are taken into account when determining the grant date fair value of the awards. Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

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m. Foreign currency transactions

The Company's financial statements are presented in INR, which is also the Company's functional currency.

Transactions in foreign currencies are initially recorded by the Company at functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Company uses average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in 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. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI ("Other comprehensive income") or profit or loss are also recognised in OCI ("Other comprehensive income") or profit or loss, respectively).

n. 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

Initial recognition and measurement

All financial assets except trade receivable, unless there is a significant financing component are recognized initially at fair value plus transaction costs, that are attributable to the acquisition of the financial asset, However, trade receivables that do not contain a significant financing component are measured at transaction price.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortized cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The 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 amortization is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables and is most relevant to the Company.

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Debt instrument at FVTOCI

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

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in OCI ("Other comprehensive income"). However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the statement of profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI ("Other comprehensive income") is reclassified from the equity to the statement of profit and loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

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

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as 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 recognized in the statement of profit and loss.

Equity investments

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

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in OCI ("Other comprehensive income"). There is no recycling of the amounts from OCI ("Other comprehensive income") to statement of profit or loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

The equity securities which are not held for trading, and for which the Company has made an irrevocable election at initial recognition to recognize changes in fair value through OCI ("Other comprehensive income") rather than profit or loss as these are strategic investments and the Company considered this to be more relevant.

The Company has measured for its investment in subsidiaries at cost in its financial statements in accordance with Ind AS 27, *Separate Financial Statements*. Profit/ loss on sale of investments is recognised on date of sale and is computed with reference to the original cost of the investment sold. The investments are reviewed at each reporting date to determine whether there is any indication of impairment considering the provisions of Ind AS 36 'Impairment of Assets'. If any such indication exists, policy for impairment of non-financial assets is followed.

Derecognition

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

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- The rights to receive cash flows from the asset have expired, or
- 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 (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) 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 recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognizes 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.

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 financial assets that are debt instruments, and are measured at amortized cost e.g., loans, debt securities, deposits, trade receivables and bank balance.

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes 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 that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month expected credit loss (ECL) is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

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.
The Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. This amount is reflected under the head other expenses in the statement of profit and loss. For the financial assets measured as at amortized cost, ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

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, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized 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 borrowings, lease liabilities, trade and other payables.

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

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in statement of profit or loss when the liabilities are derecognized 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.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

Derivative financial Instruments

The Company enters into certain derivative contracts to hedge risks which are not designated as hedges. A derivative is a financial instrument or other contract with all three of the following characteristics:

- its value changes in response to the change in a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract (sometimes called the "underlying");

- it requires no initial net investment or an initial investment that is smaller than would be required for other types of contracts that would be expected to have a similar response to changes in market factors; and

- it is settled at a future date.

Derivatives are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting period

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.

o. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the cash flow statement, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

p. Leases

The Company as a lessee

The Company's lease asset classes primarily consist of leases for coaching centers and office premises. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys

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the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:
(i) the contact involves the use of an identified asset
(ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and
(iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the balance sheet and lease payments have been classified as financing cash flows.

q. Business Combinations and Goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any noncontrolling interests in the acquiree. For each business combination, the Company elects whether to measure the noncontrolling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed in the periods in which the costs are incurred and the services are received, with the exception of the costs of issuing debt or equity securities that are recognised in accordance with Ind AS 32 and Ind AS 109.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognized at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 *Income Tax* and Ind AS 19 *Employee Benefits* respectively.
- Potential tax effects of temporary differences and carry forwards of an acquiree that exist at the acquisition date or arise as a result of the acquisition are accounted in accordance with Ind AS 12.
- Liabilities or equity instruments related to share based payment arrangements of the acquiree or share – based payments arrangements of the Company entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 *Share-based Payments* at the acquisition date.

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- Assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non-*current Assets Held for Sale and Discontinued Operations* are measured in accordance with that Standard.
- Reacquired rights are measured at a value determined on the basis of the remaining contractual term of the related contract. Such valuation does not consider potential renewal of the reacquired right.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as on the acquisition date. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognized in profit or loss or other comprehensive income, as appropriate. If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognized, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

When the consideration transferred by the Company in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against Goodwill/capital reserve. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Other contingent consideration is remeasured to fair value at subsequent reporting dates with changes in fair value recognized in profit or loss.

r. Investment in subsidiaries and associate

A subsidiary is an entity that is controlled by another entity.

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The Company investments in its subsidiaries and associates are accounted at cost less impairment.

Impairment of investments

The Company reviews its carrying value of investments carried at cost annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is recorded in the Statement of Profit and Loss.

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When an impairment loss subsequently reverses, the carrying amount of the Investment is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the cost of the Investment. A reversal of an impairment loss is recognised immediately in Statement of Profit or Loss.

s. Earnings/ (loss) per share (EPS)

Basic earnings per share is calculated by dividing the net profit or loss attributable to equity holders of parent company (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year.

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

t. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The Company operates in a single operating segment and geographical segment.

2.3 Climate – related matters

The Company considers climate-related matters in estimates and assumptions, where appropriate. This assessment includes a wide range of possible impacts on the Company due to both physical and transition risks. Even though the Company believes its business model and products will still be viable after the transition to a low-carbon economy, climate-related matters increase the uncertainty in estimates and assumptions underpinning several items in the financial statements. Even though climate-related risks might not currently have a significant impact on measurement, the Company is closely monitoring relevant changes and developments, such as new climate-related legislation. The items and considerations that are most directly impacted by climate-related matters are:

- Useful life of property, plant and equipment. When reviewing the residual values and expected useful lives of assets, the Company considers climate-related matters, such as climate-related legislation and regulations that may restrict the use of assets or require significant capital expenditures. See Note 2.2.g for further information.
- Impairment of non-financial assets. The value-in-use may be impacted in several different ways by transition risk in particular, such as climate-related legislation and regulations and changes in demand for the Company's products. Even though the Company has concluded that no single climate-related assumption is a key assumption for the year ended march 31, 2025 test of goodwill, the Company considered expectations for increased costs of emissions, increased demand for goods sold by the Company's fire prevention equipment CGU and cost increases due to stricter recycling requirements in the cash-flow forecasts in assessing value-in-use amounts. See Note 43 for further information.
- Fair value measurement. For revalued office properties, the Company considers the effect of physical and transition risks and whether investors would consider those risks in their valuation. The Company believes it is not currently exposed to severe physical risks, but believes that investors, to some extent, would consider impacts of transition risks in their valuation, such as increasing requirements for energy efficiency of buildings due to climate-related legislation and regulations as well as tenants' increasing demands for low-emission buildings. See Note 33.

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3. Significant 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.

Other disclosures relating to the Company's exposure to risks and uncertainties includes:
- Financial risk management objectives and policies Note 34
- Capital management Note 35

Judgements
In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

Determining the lease term of contracts with renewal and termination options – company as lessee
The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Company has several lease contracts that include extension and termination options. The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

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 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.

Share-based payments
The Company measures the cost of equity-settled transactions with employees using a Black Scholes Options Pricing model to determine the fair value of the liability incurred. Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 37.

Revenue from operations
The Company recognized revenue over a period of time under a fixed period contract, i.e. coaching services, in which services are rendered. The Company is also providing support services along with the coaching services, which continues even after the fixed period contract.
The Company has determined that revenue is recognised till fixed period contract because major cost for providing the services,i.e. fees for teachers, incurred during the fixed period of contract and support services are not substantial performance obligation under the contract.

Defined benefit plans (gratuity benefits)
The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate; future salary increases and

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mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.
The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated, the management considers the interest rates of government bonds in currencies consistent with the currencies of the defined benefit obligation.

The mortality rate is based on publicly available mortality tables for the country. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the country. Further details about gratuity obligations are given in Note 32.

Fair value measurement of financial instruments
When the fair values of financial assets and financial liabilities recorded in the financial statements cannot be measured based on quoted prices in active markets, their fair value is measured using internal valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Provision for expected credit losses of trade receivables and contract assets
The Company uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating, and coverage by letters of credit and other forms of credit insurance). The provision matrix is initially based on the Company's historical observed default rates. The Company will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the service sector, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Company's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Company's trade receivables and contract assets is disclosed in Note 6(d).

Impairment of non-financial assets
Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill and other intangibles with indefinite useful lives recognised by the Group. The key assumptions used to determine the recoverable amount for the different CGUs, including a sensitivity analysis, are disclosed and further explained in Note 43.

Intangible asset under development
The Company capitalises intangible asset under development for a project in accordance with the accounting policy. Initial capitalisation of costs is based on management's judgement that technological and economic feasibility is confirmed, usually when a product development project has reached a defined milestone according to an established project management model. In determining the amounts to be capitalised, management makes assumptions regarding the expected future cash generation of the project, discount rates to be applied and the expected period of benefits.

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Leases - estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company 'would have to pay', which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease. The Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

4. Recent pronouncements

New amendments adopted during the year

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. During year ended March 31, 2025, MCA has amends following Ind AS:
Ind AS 117 – Insurance Contracts
Ind AS 116 - Lease liability in a Sale and leaseback

The amendments are applicable for annual periods beginning on or after April 1, 2024. The Company has evaluated the amendments and based on its evaluation has determined that it does not have any impact in its financial statements.

Amendments to Ind AS issued but not yet effective

MCA vide notification no. G.S.R. 291(E) dated May 7, 2025 has issued the Companies (Indian Accounting Standards) Amendment Rules, 2025 which amends following Ind AS (as applicable to the Company):

Ind AS 21 - The Effects of Changes in Foreign Exchange Rates
Ind AS 101 - First-time Adoption of Indian Accounting Standards

The amendments are applicable for annual periods beginning on or after April 1, 2025. The Company has evaluated the amendments and the impact is not expected to be material.

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5(a) Property, plant and equipment

	Computer and Peripherals	Plant & Machinery	Furniture and Fixtures	Vehicles	Office Equipments	Leasehold Improvements	Total	Capital work in progress
Gross carrying amount								
As at April 1, 2023	**579.90**	**-**	**144.09**	**11.08**	**413.13**	**321.86**	**1,470.06**	**47.57**
Additions	405.98	15.71	209.24	2.38	414.42	732.66	1,780.39	-
Capitalised during the year	-	-	-	-	-	-	-	(47.57)
As at March 31, 2024	**985.88**	**15.71**	**353.33**	**13.46**	**827.55**	**1,054.52**	**3,250.45**	**-**
Additions	463.24	14.98	151.60	4.37	472.71	319.21	1,426.11	65.61
Disposals	-	-	-	-	-	-	-	-
Written-off	266.93	-	19.36	-	114.45	-	400.74	-
As at March 31, 2025	**1,182.19**	**30.69**	**485.57**	**17.83**	**1,185.81**	**1,373.73**	**4,275.82**	**65.61**
As at April 1, 2023	**153.47**	**-**	**13.85**	**3.01**	**73.87**	**56.45**	**300.65**	**-**
Charge for the year	405.29	2.26	57.50	2.95	238.60	274.72	981.32	-
Disposals	-	-	-	-	-	-	-	-
As at March 31, 2024	**558.76**	**2.26**	**71.35**	**5.96**	**312.47**	**331.17**	**1,281.97**	**-**
Charge for the year	337.15	3.38	85.58	2.94	305.79	370.28	1,105.12	-
Disposals	-	-	-	-	-	-	-	-
Written-off	221.53	-	6.02	-	71.41	-	298.96	-
As at March 31, 2025	**674.38**	**5.64**	**150.91**	**8.90**	**546.85**	**701.45**	**2,088.13**	**-**
Net carrying amount								
As at April 1, 2023	**426.43**	**-**	**130.24**	**8.07**	**339.26**	**265.41**	**1,169.41**	**47.57**
As at March 31, 2024	**427.12**	**13.45**	**281.98**	**7.50**	**515.08**	**723.35**	**1,968.48**	**-**
As at March 31, 2025	**507.81**	**25.05**	**334.66**	**8.93**	**638.96**	**672.28**	**2,187.69**	**65.61**

Ageing of capital work in progress	**Amount in capital work in progress for a period of**				**Total**
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	
As at March 31, 2025					-
Projects in progress	65.61	-	-	-	65.61
Projects temporarily suspended	-	-	-	-	-
Total	**65.61**	-	-	-	**65.61**

Capital work in progress as at March 31, 2025 includes assets under construction at various coaching centres and branch offices which are pending completion. There are no projects which have either exceeded their budget or whose timelines have been deferred.

The Company has neither revalued nor impaired its property, plant and equipment during the year ended March 31, 2025 and March 31, 2024 except INR 101.78 millions property, plant and equipment is written off during the year ended March 31, 2025 on the basis of net shortage on completion of physical verification exercise.

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5(b) Goodwill and other intangible assets

	Goodwill	Other intangible assets							
		Content	IPR	Brand	Trademark	Software	Internally generated content	Internally generated software	Total
Gross carrying amount									
As at April 1, 2023	251.18	80.30	43.43	125.81	0.01	1.65	-	-	251.20
Additions	-	22.56	6.30	-	4.85	7.27	149.85	35.23	226.06
Adjustments/reclassifications (refer note 6(a))	-	107.86	-	-	-	-	-	-	107.86
Disposals	-	-	-	-	-	-	-	-	-
As at March 31, 2024	251.18	210.72	49.73	125.81	4.86	8.92	149.85	35.23	585.12
Additions	-	0.62	-	-	-	7.41	-	11.97	20.00
Disposals	-	-	-	-	-	-	-	-	-
As at March 31, 2025	251.18	211.34	49.73	125.81	4.86	16.33	149.85	47.20	605.12
Accumulated amortisation/impairment									
As at April 1, 2023	10.60	14.10	1.55	20.46	-	0.42	-	-	36.53
Charge for the year	-	39.32	4.53	10.82	1.62	1.82	0.96	0.18	59.25
Disposals	-	-	-	-	-	-	-	-	-
As at March 31, 2024	10.60	53.42	6.08	31.28	1.62	2.24	0.96	0.18	95.78
Charge for the year	-	61.35	5.24	10.80	1.62	4.76	37.46	10.69	131.92
Disposals	-	-	-	-	-	-	-	-	-
As at March 31, 2025	10.60	114.77	11.32	42.08	3.24	7.00	38.42	10.87	227.70
Net carrying amount									
As at April 1, 2023	240.58	66.20	41.88	105.35	0.01	1.23	-	-	214.67
As at March 31, 2024	240.58	157.30	43.65	94.53	3.24	6.68	148.89	35.05	489.34
As at March 31, 2025	240.58	96.57	38.41	83.73	1.62	9.33	111.43	36.33	377.42

The Company has neither revalued nor impaired it's goodwill and other intangible assets during the year ended March 31, 2025 and March 31, 2024. (refer note 43)

5(c) Intangible assets under development

	Software	Content	Trademark	Total
Cost or valuation				
As at April 1, 2023	-	-	4.75	4.75
Additions	3.19	-	-	3.19
Capitalised during the year	-	-	(4.75)	(4.75)
As at March 31, 2024	3.19	-	-	3.19
Additions	10.26	21.56	-	31.82
Written off during the year	(7.39)	-	-	(7.39)
Capitalised during the year	-	-	-	-
As at March 31, 2025	6.06	21.56	-	27.62

Ageing of intangible asset under development
As at March 31, 2025

	Amount in intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	27.62	-	-	-	27.62
Projects temporarily suspended	-	-	-	-	-
Total	27.62	-	-	-	27.62

As at March 31, 2024

	Amount in intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	3.19	-	-	-	3.19
Projects temporarily suspended	-	-	-	-	-
Total	3.19	-	-	-	3.19

The Company has neither revalued nor impaired it's intangible assets under development during the year ended March 31, 2025 and March 31, 2024 except INR 7.39 millions intangible assets under development has been written-off during the year ended March 31, 2025. There are no overdue or cost overrun projects compared to its original plan and no intangible assets under development which are temporarily suspended, on the above mentioned reporting dates.

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6(a). Financial assets
Investments - Non Current

	As at March 31, 2025	As at March 31, 2024
Investments in equity instruments (unquoted) (Fully paid equity shares) (refer note (i) and (ii) below)	4,564.62	3,716.42
Investment in Unquoted Non-convertible debenture through amortised cost (refer (iii) below)	205.44	-
Investment in Unquoted non-cumulative optionally convertible preference shares through amortised cost (refer (iv) below)	105.00	-
Total non current investments	**4,875.06**	**3,716.42**

(i) Investments in subsidiaries (at cost) (refer note 42)

	Face Value per share	Units/ shares	As at March 31, 2025	Face Value per share	Units/ shares	As at March 31, 2024
Investment in equity Instruments - at cost						
iNeuron Intelligence Private Limited (referred to as "iNeuron")	INR 10	1,17,183	481.05	INR 10	25,661	480.13
Knowledge Planet Holdings Limited (referred to as "Knowledge Planet")*	AED 10	1,311	537.88	AED 10	1,000	477.13
Penpencil Edu Services Private Limited (referred to as "Penpencil")*	INR 10	43,149	687.57	INR 10	9,999	164.56
Preponline Futurist Private Limited (referred to as "Preponline") (refer note 42(b)(i))	INR 10	9,999	72.95	INR 10	1,000	12.75
Utkarsh Classes & Edutech Private Limited (referred to as "Utkarsh")*	INR 10	1,32,175	2,198.18	INR 10	1,06,576	1,729.56
Xylem Learning Private Limited (referred to as "Xylem")*	INR 100	4,567	1,322.69	INR 100	4,567	1,332.48
Bharat Innovation Private Limited (referred to as "Bharat Innovation")	INR 10	9,999	0.10	-	-	-
Finz Finance Private Limited (referred to as "Finz Finance")	INR 10	1,09,99,999	110.00	-	-	-
Finz Fintech Private Limited (referred to as "Finz Fintech")	INR 10	9,999	0.10	-	-	-
Investment in preference shares - at cost		1,09,90,000				
iNeuron Intelligence Private Limited (referred to as "iNeuron")	INR 10	18,753	314.68	INR 10	18,753	314.68
Less: Impairment in value of investment in Preponline**			(23.95)			-
Less: Impairment in value of investment in Penpencil**			(390.90)			-
Less: Impairment in value of investment in iNeuron#			(687.87)			(686.95)
Less: transfer from iNeuron investment to Intangible asset (Content) ((refer note 5(b))#			(107.86)			(107.86)
Total investments in subsidiaries			**4,514.62**			**3,716.42**

* Amount as on March 31, 2025 includes share based payment expense on options granted to employees of Knowledge Planet Holding Limited amounting to INR 180.16 millions (March 31, 2024: INR 121.52 millions), employees of Penpencil Edu Services Limited amounting to INR 33.33 millions (March 31, 2024: INR 26.50 millions), employees of Xylem Learning Private Limited amounting to INR 0.24 millions (March 31, 2024: INR 10.02 millions) and employees of Utkarsh Classes & Edutech Private Limited amounting to INR 17.99 millions (March 31, 2024: INR 5.07 millions).

**As of March 31, 2025, the carrying value of total investment in Preponline and Penpencil equity was INR 72.95 millions and INR 687.57 millions. The Company performed a formal impairment analysis given the decline in the business of Preponline and Penpencil. As a result of this impairment analysis, the recoverable amount of its investment in Preponline and Penpencil was determined to be INR 49.00 millions and INR 296.67 millions respectively, resulting in an impairment of INR 23.95 millions and INR 390.90 millions respectively.

#As of March 31, 2024, the carrying value of total investment in iNeuron Intelligence Private Limited's equity and preference share was INR 794.81 millions. The Company performed a formal impairment analysis given the decline in the business of iNeuron. As a result of this impairment analysis, the recoverable amount of its investment in iNeuron was determined to be Nil except for the Content amounting to INR 107.86 million (March 31, 2024: INR 107.86 millions) which is transferred to intangible assets (refer note 5(b)), resulting in an impairment of INR 687.87 millions (March 31, 2024: 686.95 millions) and derivative liability on the date of acquisition amounting INR 53.09 millions (March 31, 2024: INR 53.09 millions) is reversed.

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(ii) Investments in associates (at cost)

	Face Value per share	Units/ shares	As at March 31, 2025	Face Value per share	Units/ shares	As at March 31, 2024
Investment in equity Instruments - at cost						
Sheryians Private Limited ((referred to as "Sheryians")	INR 10	1	0.01	-	-	-
Investment in preference shares - at cost						
Sheryians Private Limited ((referred to as "Sheryians")	INR 10	4,284	49.99	-	-	-
			50.00			-

(iii) Unquoted non-convertible debentures
Non-convertible debentures at amortised cost

	No of Units		Amount	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Unlisted, unrated, secured, transferable, redeemable Series G - Lord Krishna Financial Services Limited*	20,000	-	205.44	-
			205.44	-

(iv) Unquoted non-cumulative optionally convertible preference shares

	No of Units		Amount	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Series A 0.001% Non-Cumulative Optionally Convertible preference shares - Lord Krishna Financial Services Limited*	3,50,000	-	105.00	-
			105.00	-

* The Company has made investment during the year in Series A 0.001% Non-Cumulative Optionally Convertible Preference Shares and 8% Non-convertible debenture through of Lord Krishna Financial Services Limited ("LKFSL"), an entity operating as non-deposit accepting non-banking financial company registered with the Reserve Bank of India, which provides loan to students of the Company and others, without any recourse to the Company for any non-recoverability. Further, Finz Fintech Private Limited, the subsidiary company, earns commission for lead generation and collection support services from LKFSL.

6(b). Investments - Current

	As at March 31, 2025	As at March 31, 2024
Investment in Quoted Mutual Funds Fair value through profit and loss (refer (i) below)	13,240.12	1,084.14
Investment in Quoted Non-convertible debenture through profit and loss (refer (ii) below)	167.08	357.34
Total current investments	**13,407.20**	**1,441.48**

(i) Quoted mutual funds
Mutual funds at fair value through profit or loss

	No of Units		Amount	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Tata Money Market Fund Growth Direct Plan	71,956	57,361	339.37	250.38
HDFC Low Duration Fund Growth Direct Plan	1,35,58,591	20,87,627	830.73	118.33
HDFC Long Duration Debt Fund Growth Direct Plan	6,54,58,967	-	804.27	-
HDFC Short Term Debt Fund Growth Direct Plan	1,58,81,297	-	512.73	-
ICICI Prudential Savings Fund Growth Direct Plan	18,16,350	1,48,691	980.14	74.28
UTI Liquid Fund Growth Direct Plan	-	25,378	-	100.44
Axis Liquid Fund Growth Direct Plan	1,47,836	-	426.30	-
Axis Corporate Bond Fund Growth Direct Plan	2,91,40,657	-	513.66	-
Axis Money Market Fund Growth Direct Plan	3,75,551	-	531.76	-
Axis Ultra Short Duration Fund Growth Direct Plan	1,31,52,910	-	201.49	-
Axis Ultra Short Term Fund Growth Direct Plan	-	1,94,30,249	-	275.93
ICICI PRU Equity Arbitrage Direct-Growth	27,52,183	13,05,350	99.49	43.71
Aditya Birla Sun Life Corporate Bond Fund Growth Direct Plan	91,27,796	-	1,026.44	-
Aditya Birla Sun Life Liquid Fund Growth Direct Plan	-	6,48,259	-	220.93
SBI Magnum Gilt Fund Growth Direct Plan	1,49,41,107	-	1,032.47	-
SBI Arbitrage Opportunities Fund Regular Plan Growth	16,00,632	4,440	53.23	0.14
Aditya Birla Sun Life Money Manager Fund Growth Direct Plan	25,26,881	-	929.06	-
Aditya Birla Sun Life Savings Fund Growth Direct Plan	6,62,499	-	362.16	-
ICICI Pru Liquid Direct Growth	2,77,681	-	106.60	-
ICICI Prudential Money Market Fund Growth Direct Plan	5,46,050	-	205.68	-
ICICI Prudential Corporate Bond Fund Growth Direct Plan	4,70,89,768	-	1,438.66	-
Kotak Gilt Fund Growth Direct Plan	95,18,502	-	1,031.09	-
Kotak Bond Short Term Fund Growth Direct Plan	91,53,145	-	513.00	-
Kotak Equity Arbitrage Fund Regular Plan Growth	14,41,162	-	53.15	-
Nippon India Nivesh Lakshya Fund Growth Direct Plan	4,27,20,978	-	772.92	-
Nippon India Liquid Fund Growth Direct Plan	48,342	-	306.82	-
Nippon India Arbitrage Direct Growth	11,27,356	-	31.79	-
SBI Long Duration Fund Direct Growth	24,97,669	-	31.04	-
SBI Arbitrage Opportunities Direct Growth	30,03,746	-	106.07	-
Total investments in quoted mutual funds			**13,240.12**	**1,084.14**

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(ii) Quoted non-convertible debentures and commercial paper
Non-convertible debentures and commercial paper at fair value through profit or loss

	No of Units		Amount	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
360 One Portfolio Managers 18M NCD 11 Apr 2025	1,000	1,000	100.45	100.34
Manipal Education and Medical Group India Private	150	150	66.63	158.97
Piramal Enterprise Ltd 301D CP 30-SEP-24	-	100	-	47.86
Shriram Finance Limited SR 9.00%SFLNCDS2024 9 NCD	-	500	-	50.17
Total investments in quoted non-convertible debentures and commercial paper			**167.08**	**357.34**

6(c). Loans

	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Secured and considered good				
Loan to related parties (refer note 31)*	1,096.48	745.08	-	347.56
Loans to employees**	42.82	57.66	21.34	21.20
Loans to others#	38.72	-	43.98	-
Secured and considered doubtful				
Loan to related parties (refer note 31)*	22.34	-	-	-
Less: Provision on impairment of loan given to iNeuron	(22.34)	-	-	-
Total loans	**1,178.02**	**802.74**	**65.32**	**368.76**

* 1. The interest rate on aforesaid loan is 9% i.e., Xylem Learning Private Limited and iNeuron Intelligence Private Limited.
2. The Company has changed the agreement terms with Xylem Learning Private Limited and now loan is repayable in monthly equal monthly instalments after a moratorium period which is now increased from 1 year to 3 years. The Company has also given additional loan to Xylem Learning Private Limited during the year which is repayable on demand after a moratorium period of 4 years
3. Loan to iNeuron Intelligence Private Limited is repayable 3 years after a moratorium period of 12 months form the date of first disbursement.
4. As per the agreement, loan given to some other parties is repayable on demand which is classified as current and for some other parties it is repayable within a period of 2 years and 6 months (or such extended term) beginning from the disbursal date consisting of monthly instalment of INR 0.20 millions and the remaining unpaid portion of loan shall be set off/adjusted against the consideration payable by the Company to the other parties for the purchase of remaining shares in the Xylem Learning Private Limited ("subsidiary") as per SHA.
The aforesaid loan carries interest rate of 9%.
No loans or advances have been granted to promoters, directors or KMPs of the Company expect loan given to KMPs as disclosed in note 31.
** It includes loans given to KMPs. Refer note 31.

	Amount of loan or advance in the nature of loan outstanding		Percentage to the total Loans and Advances in the nature of loans	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Pen Pencil Edu Services Private Limited	-	347.56	0.00%	39.67%
Xylem Learning Private Limited	1,096.48	745.08	88.19%	63.60%
iNeuron Intelligence Private Limited (net of provision)	-	-	0.00%	0.00%
	1,096.48	**1,092.64**	**88.19%**	**93.27%**

6(d). Trade receivables

	As at March 31, 2025	As at March 31, 2024
Unsecured		
Trade receivables - billed considered good	198.36	119.46
Trade receivables - billed credit impaired	22.00	13.85
Trade receivables - unbilled considered good	84.09	10.91
Trade receivables - related parties (refer note no 31)	42.84	37.69
Total trade receivables	**347.29**	**181.91**
Less: Provision for expected credit losses	(22.00)	(13.85)
	325.29	**168.06**

Break-up of trade receivables

	As at March 31, 2025	As at March 31, 2024
Trade receivables (Unsecured - considered good)	325.29	168.06
Trade receivables - credit impaired	22.00	13.85
Total trade receivables	**347.29**	**181.91**
Impairment allowance (allowance for bad and doubtful debts)		
Trade receivables - credit impaired	(22.00)	(13.85)
Total trade receivables	**325.29**	**168.06**

Movement in allowance for credit losses of receivables

	As at March 31, 2025	As at March 31, 2024
Opening Balance	(13.85)	-
Provision for expected credit losses	(8.15)	(13.85)
Closing Balance	**(22.00)**	**(13.85)**

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Trade receivables ageing
As at March 31, 2025

	Unbilled dues	Current but not due	Outstanding for following periods from date of invoice					Total
			0-6 months	6 months – 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed Trade Receivables - considered good	84.09	-	204.75	21.08	15.37	-	-	325.29
Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
Undisputed Trade Receivables - credit impaired	-	-	-	9.81	12.19	-	-	22.00
Disputed Trade Receivables - considered good	-	-	-	-	-	-	-	-
Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-	-
	84.09	-	204.75	30.89	27.56	-	-	347.29
Less: Provision for expected credit losses								(22.00)
								325.29

Trade receivables ageing
As at March 31, 2024

	Unbilled dues	Current but not due	Outstanding for following periods from date of invoice					Total
			0-6 months	6 months – 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed Trade Receivables - considered good	10.91	-	122.68	20.76	13.71	-	-	168.06
Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
Undisputed Trade Receivables - credit impaired	-	-	-	11.97	1.88	-	-	13.85
Disputed Trade Receivables - considered good	-	-	-	-	-	-	-	-
Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-	-
Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-	-
	10.91	-	122.68	32.73	15.59	-	-	181.91
Less: Provision for expected credit losses								(13.85)
Total								168.06

Notes:

i. There are no non-current trade receivables as on March 31, 2025 and March 31, 2024.

ii. 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.

iii. Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

iv. Due dates have been considered from invoice date.

v. The receivable is "unbilled" because the Company has not yet issued an invoice; however, the balance has been included under trade receivables (as opposed to contract assets) because the Company has an unconditional right to consideration.

6(e). Cash and cash equivalents

	As at March 31, 2025	As at March 31, 2024
Balances with banks:		
i. Current accounts	157.35	224.61
Cash on hand	60.46	46.92
Cash on transit	2.86	6.17
Total cash and cash equivalents	**220.67**	**277.70**

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For the purpose of the statement of cash flows, cash and cash equivalents comprise the following:

	As at March 31, 2025	As at March 31, 2024
Balances with banks:		
i. Current accounts	157.35	224.61
Cash on hand	60.46	46.92
Cash on transit	2.86	6.17
Total cash and cash equivalents	**220.67**	**277.70**

6(e)(i). Changes in liabilities arising from financing activities and non-cash financing and investing activities

Particular	April 1, 2024	Cash flow#	Reclassification*	Foreign exchange management	Change in fair value	New leases	Others**	As at March 31, 2025
Current borrowing	332.27	(332.27)	-	-	-	-	-	-
Non Current borrowing	16,484.53	(337.67)	(16,146.86)	-	-	-	-	-
Current Leases	962.88	(1,592.39)	-	-	-	-	2,020.77	1,391.26
Non Current leases	6,107.85	-	-	-	-	3,523.67	(1,896.91)	7,734.61
Total liabilities from financing activities	**23,887.53**	**(2,262.33)**	**(16,146.86)**	**-**	**-**	**3,523.67**	**123.86**	**9,125.88**

Particular	April 1, 2023	Cash flow	Reclassification	Foreign exchange management	Change in fair value	New leases	Others**	As at March 31, 2024
Current borrowing	307.70	(305.55)	-	-	-	-	330.12	332.27
Non Current borrowing	9,250.01	-	-	-	7,564.66	-	(330.14)	16,484.53
Current Leases	543.68	(1,094.06)	-	-	-	-	1,513.26	962.88
Non Current leases	3,752.12	-	-	-	-	3,614.37	(1,258.64)	6,107.85
Total liabilities from financing activities	**13,853.51**	**(1,399.61)**	**-**	**-**	**7,564.66**	**3,614.37**	**254.60**	**23,887.53**

*As on April 01, 2024, CCPS amounting to INR 16,146.85 has reclassified from liability to equity (i.e. Instruments entirely equity in nature: INR 8,302.70 millions and Security premium: INR 7,844.15 millions). Refer note 13(a) and 9(b) for more details.

This amount includes interest payment.

**The 'Others' column represents change in classification from non-current portion of borrowings (including lease liabilities) to current portion due to the passage of time, and the effect of accrued but not yet paid interest on borrowings, including lease liabilities.

Non-cash financing and investing activities	For the year ended March 31, 2025	For the year ended March 31, 2024
Issuance of equity shares to acquire 85.90% stake in Prepoline Limited (refer note 42(b)(i))	252.80	-
Acquisition of Right-of-use assets (refer note 11)	3,523.67	3,614.37

6(f). Other bank balances

	As at March 31, 2025	As at March 31, 2024
Deposits with remaining maturity of more than 3 months but less than 12 months #	1,208.19	258.05
Interest accrued but not due deposits with maturity more than 3 months but less than 12 months	5.82	0.20
Total other bank balances	**1,214.01**	**258.25**

Bank deposits includes deposits amounting INR 161.67 millions (March 31, 2024: Nil) and INR 4.16 millions (March 31, 2024: 3.20 millions) lien marked against overdraft facility/Corporate credit card and bank guarantee respectively.

6(g). Other financial assets

	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good				
Bank deposits#	442.75	1,019.11	3,926.22	2,831.40
Interest accrued but not due on deposits	0.30	2.08	22.58	25.03
Interest accrued on purchase of investment	-	-	4.43	-
Security deposits	524.73	418.39	79.35	36.89
Derivative asset*	702.84	779.84	242.00	-
Other receivables**	-	-	821.51	391.69
Less: Provision for expected credit losses (other receivables and security deposits)	-	-	(48.22)	-
Total other financial assets	**1,670.62**	**2,219.42**	**5,047.87**	**3,283.01**

*Refer Note 42

**Other receivables (current) includes INR 619.61 millions and INR 344.60 millions receivable from payment gateway companies as at March 31, 2025 and March 31, 2024, respectively.

Bank deposits includes deposits amounting Nil (March 31, 2024: INR 400.00 millions) and INR 446.19 millions (March 31, 2024: INR 450.00 millions) lien marked against term loan and overdraft facility/Corporate credit card respectively.

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7. Inventories (at the lower of cost and net realisable value)

	As at March 31, 2025	As at March 31, 2024
Raw materials		
In hand	253.59	199.46
Stock-in-trade		
In hand	558.78	314.87
In transit	3.89	3.19
	816.36	517.52
Less: allowance for inventory obsolescence (refer note 21(a))	(106.41)	(39.60)
Total inventories at the lower of cost and net realisable value	709.85	477.92

8. Other assets

	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Unsecured, considered good				
Capital advances	83.72	129.89	-	-
Prepaid expenses	2.94	1.90	355.95	91.88
Balances with statutory/ government authorities	-	-	127.56	36.65
Advance to suppliers	-	-	29.08	47.96
Advance to employees	-	-	11.99	3.00
Less: Provision for expected credit losses (Advance to suppliers and employees)	-	-	(2.94)	-
Total other assets	86.66	131.79	521.64	179.49

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9(a) Share capital

	As at March 31, 2025	As at March 31, 2024
Authorised shares*		
10,000,000,000 equity shares of INR 1 each (March 31, 2024 : 70,000,000 equity shares of INR 1 each)	10,000.00	70.00
12,000,000 0.001% Compulsorily Convertible Preference Shares ("CCPS") of INR 10 each (March 31, 2024 7,000,000 CCPS of INR 10 each)	120.00	70.00
	10,120.00	**140.00**
Issued shares, subscribed and fully paid-up shares		
2,183,900,292 equity shares of INR 1 each (March 31, 2024 : 60,000,013 equity shares of INR 1 each)	2,183.90	60.00
	2,183.90	**60.00**

*During the year ended March 31, 2025, the shareholders of the Company have approved for increased its Authorized Share Capital from INR 140.00 millions (divided into 70,000,000 equity shares of INR 1/- each and 7,000,000 CCPS of INR 10/- each) to INR 10,120 millions (divided into 10,000,000,000 equity shares of INR 1/- each and 12,000,000 CCPS of INR 10/-) in their meeting held on September 9, 2024 and January 2, 2025 respectively and subsequently the relevant form have been filed with the Registrar of Companies

Equity Shares

A. Reconciliation of number of equity shares

	For the year ended March 31, 2025		For the year ended March 31, 2024	
	Numbers	Amount	Numbers	Amount
At the beginning of the year	6,00,00,013	60.00	6,00,00,013	60
Issue of equity share capital*	6,63,884	0.66	-	-
Issue of bonus shares	2,12,32,36,395	2,123.24	-	-
At the end of the year	**2,18,39,00,292**	**2,183.90**	**6,00,00,013**	**60**

*This includes 101,200 shares issued in exchange for Preponline shares pursuant to the share purchase agreement (see Note 42(b)(i)).

B. Terms/Rights attached to equity shares

The Company has only one class of equity shares having par value of INR 1 per share. Each holder of equity share is entitled to one vote for every share held in the meeting of equity shareholders. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing annual general meeting.

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

C. Details of shareholders holdings more than 5% shares

	As at March 31, 2025		As at March 31, 2024	
	Number	Percentage of Holding	Number	Percentage of Holding
Equity shares of INR 1 each fully paid				
Alakh Pandey	1,05,12,00,000	48.13%	3,00,00,000	50.00%
Prateek Boob	1,05,12,00,000	48.13%	3,00,00,000	50.00%
Series A CCPS INR 10 each fully paid up				
WestBridge AIF I	16,25,309	14.99%	16,25,309	24.38%
G.S.V Ventures Fund III, L.P.	9,99,999	9.22%	9,99,999	15.00%
Series A1 CCPS INR 10 each fully paid				
WestBridge AIF I	32,88,380	30.32%	32,88,380	49.33%
G.S.V Ventures Fund III, L.P.	6,66,667	6.15%	6,66,667	10.00%
Series B CCPS INR 10 each fully paid up				
Hornbill Capital Partner Limited	22,13,836	20.41%	-	-
Lightspeed India Opportunity Fund II, L.P.	13,83,648	12.76%	-	-
Setu AIF Trust	5,65,347	5.21%	-	-

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

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D. Aggregate number of shares allotted as fully paid by way of bonus shares (during five years immediately preceding the reporting date):

	As at March 31, 2025*	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022**	As at March 31, 2021
No. of equity shares allotted as fully paid bonus shares by capitalization of surplus in the statement of profit and loss	2,12,32,36,395	-	-	5,99,00,000	-
	2,12,32,36,395	-	-	**5,99,00,000**	-

*The Company has allotted 2,123,236,395 fully paid up equity shares of INR 1/- each pursuant to 1:35 bonus share issue, pursuant to resolution passed in Extra Ordinary General Meeting of its shareholders on March 5, 2025, by capitalising the amount of INR 2,123.24 millions of surplus in the securities premium of the Company.
**The Company has allotted 59,900,000 fully paid up equity shares of INR 1/- each pursuant to 599:1 bonus share issue approved by the board resolution passed on March 21, 2022, by capitalising the amount of INR 59.90 millions of surplus in the statement of profit and loss of the Company.

E. Shares reserved for issue under options

For details of shares reserved for issue under the employee stock option (ESOP) plan of the company, refer note 37.
For details of shares reserved for issue on conversion of CCPS, refer note 9(b) regarding terms of conversion/ redemption of preference shares.

F. Details of shareholding of Promoters in the Company

Name	As at March 31, 2025		As at March 31, 2024		Change during the period	% Change during the period
	Number of shares	% Holding	Number of shares	% Holding		
Alakh Pandey	1,05,12,00,000	48.13%	3,00,00,000	50.00%	1,02,12,00,000	(1.87%)
Prateek Boob	1,05,12,00,000	48.13%	3,00,00,000	50.00%	1,02,12,00,000	(1.87%)

Name	As at March 31, 2024		As at March 31, 2023		Change during the year	% Change during the year
	Number of shares	% Holding	Number of shares	% Holding		
Alakh Pandey	3,00,00,000	50.00%	3,00,00,000	50.00%	-	0%
Prateek Boob	3,00,00,000	50.00%	3,00,00,000	50.00%	-	0%

G. Equity shares issued for consideration other than cash

Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

	As at March 31, 2025	As at March 31, 2024
Equity shares allotted as fully paid bonus shares by capitalization of securities premium	2,12,32,36,395	-
Equity shares issued for acquisition of addition stake in subsidiary (refer note 42(b)(i))	1,01,200	-

9(b) Instrument entirely equity in nature

	As at March 31, 2025	As at March 31, 2024
A. Issued shares, subscribed and fully paid-up shares		
10,845,270 0.001% Compulsorily Convertible Preference Shares ("CCPS") of INR 10 each		
2,666,654 Series A CCPS (March 31, 2024: 2,666,654) (refer note below)*	3,450.33	-
4,000,000 Series A1 CCPS (March 31, 2024: 4,000,000) (refer note below)**	4,852.37	-
4,178,616 Series B CCPS (March 31, 2024: Nil) (refer note below)	41.78	-
	8,344.48	-

*Consists of the par value of CCPS (INR 26.67 millions) and the fair value change up to the date of reclassification from financial liabilities to equity (INR 3,423.66 millions).
**Consists of the par value of CCPS (INR 40.00 millions) and the fair value change up to the date of reclassification from financial liabilities to equity (INR 4,812.37 millions).

B. Reconciliation of number of 0.001% Compulsorily Convertible Preference Shares ("CCPS")

	For the year ended March 31, 2025		For the year ended March 31, 2024	
	Numbers	Amount	Numbers	Amount
At the beginning of the year	66,66,654	66.67	66,66,654	66.67
Change during the year	41,78,616	41.78	-	
At the end of the year	**1,08,45,270**	**108.45**	**66,66,654**	**66.67**

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C. Details of shareholders holdings more than 5% CCPS

	As at March 31, 2025		As at March 31, 2024	
	Number	Percentage of Holding	Number	Percentage of Holding
Series A CCPS INR 10 each fully paid up				
WestBridge AIF I	16,25,309	14.99%	16,25,309	24%
G.S.V Ventures Fund III, L.P.	9,99,999	9.22%	9,99,999	15%
Series A1 CCPS INR 10 each fully paid				
WestBridge AIF I	32,88,380	30.32%	32,88,380	49%
G.S.V Ventures Fund III, L.P.	6,66,667	6.15%	6,66,667	10%
Series B CCPS INR 10 each fully paid up				
Hornbill Capital Partner Limited	22,13,836	20.41%	-	-
Lightspeed India Opportunity Fund II, L.P.	13,83,648	12.76%	-	-
Setu AIF Trust	5,65,347	5.21%	-	-

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(a) Terms of conversion/redemption of Series A CCPS

During the year ended March 31, 2023, the company issued 2,666,634 compulsorily convertible cumulative preference (CCPS) of INR 10 each fully paid-up at a premium of INR 1,115 per share. These CCPS carry cumulative dividend @ 0.001% p.a. The company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. The holders of the Series A CCPS shall be entitled to receive notice of and vote on all matters that are submitted to the vote of the Shareholders (including the holders of Equity Shares). Each Series A CCPS shall entitle the holder to the number of votes equal to the number of whole or fractional equity shares into which such Series A CCPS could then be converted.

Optional Conversion: On the conversion date, the Series A CCPS shall be converted into equity shares at the conversion price determined as provided in agreement. The Series A Conversion Price initially shall be INR 1,125 (Rupees One Thousand One Hundred Twenty Five only) and each Series A CCPS converting into 1 (one) equity Share, and shall be subject to adjustment from time to time as provided in the agreement.

Mandatory conversion: All of the Series A CCPS shall mandatorily be converted in such manner and into such number of fully paid Equity Shares as is determined pursuant to the relevant clauses of the agreement upon the expiry of a period of 20 (twenty) years from the date of issuance of such Series A CCPS or such other period as may be permissible under applicable Law. The Series A Conversion Price initially shall be INR 1,125 (Rupees One Thousand One Hundred Twenty Five only) and each Series A CCPS converting into 1 (one) Equity Share, and shall be subject to adjustment from time to time as provided in the agreement.

In the event of liquidation of the Company before conversion/ redemption of CCPS, the holders of CCPS will have priority over equity shares in the payment of dividend and repayment of capital.

Holder of CCPS has the right to require the Company to undertake a buyback of Investor shares or any portion thereof at the fair market value (of the shares) if the Company will not be able to provide an Exit Option (IPO or Third-Party Sale). During the year ended March 31, 2025, the shareholder approved amendment to the terms of agreement to rescind their rights to require buy back by the Company w.e.f. April 01, 2024 and changed the conversion price from INR 1,125 to INR 1,205.53. As at March 31, 2024, the fair value of liability amounted to INR 6,423 millions. Consequent to the above amendment, the Company on April 01,2024 has reclassified the liability to equity and accordingly INR 3,450.33 millions has been disclosed above as equity and INR 2,972.67 millions of securities premium originally received on issuance of these CCPS has been reclassified and disclosed under "securities premium".

Series A CCPS holders have the right to receive, before Equity Shareholders, a "Preference Amount" of INR 1,125 per share which is the greater of:

(i) the full subscription price (par value plus premium) of their Series A CCPS plus any accrued unpaid dividends; or

(ii) the share they would receive if all Series A CCPS and other convertible instruments (including Series A1 CCPS) were converted to Equity Shares, with distribution on pari passu basis among shareholders and no liquidation preference from other clauses.

The Company, pursuant to a resolution passed at the Extra ordinary General Meeting of its shareholders on March 5, 2025, has approved a bonus issue in the proportion of 1:35, i.e. for every one fully paid-up equity share held, 35 additional equity shares, each with a nominal value of INR 1, will be issued as bonus shares. Further, the resolution specified that this bonus issue entails a corresponding adjustment to the conversion ratio of Compulsorily Convertible Preference Shares (CCPS) after the issuance of the bonus equity shares.

(b)Terms of conversion/redemption of Series A1 CCPS

During the year ended March 31, 2025, the Company issued 4,000,000 CCPS of INR 10 each fully paid-up at a premium of INR 1,218 per share. CCPS carry cumulative dividend @ 0.001% p.a. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. The holders of the Series A1 CCPS shall be entitled to receive notice of and vote on all matters that are submitted to the vote of the shareholders (including the holders of Equity Shares). Each Series A1 CCPS shall entitle the holder to the number of votes equal to the number of whole or fractional equity shares into which such Series A1 CCPS could then be converted.

Optional Conversion: On the Conversion Date, the Series A1 CCPS shall be converted into equity shares at the conversion price determined as provided in agreement. The Series A1 conversion price initially shall be subscription price i.e. INR 1,228 and each Series A1 CCPS converting into 1 (one) equity share, and shall be subject to adjustment from time to time as provided in the agreement.

Mandatory conversion: All of the Series A CCPS shall mandatorily be converted in such manner and into such number of fully paid equity shares as is determined pursuant to the relevant clauses of the agreement upon the expiry of a period of 20 (twenty) years from the date of issuance of such Series A1 CCPS or such other period as may be permissible under applicable Law. The Series A1 conversion price initially shall be subscription price i.e. INR 1,228 and each Series A1 CCPS converting into 1 (one) equity Share, and shall be subject to adjustment from time to time as provided in the agreement.

In the event of liquidation of the Company before conversion/ redemption of CCPS, the holders of CCPS will have priority over equity shares in the payment of dividend and repayment of capital.

Holder of CCPS has the right to require the Company to undertake a buyback of Investor shares or any portion thereof at the fair market value (of the shares) if the Company will not be able to provide an Exit Option (IPO or Third-Party Sale). During the year ended March 31, 2025, the shareholder approved amendment to the terms of agreement to rescind their rights to require buy back by the Company w.e.f. April 01, 2024 and changed the conversion price from INR 1,228 to INR 1,293.58. As at March 31, 2024, the fair value of liability amounted to INR 9,723.84 millions. Consequent to the above amendment, the Company on April 1,2024 has reclassified the liability to equity and accordingly INR 4,852.37 millions has been disclosed above as equity and INR 4,871.47 millions of securities premium originally received on issuance of these CCPS has been reclassified and disclosed under "securities premium".

Series A1 CCPS holders have the right to receive, before Equity Shareholders, a "Preference Amount" of INR 1,228 per share which is the greater of:

(i) the full subscription price (par value plus premium) of their Series A1 CCPS plus any accrued unpaid dividends; or

(ii) the share they would receive if all Series A1 CCPS and other convertible instruments (including Series A CCPS) were converted to Equity Shares, with distribution on pari passu basis among shareholders and no liquidation preference from other clauses.

The Company, pursuant to a resolution passed at the Extra ordinary General Meeting of its shareholders on March 5, 2025, has approved a bonus issue in the proportion of 1:35, i.e. for every one fully paid-up equity share held, 35 additional equity shares, each with a nominal value of INR 1, will be issued as bonus shares. Further, the resolution specified that this bonus issue entails a corresponding adjustment to the conversion ratio of Compulsorily Convertible Preference Shares (CCPS) after the issuance of the bonus equity shares.

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(C)Terms of conversion/redemption of Series B CCPS

During the year ended March 31, 2025, the Company issued 4,178,616 CCPS of INR 10 each fully paid-up at a premium of INR 3,022.65 per share. CCPS carry cumulative dividend @ 0.001% p.a. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. The holders of the Series A1 CCPS shall be entitled to receive notice of and vote on all matters that are submitted to the vote of the shareholders (including the holders of Equity Shares). Each Series B CCPS shall entitle the holder to the number of votes equal to the number of whole or fractional equity shares into which such Series B CCPS could then be converted.

Optional Conversion: On the Conversion Date, the Series B CCPS shall be converted into equity shares at the conversion price determined as provided in agreement. The Series B conversion price initially shall be subscription price i.e. INR 3,032.65 and each Series B CCPS converting into 1 (one) equity share, and shall be subject to adjustment from time to time as provided in the agreement.

Mandatory conversion: All of the Series A CCPS shall mandatorily be converted in such manner and into such number of fully paid equity shares as is determined pursuant to the relevant clauses of the agreement upon the expiry of a period of 20 (twenty) years from the date of issuance of such Series A1 CCPS or such other period as may be permissible under applicable Law. The Series B conversion price initially shall be subscription price i.e. INR 3,032.65 and each Series B CCPS converting into 1 (one) equity Share, and shall be subject to adjustment from time to time as provided in the agreement.

In the event of liquidation of the Company before conversion/ redemption of CCPS, the holders of CCPS will have priority over equity shares in the payment of dividend and repayment of capital.

Holder of CCPS has the right to require the Company to undertake a buyback of Investor shares or any portion thereof at the fair market value (of the shares) if the Company will not be able to provide an Exit Option (IPO or Third-Party Sale). During the year ended March 31, 2025, the shareholder approved amendment to the terms of agreement to rescind their rights to require buy back by the Company w.e.f. April 01, 2024 and changed the conversion price from INR 3,032.65 to INR 3,234.83.

Series B CCPS holders have the right to receive, before Equity Shareholders, a "Preference Amount" of INR 3,032.65 per share which is the greater of:
(i) the full subscription price (par value plus premium) of their Series B CCPS plus any accrued unpaid dividends; or
(ii) the share they would receive if all Series B CCPS and other convertible instruments (including Series A CCPS and Series A1 CCPS) were converted to Equity Shares, with distribution on pari passu basis among shareholders and no liquidation preference from other clauses.

The Company, pursuant to a resolution passed at the Extra ordinary General Meeting of its shareholders on March 5, 2025, has approved a bonus issue in the proportion of 1:35, i.e. for every one fully paid-up equity share held, 35 additional equity shares, each with a nominal value of INR 1, will be issued as bonus shares. Further, the resolution specified that this bonus issue entails a corresponding adjustment to the conversion ratio of Compulsorily Convertible Preference Shares (CCPS) after the issuance of the bonus equity shares.

10 Other equity

	As at March 31, 2025	As at March 31, 2024
Retained earnings	(11,810.09)	(10,476.33)
General reserve	53.15	1.01
Other reserve	(248.12)	-
Employee stock options reserve	2,025.74	1,517.34
Securities premium	19,177.16	0.02
Stock option	-	296.32
	9,197.84	**(8,661.64)**
i) Retained earnings		
A. Surplus in statement of profit and loss		
Balance at beginning of the year	(10,494.10)	215.64
Add: Loss for the year	(1,356.22)	(10,709.74)
Closing balances	**(11,850.32)**	**(10,494.10)**
B. Other comprehensive income		
Balance at beginning of the year	17.77	(9.79)
Add ; Re-measurement gain on defined benefit plans(net of income tax effect)	22.46	27.56
Closing balances	**40.23**	**17.77**
Closing balances of retained earnings	**(11,810.09)**	**(10,476.33)**
ii) General reserve		
Balance at beginning of the year	1.01	-
Add : Transfer from employee stock option reserve on cancellation of stock options	52.14	1.01
Closing balance	**53.15**	**1.01**
iii) Employee stock options reserve (refer note 37)		
Balance at the beginning of the year	1,517.34	389.26
Add: Share based payment to employees (refer note 37)	818.18	1,068.39
Add: Share based payment to employees of subsidiary companies (refer note 37)	75.58	157.17
Less: Transferred to securities premium on exercise of employees stock options	(323.54)	-
Less: Transfer to general reserves on cancellation of stock options	(52.14)	(1.01)
Less: Settlement of compensation options	(9.68)	(96.47)
Closing balance	**2,025.74**	**1,517.34**

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iv) **Securities premium**		
Balance at the beginning of the year	0.02	0.02
Reclassification of CCPS to equity on waiver of buyback terms (refer note 9(b)):		
Series A CCPS	2,972.67	-
Series A1 CCPS	4,871.47	-
Issuance of CCPS		
Series B CCPS	12,630.50	-
Issuance of shares (refer note 42(b)(i))	252.70	-
Transferred from employee stock option reserve on exercise of Employees stock options	327.80	-
Transferred from stock option reserve on exercise of stock options (refer note 42(a))	245.24	-
Issue of bonus shares	(2,123.24)	-
Closing balance	19,177.16	0.02
v) **Stock Options**		
Balance at the beginning of the year	296.32	296.32
Transferred to Securities premium on exercise of stock options (refer note 42(a))	(244.44)	-
Settlement of Stock options (refer note 42(b)(iii))	(51.88)	-
Closing balance	-	296.32
v) **Other reserve**		
Balance at the beginning of the year	-	-
Settlement of Stock options (refer note 42(b)(iii))	(248.12)	-
Closing balance	(248.12)	-

Nature of reserves:

a) **Retained earnings**
Retained earnings are the profits/(loss) that the Company has earned/incurred till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings include re-measurement loss/(gain) on defined benefit plans, net of taxes that will not be reclassified to Statement of Profit and Loss.

Other comprehensive income
Other Comprehensive Income represent the balance in equity for item to be accounted in Other Comprehensive Income. OCI is classified into:
i) Items that will not be reclassified to profit & loss
ii) Item that will be reclassified to profit & loss
Actuarial Gain and losses for defined plans are recognized through OCI in the period in which they occur. Re-measurement are not reclassified to profit or loss in subsequent periods.

b) **General reserve**
General Reserve amount transferred /apportioned represents is in accordance with (The Companies Act, 2013) wherein a portion of profit is apportioned to general reserve, before a company can declare dividend.

c) **Employee stock options reserve (refer note 37)**

Employee stock options reserve is used to recognise the value of equity settled share based payments provided to employees as a part of their remuneration.

d) **Securities premium**
Securities premium is used to record the premium on issue of shares and can be utilised in accordance with the provisions of the Companies Act, 2013.

e) **Stock options**
During the year ended March 31, 2023, the Company has acquired "OnlyIAS Nothing Else". Pursuant to business purchase agreement, proprietor of entity shall be given certain stock options of the Company amounting to INR 244.44 millions on the date of the transaction. Every 10 stock options shall be converted into one equity share upon payment of exercise price of INR 1 per option. The equity shares were issued during the year.

The Company acquired 51% shareholding in "Utkarsh" and pursuant to share purchase agreement, the erstwhile promoters of entity, have been issued certain share options exercisable at any time after the acquisition date. Every 1 stock option shall be converted into one equity share upon payment of exercise price of INR 1 per option. The Company has recognised the fair value of such options on the acquisition date amounting to INR 51.88 millions. These options were settled in cash during the year.

f) Other reserve
This represents loss on settlement of above stock option.

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11 Right-of-use assets

a) The company has lease contracts for office premises and coaching centres. Leases generally have lease term between 1 to 9 years. Generally the company is restricted from assigning and subleasing the leased asset. There are several lease contracts that includes extension and termination options which are further discussed below.

b) The company also has certain leases of INR 79.15 millions (March 31, 2024: INR 91.80 millions) with lease term of 12 months or less and low value. The company applies the "Short term lease" and "Lease of low value assets" recognition exemption for the leases.

	Building
Gross carrying value	
As at April 01, 2023	**4,631.09**
Addition	3,727.92
Disposal	(329.07)
As at March 31, 2024	**8,029.94**
Addition	3,650.93
Disposal	(800.26)
As at March 31, 2025	**10,880.61**
Accumulated depreciation	
As at April 01, 2023	**404.46**
Depreciation charged for the year	1,072.28
Disposal	(96.64)
As at March 31, 2024	**1,380.10**
Depreciation charged for the year	1,430.63
Disposal	(336.49)
As at March 31, 2025	**2,474.24**
Net Balance at April 01, 2023	**4,226.63**
Net Balance at March 31, 2024	**6,649.84**
Net Balance at March 31, 2025	**8,406.37**

The Company has adopted modified retrospective approach for accounting of leases as per Ind-AS 116

12 Lease Liabilities

Lease liabilities movements during the year:

	As at March 31, 2025	As at March 31, 2024
Opening balance	7,070.73	4,295.80
Addition	3,523.67	3,614.37
Accretion of interest	637.67	501.56
Payments	(1,592.39)	(1,094.06)
Adjustment on account of modification of leases	-	(19.05)
Derecognized during the year	(513.81)	(227.89)
Closing balance	**9,125.87**	**7,070.73**

	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Lease liabilities	7,734.61	6,107.85	1,391.26	962.88
Total lease liabilities	**7,734.61**	**6,107.85**	**1,391.26**	**962.88**

The effective interest rate for lease liabilities is 8.5% p.a. with lease term from 1-9 years

Below are the amount recognised by the Company in statement of profit and loss

	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation expense of right-of-use assets	1,430.63	1,072.28
Interest expense on lease liabilities	637.67	501.56
Expense relating to short-term leases (included in other expenses)	79.15	91.85
Total amount recognised in profit or loss	**2,147.45**	**1,665.69**

Below are the amount recognised by the Company in statement of cash flows

	For the year ended March 31, 2025	For the year ended March 31, 2024
Cash outflow included in financing activity for the repayment of principal during the year	954.72	592.50
Cash outflow included in financing activity for the repayment of interest during the year	637.67	501.56
	1,592.39	1,094.06

Notes

1. Cash flow from operating activities includes cash flow from short-term lease.

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13 Financial liabilities

13(a) Borrowings

	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Term Loan				
From bank (secured) (refer note (a) below)	-	337.68	-	332.27
Compulsorily Convertible Preference Shares ("CCPS") (refer note 25)				
Series A 0.001% CCPS (refer note 9(b))	-	6,423.00	-	-
Series A1 0.001% CCPS (refer note 9(b))	-	9,723.85	-	-
Total borrowings	-	16,484.53	-	332.27

(a) Nature of Security and terms of repayment for secured borrowing :
Term loan from HDFC Bank Limited was taken during the year ended March 31, 2023 for the purpose of setting up of offline and hybrid centres and carries interest @ 8.50% plus spread on modified basis the T-bill rate on the loan booking date. The loan is repayable in 35 monthly instalments of INR 31.57 millions each along with interest from the year ended March 31, 2023. The loan is secured by hypothecation of furniture & fixtures and other fixed assets and second charge on fixed deposit held with HDFC bank amounting to INR 400.00 millions. During the year ended March 31, 2025, the Company has prepaid the term loan.

Bank overdraft facility has been taken from ICICI Bank Limited, HDFC Bank Limited, Kotak Mahindra Bank Limited and State Bank of India for an amount of INR 142.50 millions, INR 150.00 millions, INR 250.00 millions, INR 160.00 millions (March 31, 2024: INR 142.50 millions, INR 150.00 millions, INR 250.00 millions, INR Nil) respectively, at an interest rate ranging from 6%-8%. The facilities remain undrawn as at March 31, 2025.

13(b) Trade payables

	As at March 31, 2025	As at March 31, 2024
i. Total outstanding dues of micro enterprises and small enterprises (refer note 36 for details of dues to micro and small enterprises)	141.21	182.46
ii. Total outstanding dues of creditors other than micro enterprises and small enterprises	1,410.13	718.85
Total trade payables	1,551.34	901.31

Note:
i. Trade payables includes amount payable to related parties of INR 27.71 millions (March 31, 2024: INR 94.67 millions) (refer note 31).
ii. For explanations on the Company's credit risk management processes (refer to note 34).

Trade payables ageing schedule:

As at March 31, 2025

	Unbilled Dues	Not due	Outstanding from date of invoice				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	-	-	138.41	1.30	1.50	-	141.21
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,167.52	-	236.15	4.29	2.17	-	1,410.13
Total	1,167.52	-	374.56	5.59	3.67	-	1,551.34

As at March 31, 2024

	Unbilled Dues	Not due	Outstanding from date of invoice				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	43.09	-	131.93	7.30	0.14	-	182.46
Total outstanding dues of creditors other than micro enterprises and small enterprises	260.25	-	455.02	2.64	0.94	-	718.85
Total	303.34	-	586.95	9.94	1.08	-	901.31

Terms and conditions of trade payables
i) Trade payables are non-interest bearing and are normally settled on terms of 30 days.
ii) For terms and conditions with related parties, refer to Note 31.
iii) The Company has received information from Creditors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure relating to amounts unpaid together with interest paid / payable have been disclosed in note 36.

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13(c) Other financial liabilities

	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Deferred consideration (refer note 42)	82.00	-	133.00	48.86
Employee benefits payable (refer note (a) below)	-	12.50	206.23	422.89
Interest accrued but not due on term loans	-	-	-	3.88
Payable in respect of capital goods*	-	-	421.95	276.07
Franchisee deposit	11.60	11.10	-	-
Derivative liability (refer Note 42)	1,442.96	754.91	-	58.86
Security deposit refundable	-	-	179.27	15.41
Total other financial liabilities	**1,536.56**	**778.51**	**940.45**	**825.97**

(a) The Company has acquired OnlyIAS as on December 31, 2022 (refer note 42). The amount of Nil (March 31, 2024 INR 12.50 millions) is payable to the founders of OnlyIAS against the employment terms as per the employment agreement dated December 31, 2023.

* This includes the MSME payable as at March 31, 2025 amounting INR 218.83 Millions

14 Provisions

	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Provision for employee benefits				
i. Provision for gratuity (refer note 32)	201.82	88.91	3.29	0.24
ii. Provision for compensated absences	-	-	167.10	94.39
Total provisions	**201.82**	**88.91**	**170.39**	**94.63**

15 Tax asset/liability (net)

	Non Current	
	As at March 31, 2025	As at March 31, 2024
Advance tax	363.38	313.30
Less:- Provision for Income Tax	(158.25)	(145.11)
Total tax asset/(liability) (net)	**205.13**	**168.19**

16 Other liabilities

	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Contract liabilities (refer note (a) below)	294.00	-	7,461.41	5,182.51
Statutory dues (including provident fund and tax deducted at source)	-	-	759.17	464.87
Payable to related parties	-	-	-	3.88
Other payables	-	-	2.57	1.37
Total other liabilities	**294.00**	**-**	**8,223.15**	**5,652.63**

Note (a) Contract liabilities

	As at March 31, 2025	As at March 31, 2024
Advances from customers	7,755.41	5,182.09
Total contract liabilities	**7,755.41**	**5,182.09**

Movement of contract liabilities

	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening contract liabilities	5,182.09	2,604.59
Amount recognised in revenue	(4,916.84)	(2,544.17)
Amount received in advance during the year	7,490.16	5,121.67
Closing contract liabilities	**7,755.41**	**5,182.09**

Contract liabilities represent the amount received against the company's future performance obligation to transfer either goods or services.

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PHYSICSWALLAH LIMITED

17 Revenue from operations

Revenue information

Set out below is the disaggregation of the Company's revenue from contracts with customers:

	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from operations		
Sale of services	21,213.53	13,795.87
Sale of products	2,054.01	1,517.64
Other operating revenue		
Advertisement income	59.86	51.25
Other services	12.41	-
Total revenue from operations	**23,339.81**	**15,364.76**

a) Disaggregated revenue information

Set out below is the disaggregation of the Company's revenue from contracts with customers:

Sale of services		
Income from coaching services	20,930.98	13,795.87
Income from content access and usage rights	282.55	-
	21,213.53	**13,795.87**
Sale of products		
Traded goods - Students	1,435.15	1,176.46
Traded goods - Distributors	618.86	341.18
	2,054.01	**1,517.64**
Other operating revenue		
Advertisement income	59.86	51.25
Other services	12.41	-
	72.27	**51.25**
Total revenue from contracts with customers	**23,339.81**	**15,364.76**
Timing of revenue recognition		
Services transferred over the time	21,213.53	13,628.03
Products/services transferred at point in time	2,126.28	1,736.73
Total revenue from contracts with customers	**23,339.81**	**15,364.76**
Revenue by geography		
India	22,944.20	15,364.76
Outside India	395.61	-
Total revenue from contracts with customers	**23,339.81**	**15,364.76**

b) Contract balances

	As at March 31, 2025	As at March 31, 2024
Trade receivables	347.29	168.05
Contract Liabilities	7,755.41	5,182.51

Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days. As at March 31, 2025 INR 43.18 millions (March 31, 2024: INR 13.85 millions) was recognised as provision for expected credit losses on trade receivables.

The Company classifies the right to consideration in exchange for deliverables as either a receivable or as unbilled revenue. A receivables is right to consideration that is unconditional upon passage of time. Revenue of ongoing services at the reporting date yet to be invoiced is recorded as "unbilled revenue".

Unbilled revenues are billed in a term of 365 days. A sum of INR Nil (March 31, 2024: INR Nil) has been recognised as provision for expected credit losses on unbilled revenue during the year.

c) Reconciliation of revenue recognised in the statement of profit and loss with the contracted price:

	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue as per contracted price	23,339.81	15,364.76
Adjustments:		
Discount*	-	-
Revenue from operations as per Statement of Profit and Loss	**23,339.81**	**15,364.76**

*As the company's contracted price is the price net of discount. Additional disclosure related to discount not given above.

d) Performance obligation and remaining performance obligation

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognised as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue. As at March 31, 2025, the aggregate amount of transaction price allocated to remaining performance obligation as per requirement of Ind AS 115 was INR 7,755.41 millions (March 31, 2024: INR 5,182.50 millions) out of which, approximately 96.20% (March 31, 2024: 83%) is expected to be recognised as revenues within one year and the balance beyond one year.

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18 Other income

	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest income earned on		
Deposits with bank	383.18	395.51
Loan to subsidiary	97.20	38.49
Loan to employees	4.66	0.57
Loan to others	3.39	-
Debt instruments	47.28	5.21
Financial assets carried at amortised cost	50.25	33.27
Others		
Net gain on sale of investment in mutual funds	239.82	223.73
Unrealized gain on mutual funds	450.91	7.47
Excess provision written back	3.36	-
Cross charge income (refer note 31B)	147.54	35.96
Rental income	7.65	0.47
Other services to franchise	53.45	-
Gain on derecognition of leases	50.05	-
Miscellaneous income	77.54	46.56
Total other income	**1,616.28**	**787.24**

19 Direct expenses

	For the year ended March 31, 2025	For the year ended March 31, 2024
Professional fees	845.22	811.40
Student support services	686.99	385.23
Server expenses	583.90	439.88
Printing expense	394.33	200.11
Franchise cost	257.09	-
Studem test expenses	209.10	158.82
	2,976.63	**1,995.44**

20 Purchase of stock-in-trade

	For the year ended March 31, 2025	For the year ended March 31, 2024
Study material	331.86	322.45
	331.86	**322.45**

21(a) Changes in inventories of stock-in-trade and finished goods

	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening Stock:		
Stock-in-trade*	278.47	172.75
	278.47	**172.75**
Closing stock		
Stock-in-trade*	456.26	278.46
	456.26	**278.46**
Net increase	**(177.79)**	**(105.71)**

*Net of allowance for inventory obsolescence amounting to INR 106.41 millions (March 31, 2024 INR 39.60 millions)

21(b) Cost of raw material and components consumed

	For the year ended March 31, 2025	For the year ended March 31, 2024
Inventory at the beginning of the year	199.46	40.65
Add: Purchases	773.60	639.73
Less: inventory at the end of the year	(253.59)	(199.46)
Cost of raw material and components consumed	**719.47**	**480.92**

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22 Employee benefits expense

	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries, wages and bonus	10,900.59	8,235.23
Contribution to provident and other funds (refer note 32)	260.52	216.81
Leave Encashment (refer note 32)	112.61	58.79
Share based payment to employees (refer note 37)	837.94	1,350.95
Gratuity expenses (refer note 32)	145.98	100.66
Staff welfare expenses	383.77	247.84
	12,641.41	**10,210.28**

The Code on Social Security, 2020 ("Code") relating to employee benefits during employment and post employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective. Based on a preliminary assessment, the Company believes the impact of the change will not be significant.

23 Finance costs

	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest expense on:		
-Lease liabilities	637.67	501.56
-Borrowings	26.41	71.79
-MSME payables	6.23	5.63
Unwinding of interest on deferred purchase consideration (refer note 42)	1.31	6.42
Bank charges	73.15	5.12
Finance charges	25.89	-
	770.66	**590.52**

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24 Depreciation and amortisation expense

	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation on right of use assets (refer note 11)	1,430.63	1,072.28
Depreciation on property, plant and equipment (refer note 5(a))	1,105.12	981.32
Amortization of other intangible assets (refer note 5(b))	131.92	59.25
	2,667.67	**2,112.85**

25 Net (gain)/loss on remeasurement of financial instruments at fair value

	For the year ended March 31, 2025	For the year ended March 31, 2024
CCPS (refer note 13(a))*	-	7,564.66
Derivative assets & liabilities (refer note 42(h))	951.19	201.22
	951.19	**7,765.88**

*As on April 01, 2024, CCPS has reclassified from liability to equity. Refer note 9(b) for more details.

26 Carrying amount of financial liability and gain/loss on subsequent measurement is set out below:

	For the year ended March 31, 2025	For the year ended March 31, 2024
At the beginning of the year	(33.93)	701.60
Derivative asset/(liability) recognised on acquisition of subsidiaries (refer note 42(b)(v))	-	(587.40)
Net loss/(gain) on remeasurement of financial instruments designated at FVTPL (unrealised) (refer note 25)	(951.19)	(201.22)
Reversal on account of exercise of settlement of option (refer note 42(b))	272.00	-
Reversal of Derivative liability on impairment of Ineuron (refer note 27(b))	-	53.09
At the end of the year	**(713.12)**	**(33.93)**

27 Other expenses

	For the year ended March 31, 2025	For the year ended March 31, 2024
Advertisement and publicity expenses	2,329.52	1,563.71
Legal and professional charges	231.97	220.77
Power and fuel expenses	323.36	223.69
Housekeeping charges	274.80	183.99
Software subscription expenses	234.82	137.45
Travelling expenses	266.33	175.28
Commission expenses	119.38	45.35
Freight and forwarding charges	202.73	181.62
Security expenses	156.68	108.95
Office expenses	161.93	103.20
Repairs & maintenance expenses		
Building	171.00	93.76
Plant and machinery	12.20	11.87
Others	0.49	0.29
Provision for expected credit losses*	59.31	20.48
Rates and taxes	102.62	67.20
Technology expenses	90.76	70.25
Lease expenses	79.15	91.85
Payment gateway charges	34.02	24.38
Communication cost	54.97	52.01
CSR expenditure (refer note 38)	-	12.63
Packaging material cost	72.04	48.84
Payment to auditor (refer note 27(a) below)	23.54	16.35
Property, plant and equipment and Intangibles under development Written off	109.17	-
Insurance charges	1.44	0.26
Impairment of loan to subsidiary	22.34	-
Miscellaneous expenses**	29.25	2.06
	5,163.82	**3,456.24**

*Provision for expected credit losses included provision for trade receivable, other receivable, security deposits, advance given to employees and advance given to suppliers amount to INR 8.15 millions (March 31, 2024: 13.85 millions), INR 22.42 millions (March 31, 2024: 6.63 millions), INR 25.80 millions (March 31, 2024: Nil), INR 1.74 millions (March 31, 2024: Nil) and INR 1.20 millions (March 31, 2024: Nil) respectively.

**It includes donation given amounting to INR 12.85 millions (March 31, 2024: INR Nil) (refer note 31).

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27(a) Payment to auditors:

	For the year ended March 31, 2025	For the year ended March 31, 2024
As auditors:		
Audit fee	21.90	15.00
Other services	0.10	-
Out of pocket expenses	1.54	1.35
	23.54	16.35

27(b) Impairment loss on investment in subsidiary

	For the year ended March 31, 2025	For the year ended March 31, 2024
Impairment of investment in subsidiaries*	415.77	633.86
	415.77	633.86

*Net of reversal of derivative liability on the date of acquisition amounting to Nil (March 31, 2024: INR 53.09 millions).

28 Earnings per share (EPS)

Basic and diluted EPS amounts are calculated by dividing the profit for the year attributable to equityholders of the Company by the weighted average number of equity shares outstanding during the period. The Company has issued Compulsorily Convertible Preference Shares ("CCPS") and employee stock options that would convert into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

	For the year ended March 31, 2025	For the year ended March 31, 2024
Loss for the year		
Net profit for calculation of basic/diluted EPS (a)	(1,356.22)	(10,709.78)
	(1,356.22)	(10,709.78)

	For the year ended March 31, 2025	For the year ended March 31, 2024
Weighted average number of equity shares in calculating basic EPS (b)	2,51,51,23,695	2,17,31,73,514
Effect of dilution:		
Share options		
Employee stock option plan	-	38,62,080
Equity shares that will be issued upon conversion of CCPS	5,29,08,072	10,32,16,131
Weighted average number of equity shares in calculating diluted EPS (c)	-	23,99,99,544
	2,56,80,31,767	2,52,02,51,269
Basic earnings per share (INR) (a/b)	(0.54)	(4.93)
Diluted earnings per share (INR)(a/c)*	(0.54)	(4.93)

*As at March 31, 2025 52,908,072 (March 31, 2024: 103,216,131) employee stock options plan, Nil (March 31, 2024: 239,999,544) compulsorily convertible preference shares Nil (March 31, 2024: 3,862,080) Equity shares that will be issued upon exercise of put option were excluded from the diluted weighted average number of ordinary shares calculation as their effect is anti-dilutive.

Reconciliation of weighted average number of equity shares for calculation of basic earnings per share:

	For the year ended March 31, 2025	For the year ended March 31, 2024
Weighted average number of equity shares outstanding during the year	2,16,71,61,901	2,16,00,00,468
Weighted average number of options vested outstanding during the year	3,99,59,568	1,31,73,046
Weighted average number of Equity shares that will be issued upon conversion of CCPS outstanding during the year**	30,80,02,226	-
	2,51,51,23,695	2,17,31,73,514

** As on April 01, 2024, CCPS has been reclassified from liability to equity. Refer note 9(b) for more details.

Notes

1. Earnings per share and number of shares outstanding for the year ended March 31, 2025 and March 31, 2024, have been proportionately adjusted for the bonus issue in the ratio of 1:35 i.e. 35 (Thirty five) bonus equity share of INR 1 each for every 1 (one) fully paid-up equity shares held (including CCPS and outstanding stock options).

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29 Income tax

	For the year ended March 31, 2025	For the year ended March 31, 2024
A. Major components of income tax (expenses)/income are recognised in profit and loss		
Current tax	13.14	-
Deferred tax (credit)/charge	(161.52)	(600.95)
Total	**(148.38)**	**(600.95)**
Recognised in other comprehensive income		
Tax impact on Re-measurement gain/(loss) on defined benefit plans	(7.55)	(9.27)
Total	**(7.55)**	**(9.27)**

B. Reconciliation of effective tax rate

	For the year ended March 31, 2025		For the year ended March 31, 2024	
Profit/(loss) before tax		**(1,504.60)**		**(11,310.73)**
Tax using Company's domestic tax rate	25.17%	(378.68)	25.17%	(2,846.69)
Effect of expenses permanently disallowed under the Income Tax Act, 1961:				
Net (gain)/loss on remeasurement of financial instruments at fair value		239.40		1,954.52
Impairment loss on investment in subsidiaries		104.64		159.56
CSR expenditure (refer note 38)		-		3.17
Reversal of provision for interest on MSMED		(0.85)		1.42
Others		(10.26)		23.57
Stamp duty for increase in share capital		0.14		-
TDS Receivabe Provision		3.08		-
Unwinding of interest on deferred purchase consideration		0.33		1.62
80JJAA Deduction		(4.29)		-
Deferred tax asset on intangibles and others*		(101.88)		101.88
Income tax recognised in statement of profit and loss	**9.86%**	**(148.38)**	**5.31%**	**(600.95)**

*During the year ended March 31, 2025, the Company has recognised deferred tax asset on these intangibles and others, which was not recognised in earlier year, based on reasonable certainty of its utilisation on the basis of current period operations vis-a-vis projections for the year.

C. Movement in temporary differences
As at March 31, 2025

	Balance as at April 01, 2024	Recognised in profit or loss	Recognised in OCI	Balance as at March 31, 2025
Deferred tax assets				
Lease liabilities	1,779.56	517.24	-	2,296.80
Financial assets	19.69	42.10	-	61.79
Loan	-	5.63	-	5.63
Inventories	10.81	15.97	-	26.78
Provision for gratuity and compensated absences	46.18	55.05	(7.55)	93.68
Financial liabilities	24.12	33.31	-	57.43
Unabsorbed losses for the current year	537.18	(187.66)	-	349.53
Property, plant and equipment	40.95	220.80	-	261.75
Total	**2,458.49**	**702.44**	**(7.55)**	**3,153.39**
Less: Deferred tax liabilities				
Right of use assets	(1,673.63)	(442.08)	-	(2,115.71)
Investment	-	(118.93)	-	(118.93)
Other	(1.67)	20.09	-	18.42
Total	**(1,675.30)**	**(540.92)**	**-**	**(2,216.22)**
Deferred tax assets (net)	**783.19**	**161.52**	**(7.55)**	**937.17**

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As at March 31, 2024

	Balance as at April 01, 2023	Recognised in profit or loss	Recognised in OCI	Balance as at March 31, 2024
Deferred tax assets				
Lease liabilities	1,081.17	698.39	-	1,779.56
Financial assets	26.39	(6.70)	-	19.69
Inventories	20.78	(9.97)	-	10.81
Provision for gratuity and compensated absences	13.07	39.09	(9.27)	42.89
Financial liabilities	94.09	(69.97)	-	24.12
Unabsorbed losses for the current year	-	537.18	-	537.18
Property, plant and equipment	16.48	24.47	-	40.95
Total	**1,251.98**	**1,212.49**	**(9.27)**	**2,455.20**
Less: **Deferred tax liabilities**				
Right of use assets	(1,063.76)	(609.87)	-	(1,673.63)
Provision for gratuity and compensated absences	3.29	-	-	3.29
Others	-	(1.67)	-	(1.67)
Deferred tax assets/(liabilities) (net)	**191.51**	**600.95**	**(9.27)**	**783.19**

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PHYSICSWALLAH LIMITED

30 Segment information

The Company's primary business segment is reflected based on principal business activities carried on by the Company. Chief Executive Officer (CEO) has been identified as the Chief Operating Decision Makers ('CODM') and evaluates the Company's performance and allocates resources based on analysis of the various performance indicators of the Company as a single unit. Therefore, there are no separate reportable business segments as per Ind AS 108 - Operating Segments. The Company operates in one reportable business segment i.e. engaged in the business of education by providing online and offline coaching and study materials and is primarily operating in India and hence.

The Company majorly operates in India hence it does not have any revenue and non current operating assets located outside India. The Company does not have any single external customer which amounts to 10% or more of the Company's total revenue.

31 Related party disclosures

A List of Related Parties

In accordance with the requirements of Ind AS -24 'Related Party Disclosures', names of the related parties, nature of related party relationship, transactions and outstanding balances where control exists and with whom transactions have taken place during the year are:

Nature of relationship	Name of the party
	Entities where control exists
Subsidiary	Penpencil Edu Services Private Limited
Subsidiary	Preponline Futurist Private Limited
Subsidiary	Knowledge Planet Holdings Limited
Subsidiary	iNeuron Intelligence Private Limited
Subsidiary	Utkarsh Classes & Edutech Private Limited
Subsidiary	Xylem Learning Private Limited (w.e.f June 17, 2023)
Subsidiary	Physics Wallah INC (w.e.f. July 31, 2024)
Subsidiary	Finz Fintech Private Limited (w.e.f. December 30, 2024)
Subsidiary	Finz Finance Private Limited (w.e.f. December 16, 2024)
Subsidiary	Bharat Innovation Private Limited (w.e.f. November 26, 2024)
Subsidiary	PW Foundation
Stepdown Subsidiary	Knowledge Planet Centre LLC
	Entities where company has significant influence
Associate	Sheryians Private Limited (w.e.f. November 27, 2024)
	Key Management Personnel (KMP)
Whole-Time Director & CEO	Alakh Pandey (appointed as CEO w.e.f. February 12, 2025)
Whole-Time Director	Prateek Boob
Independent Director	Deepak Amitabh (w.e.f. February 12, 2025)
Independent Director	Rachna Dikshit (w.e.f. February 12, 2025)
Independent Director	Nitin Savara (w.e.f. February 12, 2025)
Director	Rajat Pandey (upto February 10, 2025)
Director	Gaurav Choudhary (upto February 10, 2025)
Nominee Director	Sauleep Singhal (w.e.f. March 01, 2025)
Chief Financial Officer	Amit Sachdeva (w.e.f. February 12, 2025)
Company Secretary	Rahul Verma (w.e.f. July 11, 2022 and upto February 12, 2025)
Company Secretary	Ajinkya Rajendra Jain (w.e.f. February 12, 2025)
	Relatives of KMP with whom transactions have taken place during the year
Relative of KMP	Sonal Mundhra (Finance controller)
Relative of KMP	Neha Boob

B Disclosure of transactions between the Company and related parties are as under:

Transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables for the year ended March 31, 2025 and March 31, 2024. The Company has recorded any impairment of receivables relating to amounts owed by related parties (March 31, 2025: INR 22.34 millions, March 31, 2024: Nil). 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. There are no commitments with related parties.

Nature of transaction	For the year ended March 31, 2025	For the year ended March 31, 2024
Short-term employee benefits*		
Neha Boob	5.90	-
Sonal Mundhra	26.22	6.15
Professional fees		
Neha Boob	2.09	-
Royalty income		
Utkarsh Classes & Edutech Private Limited	5.48	-

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Cross charge income for expenses incurred on behalf of others		
Knowledge Planet Holding Limited	41.68	33.32
Penpencil Edu Services Private Limited	16.68	0.85
Utkarsh Classes & Edutech Private Limited	24.00	0.18
Xylem Learning Private Limited	65.18	1.62
Expenses incurred on behalf of the Company		
Penpencil Edu Services Private Limited	0.23	0.09
Ineuron Intelligence Private Limited	0.01	2.35
Utkarsh Classes & Edutech Private Limited	1.49	-
Xylem Learning Private Limited	-	0.11
CSR expenditure		
PW Foundation	-	10.75
Donation given		
PW Foundation	12.50	-
Purchase of equity shares		
Xylem Learning Private Limited	-	685.05
Knowledge Planet Holding Limited	-	149.60
Bharat Innovation Private Limited	0.10	-
Finz Finance Private Limited	109.90	-
Finz Fintech Private Limited	0.10	-
Sheryians Private Limited	0.01	
Purchase of preference shares		
Sheryians Private Limited	49.99	-
Share based payment to employees of subsidiary companies (refer note 37)		
Penpencil Edu Services Private Limited	12.77	26.50
Knowledge Planet Holding Limited	59.38	115.48
Utkarsh Classes & Edutech Private Limited	12.64	5.18
Xylem Learning Private Limited	(9.78)	10.02
Sale of goods/services		
Prepoulite Futurist Private Limited	9.90	17.61
Penpencil Edu Services Private Limited	8.71	3.52
Knowledge Planet Centre LLC	3.36	1.65
Utkarsh Classes & Edutech Private Limited	13.07	10.00
PW Foundation	0.05	-
Purchase of goods/services		
Penpencil Edu Services Private Limited	583.24	440.97
Ineuron Intelligence Private Limited	4.54	165.21
Utkarsh Classes & Edutech Private Limited	10.69	5.35
FinZ Fintech Private Limited	0.32	-
Purchase of Fixed Assets		
Penpencil Edu Services Private Limited	1.85	-
Ineuron Intelligence Private Limited	6.82	-
Utkarsh Classes & Edutech Private Limited	4.61	-
Loans given		
Penpencil Edu Services Private Limited	642.00	77.00
Ineuron Intelligence Private Limited	35.49	-
Xylem Learning Private Limited	290.00	731.00
Repayment of loans given		
Penpencil Edu Services Private Limited	969.00	-
Ineuron Intelligence Private Limited	13.15	-
Interest income received on loan		
Penpencil Edu Services Private Limited	27.23	22.84
Xylem Learning Private Limited	68.22	15.65
Ineuron Intelligence Private Limited	1.75	-
Rental Income		
Penpencil Edu Services Private Limited	0.58	0.51
PW Foundation	0.11	-
FinZ Fintech Private Limited	0.02	-
Finz Finance Private Limited	0.02	-
Bharat Innovation Private Limited	0.05	-
Salaries, wages and bonus		
Penpencil Edu Services Private Limited	5.22	8.79

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C Transaction with Key Managerial personnel and Directors

Nature of transaction	For the year ended March 31, 2025	For the year ended March 31, 2024
Short-term employee benefits*		
Alakh Pandey	32.01	55.01
Rajat Pandey	2.69	3.11
Prateek Boob	13.51	18.01
Gaurav Choudhary	3.54	2.76
Amit Sachdeva	7.95	-
Rahul Verma	3.00	1.85
Ajinkya Rajendra Jain	3.34	-
Legal and Professional Charges#		
Deepak Amitabh	1.26	-
Rachna Dikshit	0.76	-
Nitin Savara	1.36	-
Share based payment expenses		
Gaurav Choudhary	1.92	2.33
Rahul Verma	0.77	0.35
Ajinkya Rajendra Jain	2.16	-
Amit sachdeva	9.23	-
Reimbursement of expenses		
Alakh Pandey	-	0.51
Loan given		
Amit sachdeva**	2.56	-
Repayment of loan		
Amit sachdeva	0.85	-

**As at March 31, 2025, amount outstanding on account of loan given to KMP is INR 1.71 millions (March 31, 2024 : INR Nil)

This amount represents sitting fees to directors.

As the liabilities for the gratuity and compensated absences are provided on an actuarial basis, and calculated for the Company as a whole rather than each of the individual employees, the said liabilities pertaining specifically to KMP are not known and hence, not included in the above table
(*) Provision for gratuity and compensated absences has not been considered, since the provisions are based on actuarial valuations for the Company as a whole.

D The following table provides the closing balances with Key Managerial personnel and Directors for the relevant year:

	As at March 31, 2025	As at March 31, 2024
Other payable*		
Deepak Amitabh	1.14	-
Rachna Dikshit	0.69	-
Nitin Savara	1.23	-

* This amount represents sitting fees payable to directors.

E The following table provides the closing balances of related parties for the relevant year:

	As at March 31, 2025	As at March 31, 2024
Loan given		
Penpencil Edu Services Private Limited	-	327.00
Xylem Learning Private Limited	1021.00	731.00
Ineuron Intelligence Private Limited*	22.34	-
Interest accrued		
Penpencil Edu Services Private Limited	-	20.56
Xylem Learning Private Limited	75.48	14.08
Trade payables		
Penpencil Edu Services Private Limited	88.93	88.46
Utkarsh Classes & Edutech Private Limited	22.87	6.21
Finz Fintech Private Limited	0.37	-
Other payables		
Penpencil Edu Services Private Limited	-	3.88
Xylem Learning Private Limited	-	0.11
PW Foundation	0.97	0.21

* The loan given to Ineuron Intelligence Private Limited has been impaired during the year amounting to INR 22.34 millions (March 31, 2024: Nil).

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E The following table provides the closing balances of related parties for the relevant year (continued):

	As at March 31, 2025	As at March 31, 2024
Trade receivable		
Penpencil Edu Services Private Limited	10.37	14.97
Preponline Futurist Private Limited	13.24	12.61
Utkarsh Classes & Edutech Private Limited	15.64	8.34
Knowledge Planet Cemre LLC	3.29	1.65
Finz Finance Private Limited	0.02	-
Finz Fintech Private Limited	0.02	-
Bharat Innovation Private Limited	0.05	-
PW Foundation	0.02	-
Other receivable		
Knowledge Planet Holding Limited	75.00	33.32
Penpencil Edu Services Private Limited	20.68	1.00
Utkarsh Classes & Edutech Private Limited	28.54	0.21
Xylem Learning Private Limited	70.84	1.91
Advance to suppliers		
Ineuron Intelligence Private Limited	-	8.29

F. Impairment of investment

	For the year ended March 31, 2025	For the year ended March 31, 2024
Penpencil Edu Services Private Limited	390.90	-
Preponline Futurist Private Limited	23.95	-
iNeuron Intelligence Private Limited	0.91	686.95

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32 Employee benefits expense

The disclosures required under Ind AS 19 "Employee Benefits "as given below:

a. Defined contribution plans:

The Company has classified the various benefits provided to employees' as follows:

Defined Contribution Plans - Provident Fund

Employee State Insurance Plan

Contribution to Defined contribution plans, recognized as expense is as under:

	For the year ended March 31, 2025	For the year ended March 31, 2024
Company's contribution to provident fund and other funds	260.52	216.81
	260.52	**216.81**

b. Compensated absences:

The principal assumptions used in determining the compensated absences benefit obligation are as given below:

	As at March 31, 2025	As at March 31, 2024
Discounting rate (p.a.)	6.70%	7.10%
Future salary increase (p.a.)	10.00%	10.20%

The discount rate is based on the prevailing market yield of Indian government securities as at the balance sheet date for the estimated terms of the obligation.

Particular	For the year ended March 31, 2025	For the year ended March 31, 2024
Compensated absences	112.61	58.79
	112.61	**58.79**

c. Defined benefit plan:

The Company operates the post-employment defined benefit plan :-

The employees' gratuity fund defined benefit plan. The present value of obligation is determined based on actuarial valuation using by projected unit credit method in case of gratuity.

The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age.

The following table sets out the status of the defined benefit obligation

	As at March 31, 2025	As at March 31, 2024
Net defined benefit liability - gratuity	205.11	89.14
Total employee benefit liabilities	**205.11**	**89.14**
Non current	3.29	0.24
Current	201.82	88.90

(i) Reconciliation of the net defined benefit liability

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit liability and its components

	For the year ended March 31, 2025	For the year ended March 31, 2024
Balance at the beginning of the period/year	89.14	25.35
Benefits paid		(0.04)
Current service cost	130.40	92.03
Past service cost	-	-
Interest cost	15.58	8.63
Actuarial (gains)/losses recognised in other comprehensive	(30.01)	(36.83)
Remeasurements due to :		
Effect of change in financial assumptions	-	2.21
Effect of experience adjustments	(30.01)	(39.04)
Balance at the end of the year	**205.11**	**89.14**

ii) Expense recognised in profit or loss

	For the year ended March 31, 2025	For the year ended March 31, 2024
Current service cost	130.40	92.03
Interest cost	15.58	8.63
	145.98	**100.66**

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iii) Remeasurements recognised in other comprehensive income

	For the year ended March 31, 2025	For the year ended March 31, 2024
Actuarial (gain)/loss on defined benefit obligation	(30.01)	(36.83)
Actuarial (gain)/loss on plan assets	-	-
	(30.01)	(36.83)

iv) Actuarial assumptions

Principal actuarial assumptions at the reporting date (expressed as weighted averages):

	As at March 31, 2025	As at March 31, 2024
Financial assumptions		
Discount rate	6.70%	7.10%
Future salary growth	10.00%	10.20%
Demographic assumptions		
Mortality rate	IALM (2012-14) Ult	IALM (2012-14) Ult
Retirement age	58	58
Attrition Rate (p.a.)	28.00%	28.00%

The principal assumptions are the discount rate and salary growth rate. The discount rate is generally based upon the market yields available on Government bonds. The estimate of rate of escalation in salary considered in actuarial valuation, taken into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market.

As at March 31, 2025, the weighted average duration of the defined benefit obligation was 6.33 years (March 31, 2024: 5.74 years)

v) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	For the year ended March 31, 2025		For the year ended March 31, 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (1%)	(9.67)	10.55	(4.80)	5.20
Future salary growth (1%)	9.25	(8.84)	4.54	(4.42)
Attrition rate (1%)	(6.34)	6.51	(3.64)	3.75

Although the analysis does not take into account of the full distribution of cash flows expected under the plan, it does not provide an approximation of the sensitivity of the assumptions shown.

vi) Maturity profile

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date:

	As at March 31, 2025	As at March 31, 2024
1 Year	3.29	0.24
2-5 years	142.11	54.11
6-9 years	95.06	53.83
10 years and above	51.83	29.83

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33 Fair valuation

(i) Fair values hierarchy

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

Level 1: Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. This includes quoted financial instruments, government securities, borrowings and mutual funds that have quoted price.

Level 2: Inputs are other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices). This includes derivative financial instruments.

Level 3: Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data. This includes unquoted equity shares.

(ii) Financial instruments measured at fair value - recurring fair value measurements

The following table shows the levels within the hierarchy of financial assets and financial liabilities measured at fair value on a recurring basis:

	Carrying value		Fair Value		Level
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024	
Financial assets					
Financial assets measured at fair value through profit and loss					
Investment - Mutual Funds	13,240.12	1,084.14	13,240.12	1,084.14	Level 1
Investment - Non-convertible debenture	167.08	357.34	167.08	357.34	Level 1
Derivative assets	944.84	779.84	944.84	779.84	Level 3
	14,352.04	2,221.32	14,352.04	2,221.32	
Financial liabilities					
Financial liabilities measured at fair value through profit and loss					
CCPS*	-	16,146.85	-	16,146.85	Level 3
Derivative liabilities	1,442.96	813.77	1,442.96	813.77	Level 3
	1,442.96	16,960.62	1,442.96	16,960.62	

*As on April 01, 2024, CCPS has reclassified from liability to equity. Refer note 9(b) for more details.

A. Valuation process and technique used to determine fair value

	Fair value hierarchy	Valuation Technique	Significant unobservable inputs	Inter-relationship between unobservable inputs and fair vale measurement
Financial assets measured at fair value				
Investment in mutual funds Investment in exchange traded fund (ETF) Investment in equity shares	Level 1	Market valuation technique: Investments traded in active markets are determined by reference to quotes from the financial institutions; for example: Net asset value (NAV) for investments in mutual funds declared by mutual fund house, quoted price of equity shares in the stock exchange etc.	Not Applicable	Not Applicable
Derivatives measured at fair value				
Derivative asset Derivative liability	Level 3	Fair value of derivatives for acquisition of remaining shares in subsidiaries has been determined using appropriate method with the assistance of valuation expert.	Applicable	Applicable
Financial liabilities measured at FVTPL				
Compulsorily convertible preference shares	Level 3	Fair value of Compulsorily convertible preference shares ("CCPS") has been determined using appropriate method with the assistance of valuation expert	Applicable	Applicable

There have been no transfers in either direction for the year ended March 31, 2025 and March 31, 2024.

The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

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B. Significant unobservable inputs used in Level 3 fair value and sensitivity of the closing values at March 31, 2025 to such inputs is as below:

Description	Valuation Technique	Significant unobservable Inputs	Range	Sensitivity of the input to fair value
Derivative assets [INR 944.84 millions (March 31, 2024 : INR 779.84 millions) & Derivative liability [INR 1,442.96 millions (March 31, 2024 : INR 813.77 millions) & Redemption liability [INR 215.00 millions (March 31, 2024 : INR Nil millions)	Option pricing model & Monte Carlo Simulation	Volatility	46.00% - 65.80%	Any change in the inputs to fair value does not result in any significant change in the fair value of the Derivative assets and liabilities
		Growth Rate	10.00% - 27.00%	Any change in the inputs to fair value does not result in any significant change in the fair value of the Derivative assets and liabilities.
Compulsory Convertible Preference Shares (CCPS) [INR Nil (March 31, 2024 : INR 16,146.85 millions)]	Discounted Cash Flow & Option pricing model	WACC	25.50%	Any change in the inputs to fair value does not result in any significant change in the fair value of the Compulsory convertible preference shares.
		Terminal Value	5.00%	Any change in the inputs to fair value does not result in any significant change in the fair value of the Compulsory convertible preference shares.

(iii) Fair value of instruments measured at amortised cost

	Carrying value		Fair Value	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Financial assets				
Investments	4,875.06	3,716.42	4,875.06	3,716.42
Loans	1,243.33	1,171.50	1,243.33	1,171.50
Cash and cash equivalents	220.67	277.70	220.67	277.70
Other bank balances	1,214.01	258.25	1,214.01	258.25
Trade receivables	325.29	168.06	325.29	168.06
Other financial assets	5,169.57	4,267.30	5,169.57	4,267.30
Security Deposit	604.07	455.28	604.07	455.28
	13,652.00	10,314.51	13,652.00	10,314.51
Financial liabilities				
Term loan from bank	-	669.95	-	669.95
Capital creditors	421.95	276.07	421.95	276.07
Trade payables	1,551.34	901.31	1,551.34	901.31
Other financial liabilities	405.87	79.25	405.87	79.25
Payable to employees	206.23	435.39	206.23	435.39
	2,585.39	2,361.97	2,585.39	2,361.97

The Company has disclosed fair value of financial assets carried at amortised cost such as cash and cash equivalents, bank deposits, trade receivables, security deposits same as carrying value because their carrying amounts are a reasonable approximation of fair value.

The Company has disclosed fair value of financial liabilities carried at amortised cost such as borrowings, trade payables, security deposits, capital creditors and other current financial liabilities same as carrying value because their carrying amounts are a reasonable approximation of fair value

34 Financial risk management objectives and policies

The Company's principal financial liabilities comprise borrowings, trade and other payables and other financial liabilities. The main purpose of these financial liability is to finance the Company's operation. The Company's principal financial assets include loans, trade and other receivables, cash and cash equivalents, unbilled receivables and other financial assets that derived directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management reviews the financial risks and the appropriate financial risk governance framework for the Company. The Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

34.1 Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. Market risk comprises of three types of risk: currency risk, interest rate risk and equity price risk.

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a) Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to changes in market interest rates as Company's fixed deposits and external borrowings are at fixed interest rate.

b) 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 the Company's operating activities (when revenue or expense is denominated in a foreign currency).The fluctuation in foreign currency exchange rates may have potential impact on the statement of profit and loss and other comprehensive income and equity, where any transaction references more than one currency or where assets / liabilities are denominated in a currency other than the functional currency of the respective entities

(a) Details of foreign currency risk from non-derivative financial instruments:

	As at March 31, 2025			As at March 31, 2024		
	Amount in USD	Amount in INR millions	Conversion Rate	Amount in USD	Amount in INR millions	Conversion Rate
Trade payables	168.22	0.01	86.43	61,297.49	5.11	83.37
Trade receivables	7,15,936.26	61.02	85.23	71,040.07	5.92	83.37
Advances to foreign vendors	-	-	-	551.92	0.05	83.37

	As at March 31, 2025			As at March 31, 2024		
	Amount in GBP	Amount in INR millions	Conversion Rate	Amount in GBP	Amount in INR millions	Conversion Rate
Trade payables	-	-	-	-	-	-
Trade receivables	5,303.04	0.57	107.74	-	-	-
Advances to foreign vendors	-	-	-	-	-	-

b) Foreign currency sensitivity

The following table demonstrate the sensitivity to a reasonably possible change in USD exchange rates, 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. The Company's exposure to foreign currency changes for all other currencies is not material.

	Change in exchange rate		Effect on profit before tax	
	Increase	Decrease	Increase	Decrease
March 31, 2025				
USD	5%	5%	3.05	(3.05)
GBP	5%	5%	0.03	(0.03)
March 31, 2024				
USD	5%	5%	0.55	(0.55)

c) Price Risk

The Company's exposure to securities price risk arises from investments held in mutual funds and equity instruments, classified in the balance sheet at fair value through profit or loss. To manage its price risk arising from such investments, the company diversifies its portfolio. Quoted (NAV) of these investments are available from the mutual fund houses and quoted price of equity shares in the stock exchange.

34.2 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 trade receivables) and from its other activities including derivative contracts. The Company generally deals with parties which has good credit rating worthiness or based on the Company internal assessment. The Company's maximum exposure to credit risk is limited to the carrying amount of following types of financial assets

- trade receivables,
- loans and receivables carried at amortised cost.

a) Credit risk management

The Company assesses and manages credit risk based on internal assessment, continuously monitoring defaults of customer and other counterparties, identified either individually or by the Company, and incorporates this information into its credit risk controls. Internal credit assessment is performed for each class of financial instruments with different characteristics. The maximum exposure to credit risk as at the reporting date was:

	March 31, 2025	March 31, 2024
Loans	1,243.33	1,171.50
Trade receivables	325.30	168.06
Security Deposit	604.07	455.28
Total	**2,172.70**	**1,794.84**

(i) Loans include loans given to subsidiary companies, employees and other parties and management does not foresee any default in repayment of loans except for the loan given to Ineuron Intelligence Private Limited amount to INR 22.34 millions against which a provision for impairment of INR 22.34 million (March 31, 2024:Nil) has been recorded.
(ii) The Company closely monitors the credit-worthiness of debtors through internal systems that are designed to assess the credit limits of customers, thereby, limiting the credit risk. The Company assesses increase in credit risk on an ongoing basis for amounts receivable that become past due.
(iii) Security deposits measured at amortised cost mainly include loans and advances to employees, security deposits and others where the credit risk is envisaged to be minimal and recoverability of such amounts is monitored at regular intervals. The Company has not acquired any credit impaired asset. There was no modification in any financial assets

b) Expected credit losses

The Company has used the expected credit loss model to assess the impairment loss or gain on trade receivables and unbilled revenue, and has provided it wherever appropriate.

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34.3 Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount committed credit facilities to meet obligations when due. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. In addition, the Company's liquidity management involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financial plans.

a) Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting year:

Description	March 31, 2025	March 31, 2024
Expiring within one year (cash credit and other facilities)	702.50	542.50
Expiring beyond one year (bank loans)	-	-

The bank overdraft facilities may be drawn at any time and may be terminated by the bank without notice.

b) Maturities of financial liabilities

The table below analyse the Company's financial liabilities into relevant maturity based on their contractual maturities for all non-derivative financial liabilities.
The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

As at March 31, 2025

	On demand	Less than 1 year	1-2 years	2-5 years	More than 5 years	Total
Non-derivative						
Lease liabilities	-	2,092.16	2,163.66	5,060.44	2,303.21	11,619.47
Trade payables	-	1,551.34	-	-	-	1,551.34
Other financial liabilities	-	940.45	82.00	-	11.60	1,034.05
Derivative						
Derivative liability	-	-	-	1,099.00	344.00	1,443.00
	-	4,583.95	2,245.66	6,159.44	2,658.81	15,647.86

As at March 31, 2024

	On demand	Less than 1 year	1-2 years	2-5 years	More than 5 years	Total
Non-derivative						
Lease liabilities	-	1,524.38	1,499.17	3,872.11	2,359.25	9,254.91
Trade payables	-	901.31	-	-	-	901.31
Borrowings*	-	332.18	337.69	-	16,146.83	16,816.80
Other financial liabilities	-	767.10	12.50	-	11.10	790.70
Derivative						
Derivative liability	-	58.85	232.26	522.66	-	813.77
	-	3,583.82	2,081.62	4,394.77	18,517.18	28,577.49

*As on April 01, 2024, CCPS has reclassified from liability to equity. Refer note 9(b) for more details.

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35 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and general reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors monitor the return on capital employed as well as the level of dividend to shareholders.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, lease liabilities *less* cash and cash equivalents.

	As at March 31, 2025	As at March 31, 2024
Borrowings *	9,125.87	23,887.53
Less: Cash and cash equivalents	(220.67)	(277.70)
Net debts	**8,905.20**	**23,609.83**
Total capital	**19,726.22**	**(8,601.64)**
Capital and net debt	28,631.42	15,008.19
Gearing ratio (%)	**31.10%**	**157.31%**

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2025 and March 31, 2024.
*As on April 01, 2024, CCPS has reclassified from liability to equity. Refer note 9(b) for more details.

36 Details of dues to micro, small and medium enterprises as defined under the MSMED Act, 2006

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated August 28, 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers, the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the Micro, Small and Medium Enterprise Development Act, 2006 ('the Act'). Accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2025 has been made in the financial statements based on information received and available with the Company. Further in view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is taken in the financials as provision. The Company has not received any claim for interest from any supplier as at the balance sheet date.

	As at March 31, 2025	As at March 31, 2024
(a) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year:*	366.27	265.76
Principal amount due to micro and small enterprises	360.04	258.84
Interest due on the above	6.23	6.93
Note: The principal amount due to micro and small enterprises includes trade payables & payable in respect of capital goods to micro and small enterprises.		
(b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year,	-	-
(c) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
(d) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	13.16	6.93
(e) 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 Micro, Small and Medium Enterprises Development Act, 2006.	-	-

* This includes amounts payable to MSMEs, comprising INR 147.44 millions for operating expenses (OPEX) and INR 218.83 millions for capital expenditures (CAPEX).

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37 Employee Stock Option Plan

The Company provides share-based payment schemes to its employees. During the year ended March 31, 2025, an employee stock option plan (ESOP) was in existence. The relevant details of the scheme and the grant are as below:

Employee Share Option Plan 2022
The company provides share-based payment schemes to its employees. The relevant details of the scheme and the grant are as below.

On August 30, 2022, the board of directors approved the equity settled "Employees Stock Option Plan 2022" for issue of stock options to various employees of the Company. According to the scheme, the employees will be entitled to options, subject to their continued employment with the Company. The other relevant terms of the grant are as below:

Class of Share	Equity Shares
Vesting Pattern	Four-year vesting term and vest at the rate of 25% in the first year and 6.25% each quarter from the first quarter of the second year and become fully exercisable, subject to employee being in the employment of the Company. Three-year vesting term and vest at the rate of 33% in the first year and 8.3% each quarter from the first quarter of the second year and become fully exercisable, subject to employee being in the employment of the Company. Three and Half year vesting term and vest at the rate of 25% in the first year and 7.5% each quarter from the first quarter of the second year and become fully exercisable, subject to employee being in the employment of the Company. Two year vesting term and vest at the rate of 50% in the first year and 12.5% each quarter from the first quarter of the second year and become fully exercisable, subject to employee being in the employment of the Company. Two and Half year vesting term and vest at the rate of 40% in the first year and 10% each quarter from the first quarter of the second year and become fully exercisable, subject to employee being in the employment of the Company. One year vesting term and vest at the rate of 100% in the first year and become fully exercisable, subject to employee being in the employment of the Company. Effective April 1, 2024, new ESOPs granted to employees will vest at a rate of 25% per year.
Conversion ratio	10:1 (i.e., 10 Options will convert into 1 Equity Share). Post conversion, proportionate adjustment to be made for the bonus issue in the ratio of 1:35 i.e. 35 (Thirty five) bonus equity share of INR 1 each for every 1 (one) fully paid-up equity shares held.
Vesting condition	Options Granted under the ESOP Plan shall not vest until the expiry of 1 (one) year from the Grant Date of such Options. Unless otherwise decided by the Administrator (which shall not be detrimental to the interest of the Option Grantee) or specified in the Grant Letter. Notwithstanding anything to the contrary (i) the ESOP Plan shall be administered by the Board, or any person, duly authorised by the Board, each being referred to as (the "Administrator"), including in relation to issuing Shares or otherwise making allocations and grants to any Employee (on such terms and conditions as imposed by the Administrator), and (ii) any delegation of power and/or authority by the Administrator shall always remain subject to the Board's power to amend, suspend, limit or revoke such power and/or authority.
Exercise period	4 years
Exercise Price	INR 1

The number of Share Options under the share option plan are as follows:

	For the year ended March 31, 2025		For the year ended March 31, 2024	
	Number of Options	Weighted Average exercise price per share option	Number of Options	Weighted Average exercise price per share option
Options outstanding at beginning of the year	3,79,48,711	1.00	3,34,95,282	1.00
Add: Options Granted	49,16,324	1.00	83,94,390	1.00
Less: Options Exercised	(56,26,840)	1.00	-	-
Less: Settled in cash*	(12,18,916)	1.00	(3,61,565)	1.00
Less: Lapsed during the year	(50,36,311)	1.00	(35,79,396)	1.00
Options outstanding at the end of the year**	**3,09,82,968**	**1.00**	**3,79,48,711**	**1.00**

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PHYSICSWALLAH LIMITED

*The Company, during the year ended March 31, 2024, issued letters to certain employees, which entitled them to encash their vested options 361,565 at INR 337.50 per option for a consideration of INR 125.00 millions. During the current year, the Company settled 1,140,016 stock options in cash at INR 225 per option for a consideration of INR 257.00 millions. The charge in respect of both these cash settlements has been accounted for in the financial year ended March 31, 2024 amounting to INR 23.00 millions and INR 73.00 millions respectively. Additionally during the current year, the Company has also settled 78,900 stock options in cash at INR 373.16 per options for a consideration of INR 29.44 millions. The Company does not expect to settle stock options against cash in the future.

**The founders of acquired subsidiaries, basis the terms and conditions of SPA/SHA executed with the parent company, are eligible for additional stock options of 8,071,822, calculated basis the valuation of the Parent company on the date of grant. Consequent to the further investment by the shareholders during the year, the number of such additional stock options which would be issued is 198,919 based on the valuation of the parent company determined basis the further investment made by the shareholders. Accordingly, the revised additional stock options of 198,919 has been considered for calculation of diluted earning per share for the year ended March 31, 2025 and March 31, 2024 (being an adjusting event).

Range of weighted average remaining contractual life, weighted average fair value and weighted average share price for the options are as follows:

	For the year ended March 31, 2025	For the year ended March 31, 2024
Remaining contractual life for the options outstanding as of (Years)	1.23	1.22
Fair value for the options granted during the year ended (INR)	186.74 - 266.40	129.90 - 186.74
Weighted average share price at the date of options exercised during the year ended (INR)	3,168.00	N.A

The fair value of options is measured using Black-Scholes valuation model. The key inputs used in the measurement of the grant date fair valuation of equity settled plans is given in the table below:

	For the year ended March 31, 2025	For the year ended March 31, 2024
Risk free interest rates	6.80%	6.96%
Volatility	43.80% - 49.20%	48.00%
Exercise price (INR)	1.00	1.00
Share price on the date of grant (INR)	2,154.00 - 3,168.00	1,299.00 - 1,867.35

38 Details of CSR expenditure

	For the year ended March 31, 2025	For the year ended March 31, 2024
i. Gross amount required to be spent by the company during the year	-	-
ii. Amount of expenditure incurred during the year:-		
(a) Construction/Acquisition of any asset-in cash /payable	-	-
(b) For purposes other than (a) above-in cash /payable	-	12.63
iii. Amount spent by the company during the year on:		
(a) Promotion of healthcare (including preventive healthcare) , sanitation and disaster management under COVID-19 pandemic	-	-
(b) Contribution to Charitable Trust	-	12.63
iv. Shortfall at the end of the year (i-ii) (Shortfall/(Excess))	-	-
v. Total of previous years shortfall	-	-
vi. Reason for shortfall	-	-
vii. Details of Related Parties Transaction e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per Ind AS 24	-	-
viii. Recipient of CSR other than related parties:	-	-
ix. Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year	-	-

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PHYSICSWALLAH LIMITED

39 **Commitments and contingencies:-**

Contingent Liabilities:

There are numerous interpretative issues relating to the Supreme Court (SC) judgement on Provident Fund dated February 28, 2019. As a matter of caution, the Company has made a provision on a prospective basis from the date of the SC order. The Company will update its provision, on receiving further clarity on the subject.

Particulars	As at March 31, 2025	As at March 31, 2024
Indirect Taxes-Goods & Service Tax*	159.96	-

*GST notice under sub-section (2)(c) of the section 16 of the CGST Act, 2017 - Pending adjudication before Assessing Officer.

Guarantees:

Bank Guarantees issued on behalf of the Company of INR 4.16 millions (March 31, 2024: 3.20 millions) to customers in the ordinary course of business. These guarantees are secured by fixed deposits of INR 4.16 millions (March 31, 2024: 3.20 millions).

Capital Commitments:

	As at March 31, 2025	As at March 31, 2024
(i) Fair value of redemption liability with respect to call option with the Company to acquire minority interest shareholder of Preponline	-	251.47
(ii) Fair value of forward contract entered by the company to purchase 36.75% stake acquisition of Utkarsh	544.45	1,170.65
(iii) Fair value of forward contract entered by the company to purchase 39.65% stake acquisition of Xylem	2,833.00	1,597.83
(iv) Estimated amount of contracts remaining to be executed on capital account and not provided for	356.70	343.30

40 **Event occurred after the Balance Sheet date**

A. The Company has entered into Shareholders' agreement and share subscription agreement on April 15, 2025 to acquire 50% stake in Kay lifestyle and wellness private limited ("Yoga with Kanya") in three tranches at a consideration of INR 50 millions by way of Equity shares and Series seed CCPS . Yoga with Kanya is principally engaged in the business of promoting overall wellness and healthier lifestyles by offering a wide range of services and solutions in physical fitness, yoga, meditation, nutrition, and related activities, i.e. manufacture, distribute, import, export, and trade products and equipment related to fitness and wellness etc.

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41 Ratio Analysis and its elements

Ratio	Numerator	Denominator	As at March 31, 2025	As at March 31, 2024	% Change	Remarks
Current ratio	Current assets	Current liabilities	1.75	0.74	138.07%	Variance is primarily on account of increase in current investment.
Debt- equity ratio	Total debt	Shareholder's equity	0.46	(2.78)	116.66%	Variance is primarily on account of reclassification of CCPS from financial liabilities to equity.
Debt service coverage ratio	Earnings for debt service = Net profit/(loss) after taxes + Non-cash operating expenses (Depreciation & amortisation) + Finance costs	Debt service = Interest + Lease payments + Principal repayments	1.96	1.00	95.25%	Variance is attributed to the decrease in losses after tax during the year.
Return on equity (ROE)	Net profit/(loss) after taxes	Average shareholder's equity	(24.38%)	279.99%	(108.71%)	Variance is attributed to the decrease in losses after tax during the year.
Inventory turnover ratio	Cost of goods sold	Average inventory	1.47	2.56	(42.43%)	Variance is on account of increase in inventory.
Trade receivable turnover ratio	Net credit sale	Average trade receivable	2.51	3.02	(16.88%)	Variance is primarily on account of increase in trade receivables.
Trade payable turnover ratio	Cost of goods sold + Credit purchases	Average trade payables	7.34	9.48	(22.52%)	Variance is primarily on account of increase in trade payable .
Net capital turnover ratio	Revenue from operations	Working capital	2.53	(6.64)	138.08%	Variance is attributed to the decrease in losses after tax during the year.
Net Profit/(loss) ratio	Net profit/(loss) after taxes	Revenue from operations	(5.81%)	(69.70%)	91.66%	Variance is attributed to the decrease in losses after tax during the year.
Return on capital employed (ROCE)	Earnings before interest and taxes	Capital Employed = Tangible net worth + Total debt + Deferred tax liability	(1.14%)	510.60%	100.22%	Variance is primarily on account of reclassification of CCPS from financial liabilities to equity.
Return on investment (ROI)	Income generated from investments	Time weighted average investments	9.14%	9.77%	(6.45%)	Variance is primarily on account of increase in investment.

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42 Business acquisitions

(a) The Company has entered into certain business purchase agreement. The following table presents the purchase consideration, fair value of asset acquired and goodwill recognised on the date of acquisition

Particulars	Life	ONLYIAS Nothing Else	Top Tak Education #
Date of acquisition		December 31, 2022	January 1, 2023
Purchase consideration:-			
Cash consideration		120.00	30.00
Deferred consideration*		25.62	-
Equity options^		244.44	-
A		390.06	30.00
Net assets and liabilities recognised at fair value as a result of acquisitions:-			
Brand	10 years	108.01	17.80
Content	3 years	38.99	-
Property, Plant and Equipment	3 years	3.04	1.05
B		150.04	18.85
Goodwill (C = A - B)		240.02	11.15

*The Company has also recognised deferred consideration at its fair value as on the date of acquisition using the effective interest rate method.

During the year ended March 31, 2025, deferred consideration including accrued interest amounting to INR 20.00 millions (March 31, 2024: INR 10.00 millions) was paid on August 28, 2024. Accordingly, deferred consideration payable to the proprietor of entity which was included in other financial liabilities (refer note 13(c)) is INR Nil as at March 31, 2025 (March 31, 2024: INR 18.68 millions).

The Company had entered into a separation agreement to terminate the said acquisition and resultantly impaired the goodwill amounting INR 10.60 millions and brand amounting INR 17.36 millions recognised during the financial year 2022-23.

^ These Equity options has been exercised during the year ended March 31, 2025.

Note
The Company has accounted for the amalgamation under the purchase method and recognized assets and liabilities acquired at fair value. The excess of purchase consideration paid by the company over the aggregate value of the net assets acquired has been treated as goodwill.

(b) The Company has entered into certain share purchase agreement, details of which are as under:

Purchase Consideration

Particulars	Preponline Futurist Pvt. Ltd.	Knowledge Planet Holding Ltd.	Utkarsh Classes & Edutech Pvt. Ltd.	iNeuron Intelligence Pvt. Ltd.	Xylem Learning Pvt. Ltd.	Finz Finance Private Limited
Date of Share Purchase agreement	March 17, 2023	December 28, 2022	February 18, 2023	December 23, 2022	June 16, 2023	December 16, 2024
Stake acquired at the time of share purchase agreement	10.00%	100.00%	51.00%	32.68%	60.35%	100%
Cash consideration	40.00	178.64	2,400.00	705.36	685.05	0.10
Add: Fair value of share options	-	-	51.88	-	-	-
Add: Fair value of deferred consideration	-	28.46	-	36.36	-	-
Add/ (Less): Fair value of derivative at initial recognition (Assets)/ Liabilities	(27.25)	-	(727.45)	53.09	587.40	-
Add: Adjustment on account of non-compete fees	-	-	-	-	50.00	-
Total (refer note 6(a))	**12.75**	**207.10**	**1,724.43**	**794.81**	**1,322.45**	**0.10**
Fair value of derivative (assets)/ liabilities and deferred consideration (refer note 6(g) & 13(c))						
As at March 31, 2024	125.00	-	(721.00)	-	630.00	-
As at March 31, 2025	-	-	(944.84)	-	1,657.96	-
Net loss on remeasurement of financial instruments at fair value (refer note 25)	88.07	-	(164.84)	-	1,027.96	-
Note reference	*Note (i)*	*Note (ii)*	*Note (iii)*	*Note (iv)*	*Note (v)*	*Note (vi)*

(i) Preponline Futurist Pvt. Ltd. is engaged in the coaching business which constitutes live and recorded classes for competitive exams along with publishing and selling of literary works and course materials. Further, as part of the Share purchase agreement, the remaining shareholders possess swap option that allows exchange of their shares at a predetermined ratio of 11.92 : 1 at anytime after the closing date. Accordingly, the said swap option is recognised as a derivative assets in the financial statements amounting to INR 27.25 millions.

During the year ended March 31, 2025, the Company has made an additional acquisition of 5.10% stake for a consideration of INR 20.40 millions through subscription of fresh equity shares. Additionally Company has acquired remaining stake of 84.90% by allotting 101,200 fully paid up equity shares of INR 1/- each at an issue price of INR 2,498.00 each including at a premium of INR 2,497.00 per share amounting to INR 252.80 millions pursuant to share swap ratio of 1:11.92 as per share purchase agreement. Accordingly, Preponline Futurist Private Limited is now wholly owned subsidiary of the Company as at March 31, 2025.

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(ii) Knowledge Planet Holding Ltd. is engaged in the business of providing test preparation services to students.

During the year ended March 31,2024, the Company has made the investment of INR 348.60 millions through subscription of fresh equity shares.

During the year ended March 31, 2025, the Company has paid the deferred consideration amounting INR 30.17 millions including interest amount of INR Nil. Accordingly, as at March 31, 2025, deferred consideration amounting including accrued interest is INR Nil (March 31, 2024: INR 30.17 millions) payable is included in other financial liabilities (refer note 13(e)).

(iii) Utkarsh Classes & Edutech Pvt. Ltd. is engaged in the coaching classes business which constitutes a business of providing coaching for competitive exams having strong digital presence. Further, as part of the Share purchase agreement, the company has entered into a forward contract to acquire the remaining shares over a period of 4 years, consideration of which would be based on the performance (profit after tax) of Utkarsh Classes & Edutech Private Limited. Accordingly, the said obligation is recognised as a derivative assets and derivative liabilities in the financial statements amounting to INR 793.00 millions and 66.46 millions respectively, on the date of acquisition.

During the year ended March 31, 2025, The Company has
1. exercised its option to acquire an additional stake in accordance with the terms of tranche 2. This tranche included the purchase of an additional 12.25% stake, equating to 25,599 equity shares, for a total consideration of INR 515.00 million.
2. entered into addendum agreement/transactions to settle the granted options at cash consideration of INR 300 million and the remaining purchase consideration shall be settled in cash.

Accordingly, the Company has recognised derivative assets of INR 944.84 million and INR 779.84 million as at March 31, 2025 and March 31, 2024 respectively, and derivative liabilities of INR Nil and INR 59.00 million as at March 31, 2025 and March 31, 2024 respectively, in relation to the acquisition of 36.75% and 49.00%, respectively. These amounts are included under other financial assets (refer note 6(g)) and other financial liabilities (refer note 13(e)).

(iv) iNeuron Intelligence Pvt. Ltd. is engaged in the coaching classes business to students which constitutes a business of providing online upskilling classes through their website and mobile channels. Further as part of the Share purchase agreement, the remaining shareholders possess swap option that allows exchange of their shares at a predetermined ratio of 4.98:1 at anytime after the closing date. Accordingly the said swap option is recognised as a derivative liability in the financial statements amounting to INR 53.09 millions.

The Company has paid the deferred consideration of amount INR 40.00 millions including interest amount of INR 3.60 millions during the year ended March 31, 2024.
The performance and profitability of iNeuron Intelligence Private Limited was deteriorating with the business significantly underperforming vis-à-vis the business plan during the year ended March 31, 2024. Further the business synergies envisaged from the investment could not be realised despite best efforts of the management. Accordingly, the management has impaired the investment of INR 686.95 millions and written back corresponding derivative liability amounting INR 53.09 millions, the net effect of INR 633.86 millions has been disclosed as an exceptional item during the year ended March 31, 2024.

During the year ended March 31, 2025, the Company entered into a settlement agreement dated July 24, 2024 with iNeuron Intelligence Private Limited to acquire remaining stake of 67.32% for a consideration of INR 0.92 millions, paid in cash.

(v) Xylem Learning Pvt. Ltd. is engaged in the business of providing classroom and online learning programs aimed at students between classes 8-12 for preparation of NEET and JEE entrance examinations to medical and engineering undergraduate students. Further, as part of the share purchase agreement, the Company has an obligation to acquire remaining stake based on the achievement of performance parameters as defined in the agreement. Accordingly, the said obligation is recognised as a derivative liability in the financial statements amounting to INR 587.40 millions on the date of acquisition.

During the year ended March 31, 2025, the Parent company has entered into an another addendum to the share purchase agreement, to change the terms pertaining to purchase consideration to fixed from variable for tranche due in 2025 and 2026 and change in revenue and EBITA multiple for acquisition of remaining stake.

Accordingly, the company has recognised a deferred consideration of INR 215.00 million and INR Nil as at March 31, 2025 and March 31, 2024 respectively for the acquisition of 8.04% and derivative liability of INR 1,442.96 millions and INR 630.00 millions as at March 31, 2025 and March 31, 2024 for the acquisition of 31.61%, included in other financial liabilities (refer note 13(e)).

(vi) During the current year ended March 31, 2025, the Company has acquired 9,999 equity shares from the existing share holders of the Finz Finance Private Limited at a purchase consideration of INR 0.10 millions. Finz Finance Private Limited is principally engaged in the business of financing and investment services and Finz Finance has applied to the Reserve Bank of India (RBI) for a non-banking financial company (NBFC) license. The Company has additionally purchase 10,990,000 equity shares of Finz Finance at face value of INR 10 each.

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43. Impairment reviews

Goodwill acquired through business combinations having indefinite lives are allocated to the CGUs. For the purpose of impairment testing, goodwill is allocated to a CGU representing the lowest level within the Company at which goodwill is monitored for internal management purposes and which is not higher than the Company's operating segment. The Company tests whether goodwill has suffered any impairment on an annual basis or more frequently when there is an indication that the unit may be impaired. Carrying amount of goodwill is as follows:

	As at March 31, 2025	As at March 31, 2024
ONLYIAS Nothing Else	240.58	240.58
Total	**240.58**	**240.58**

The recoverable amount of all CGUs was based on its value in use and was determined by discounting the future cash flows to be generated from the continuing use of the CGU. These calculations use cash flow projections over a period of five years, based on financial budgets approved by management, with extrapolation for the remaining period, and an average of the range of assumptions as mentioned below.

The pre-tax discount rate applied to cash flow projections is 20-32% (March 31, 2024: 20-32%) and cash flows beyond the five-year period are extrapolated using a growth rate 45-64% (March 31, 2024: 45-64%) that is the same as the long-term average growth rate for the education industry.

The summary of key assumptions used in value in use calculations:

	As at March 31, 2025	As at March 31, 2024
Pre -Tax Discount rate	18.54%	20.00 - 32.00%
Terminal Value growth rate	5.00%	5.00%
Revenue growth rate	30.00% - 32.60%	45.00% - 64.00%

Management has determined the values assigned to each of the above key assumptions as follows:

Discount Rate: The above discount rate represent the current market assessment of the risks specific to each CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Company and its operating segments and is derived from its weighted average cost of capital (WACC).

Terminal Value growth rate: This is the weighted average growth rate used to extrapolate cash flows beyond the budget period. The rates are consistent with forecasts included in industry reports.

Revenue growth rate: Revenue growth was projected taking into account the average growth levels experienced in past, management's growth plans and initiatives and industry reports

The estimation of value in use reflects assumptions that are subject to various risks and uncertainties, including key assumptions regarding revenue growth rate, terminal value growth rate and pre-tax discount rate. It requires significant judgments and estimates, and actual results could be materially different than the judgments and estimates used to estimate value in use.

Sensitivity change in assumptions

The calculation of value in use for above mentioned CGUs is most sensitive to revenue growth, discount rate and long-term growth rate assumptions.

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44 Disclosure required under Sec 186(4) of the Companies Act 2013

Included in loans and advance are certain intercorporate deposits the particulars of which are disclosed below as required by Sec 186(4) of Companies Act 2013:

Name of the loanee	As at March 31, 2025			As at March 31, 2024		
	Loan given/ (repaid)	Outstanding balance*	Maximum amount outstanding during the year	Loan given/ (repaid)	Outstanding balance*	Maximum amount outstanding during the year
Penpencil Edu Services Private Limited	(327.00)	-	969.00	77.00	327.00	327.00
Xylem Learning Private Limited	290.00	1,096.48	1,096.48	731.00	731.00	731.00
iNeuron Intelligence Private Limited	22.34	-	22.34	-	-	-

* Outstanding balance is inclusive of the accrued interest amount.

45 The Company has used third party accounting software and other sub-systems for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same was operated throughout the year for all relevant transaction recorded in the software, however (a) with respect to a sub-system, audit trail feature is neither enabled nor operated throughout the year at database level, b) with respect to another sub-system, audit trail feature is neither enabled nor operated throughout the year at both application and database level, and (c) for another sub-system there is no audit trail related controls in Service Organisation Controls report.

Further, the audit trail has not been preserved by the Company as per the statutory requirements for record retention with respect to main accounting software and third-party sub systems.

46 The Company has maintained proper books of accounts as required by the law except that in respect of three subsystem (for maintenance of online sales records and lease records), the Company does not have server located in India for daily back up of the books of accounts and other books and papers maintained in electronic mode. The Company is in process of setting up server in India in order to be in compliance with Rules as applicable under Companies Act, 2013.

47 Other Statutory Information

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

(ii) The Company has balance with the below-mentioned companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956.

Name of struck off Company	Nature of transactions with struck-off Company	Balance outstanding (INR in millions)		Relationship with the Struck off company, if any, to be disclosed
		As at March 31, 2025	As at March 31, 2024	
Affinity Excellence Private Limited	Student support service	0.20	0.28	Vendor

(iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) The Company has not been declared wilful defaulter by any bank or financial institution or other lender

(v) The Company has neither traded nor invested in Crypto currency or Virtual Currency during the financial year ended March 31, 2025. Further, the Company has also not received any deposits or advances from any person for the purpose of trading or investing in Crypto Currency or Virtual Currency.

(vi) Following are the details of the funds advanced by the Company to Intermediaries for further advancing to the Ultimate beneficiaries:

Name of the intermediary to which the funds are advanced	Date of Funds advanced	Amount of funds advanced	Date on which funds are further advanced/ invested by intermediaries to other intermediaries or Ultimate Beneficiaries	Amount of fund further advanced or loaned or invested by such intermediaries to other intermediaries or Ultimate Beneficiaries	Ultimate Beneficiary
Penpencil Edu Services Private Limited	July 23, 2024	25.00	July 23, 2024	25.00	Gurukulam Education Trust
	August 31, 2024	17.00	September 03, 2024	7.00	
			October 15, 2024	10.00	
	December 24, 2024	510.28	December 26, 2024	45.00	Knowledge Planet Holdings Limited
			December 27, 2024	10.00	Gurukulam Education Trust
			January 7, 2025	5.00	
			February 10, 2025	21.00	
			February 25, 2025	10.00	
Lord Krishna Services Limited	November 14, 2024	200.00	Various dates	246.86	Students
	February 20, 2024	105.00	Various dates	63.34	Employees of the company

(vii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

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

(viii) The Company does not have any transaction not recorded in the books of accounts that has been surrendered or disclosed as income during the period in the tax assessments under the Income-tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income-tax Act, 1961). Further, there was no previously unrecorded income and no additional assets were required to be recorded in the books of account during the year.

(ix) 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,and there are no companies beyond the specified layers.

(x) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

For S.R. Batliboi & Associates LLP
Chartered Accountants
Firm Reg. No. 101049W/E300004

per Vineet Kedia
Partner
Membership No. : 212230

Place: Mumbai
Date: August 13, 2025

For and on behalf of the Board of Directors of
Physicswallah Limited (formerly known as Physicswallah Private Limited)

Prateek Boob
Whole-Time Director
DIN: 07113666

Place: Noida
Date: August 13, 2025

Alakh Pandey
Whole-Time Director & CEO
DIN: 08753430

Place: Noida
Date: August 13, 2025

Amit Sachdeva
Chief Financial Officer

Place: Noida
Date: August 13, 2025

Ajay Rajendra Jain
Company Secretary
Membership No. A33261

Place: Noida
Date: August 13, 2025

DIRECTORS' REPORT
PHYSICSWALLAH LIMITED
(Formerly known as Physicswallah Private Limited)
CIN: U80900UP2020PLC129223
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

TO THE MEMBERS:

Your directors are pleased to present the 5th (Fifth) Directors' Report on the business and operations of your Company along with the Audited Standalone and Consolidated Financial Statements for the Financial Year ended March 31, 2025.

1. HIGHLIGHTS OF FINANCIAL PERFORMANCE:

Your Company's audited Standalone and Consolidated Financial Performance during the Financial Year 2024-25 as compared to that of the previous Financial Year 2023-24 is summarized below:

(INR in millions)

Particulars	Standalone (Audited)		Consolidated (Audited)	
	Fiscal 2024-25	Fiscal 2023-24	Fiscal 2024-25	Fiscal 2023-24
Revenue from operations	23,339.81	15,364.76	28,866.43	19,404.44
Other income	1616.28	787.24	1,524.46	746.38
Total income	24,956.09	16,152.00	30,390.89	20,150.82
Total expenses including exceptional items	26,460.69	27462.73	32,974.01	32,079.22
Loss before tax	(1,504.60)	(11,310.73)	(2,585.52)	(11,928.40)
Tax expense:				
(a) Current tax	13.14	-	15.31	-
(b) Deferred tax	(161.52)	(600.95)	(168.25)	(615.64)
Profit/Loss for the Year	(1,356.22)	(10,709.78)	(2,432.58)	(11,312.76)

2. MATERIAL CHANGES AND COMMITMENTS SINCE THE FINANCIAL YEAR ENDED MARCH 31, 2025:

Your Company has undergone below mentioned material changes during the Financial Year 2024-25:

- Your Company has on January 08, 2025 converted it's status from private limited company to public limited Company. This has led the Company to change its name from 'Physicswallah Private Limited' to 'Physicswallah Limited'.
- The Company has on March 19, 2025 filed offer document with the BSE Limited ("**BSE**"), National Stock Exchange of India ("**NSE**") and Securities and Exchange Board of India ("**SEBI**") through confidential filing mode.

3. DIVIDEND:

In terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations"), the Company has Dividend Distribution Policy.

The Board has not recommended any Dividend for the financial year ended March 31, 2025.

4. TRANSFER TO RESERVES:

Your directors do not propose to transfer any amount to reserves for the year under review.

5. SHARE CAPITAL:

Your Company's Share Capital position for the Financial Year 2024-25 was as follows:

Category of Share Capital	Authorized Share Capital			Issued, Subscribed & Paid-up Share Capital		
	No. of Shares	Face Value Per Share (₹)	Total Amount (₹)	No. of Shares	Face Value Per Share (₹)	Total Amount (₹)
As on April 1, 2024:						
Equity	7,00,00,000	1	7,00,00,000	6,00,00,013	1	6,00,00,013
Preference	70,00,000	10	7,00,00,000	66,66,654	10	6,66,66,540
TOTAL	7,70,00,000		14,00,00,000	6,66,66,667		12,66,66,553
As on March 31, 2025:						
Equity	10,00,00,00,000	1	10,00,00,00,000	2,18,39,00,292	1	2,18,39,00,292
Preference	1,20,00,000	10	12,00,00,000	1,08,45,270	10	1,08,45,2700
TOTAL	10,01,20,00,000		10,12,00,00,000	2,19,47,45,562		2,29,23,52,992

During the financial year under review 2024-25, your Company has allotted 5,62,684 Equity Shares of Face Value of INR 1 (Indian Rupee One) each to its eligible employees on exercise of vested options granted to them under Employees' Stock Option Plan 2022.

During the financial year under review, the Company has issued 1,01,200 equity shares on preferential allotment basis to the shareholders of PrepOnline Futurist Private Limited on account of swap of equity shares of PrepOnline Futurist Private Limited.

During the financial year under review, on March 07, 2025, the Company has issued and allotted bonus equity shares in the ratio of 1:35 to the existing shareholders of the Company.

On June 13, 2025, and July 15, 2025, your Company has allotted 32,05,296 Equity Shares of Face Value of INR 1 (Indian Rupee One) each to its eligible employees on exercise of options granted under Employees' Stock Option Plan 2022.

6. DEBENTURES

During the year under review, the Company has not issued and allotted Debentures.

7. DEPOSITORY SYSTEM

As on March 31, 2025, 100% of the Company's equity shares and compulsorily convertible preference shares were held in dematerialised form.

8. EMPLOYEE STOCK OPTION'S SCHEME:

The Company has adopted Employees Stock Option Plan 2022 ("ESOP Plan 2022") which was approved by the shareholders of the Company on August 30, 2022, December 20, 2024 and March 05, 2025. The Company time to time issue/grants employee stock options to eligible employees of the Company and employees of subsidiaries, in compliance with the provisions of the Companies Act, 2023 and rules made thereunder and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, since its applicability, with a view to attract and retain the best talent, encouraging employees to align individual performances with Company objectives, and promoting increased participation by them in the growth of the Company.

Details of Employee Stock Option Scheme under the provisions of section 62(1)(b) read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 are set out in Note 37 of the Standalone Financial Statements of the Company forming part of this report.

9. DEPOSITS:

Your Company has not accepted any deposits covered under Chapter V of the Companies Act, 2013 (i.e., deposits within the meaning of Rule 2(1)(c) of the Companies (Acceptance of Deposits) Rules, 2014), during the Financial Year 2024-25.

10. SUBSIDIARY COMPANIES AND ASSOCIATES:

As of March 31, 2025, Your Company had eight (8) wholly owned subsidiaries companies,. as defined under Section 2(87) of the Companies Act, 2013:

1. Penpencil Edu Services Private Limited
2. iNeuron Intelligence Private Limited
3. PrepOnline Futurist Private Limited
4. Knowledge Planet Holding Limited
5. Finz Finance Private Limited
6. Finz Fintech Private Limited
7. Bharat Innovation Global Private Limited
8. Physicswallah INC

As of March 31, 2025, Knowledge Planet Holding Limited has below mentioned subsidiaries:

1. Achievers Planet Tests Preparation Center LLC
2. Achievers Planet Training Center LLC
3. Al Fareed Services Tests LLC
4. Dar Al Ibtikar Services Tests LLC
5. Knowledge Planet Arabia for Training
6. Knowledge Planet Center LLC
7. Knowledge Planet Information Technology LLC
8. Knowledge Planet Training Centre LLC
9. Physicswallah Gulf LLC
10. Planet Achievers Test Service Centre LLC

As of March 31, 2025, Your Company had three (3) subsidiaries companies as defined under Section 2(87) of the Companies Act, 2013:

1. PW Foundation
2. Xylem Learning Private Limited
3. Utkarsh Classes & Edutech Private Limited

As of March 31, 2025, Xylem Learning Private Limited has below mentioned subsidiaries:

1. Xylem Mini Mart (Partnership Firm)
2. Xylem Foundation
3. PSC Exams Today Private Limited

As of March 31, 2025, Your Company had one (1) associate companies (as defined under Section 2(6) of the Companies Act, 2013):

1. Sheryians Private Limited (w.e.f. January 15, 2025)

A report on the performance and financial position of each of the subsidiaries and associate companies in form AOC-1 is annexed as **Annexure-A** and forms part of this report.

11. ANNUAL RETURN:

Pursuant to Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2021, Annual Return in Form MGT-7 for the Financial Year 2024-25 is being placed on the website of your Company and is available at the web-link i.e. https://www.pw.live/investor-relations.

12. DIRECTORS:

The Board of Directors of your Company comprises the following Directors, as on March 31, 2025:

S.No.	Name of the Director	Nature of Directorship	Director Identification Number (DIN)
1	Mr. Alakh Pandey	Wholetime Director & Chief Executive Officer	08755719
2	Mr. Prateek Boob	Wholetime Director	07113666
3	Mr. Deepak Amitabh	Non-Executive Independent Director & Chairperson	01061535
4	Mr. Nitin Savara	Non-Executive Independent Director	09398370
5	Ms. Rachna Dikshit	Non-Executive Independent Director	08759332
6	Mr. Sandeep Singhal	Non- Executive Nominee Director	00040491

The following changes have taken place in the Directors of your Company during the Financial Year 2024-25 and till the date of this Report:

Name of Director	Date & Particulars of Change
Mr. Alakh Pandey Mr. Prateek Boob	Mr. Alakh Pandey and Mr. Prateek Boob, Executive Directors of the Company are the person whose period of office is liable to retire by rotation at the Annual General Meeting (AGM) of the Company, in accordance with the provisions of the Section 152 of the Companies Act, 2013 and being eligible for re-appointment. In accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Alakh Pandey shall retire by rotation at the ensuring Annual General Meeting and being eligible to offered himself for re-appointment. The Board of Directors of the Company have recommended his appointment at the ensuring Annual General Meeting.
Ms. Rajat Pandey	Ms. Rajat Pandey (DIN: 08755720) ceased to be a Director (Executive Director) of the Company with effect from February 10, 2025, due to resignation
Mr. Gaurav Choudhary	Mr. Gaurav Choudhary (DIN: 09374578) ceased to be a Director (Executive Director) of the Company with effect from February 12, 2025, due to resignation.

Mr. Deepak Amitabh	Mr. Deepak Amitabh (DIN: 01061535) has been appointed as the Chairman, Non-Executive, Independent Director of the Company with effect from February 12, 2025.
Mr. Nitin Savara	Mr. Nitin Savara (DIN: 09398370) has been appointed as the Non-Executive, Independent Director of the Company with effect from February 12, 2025.
Ms. Rachna Dikshit	Ms. Rachna Dikshit (DIN: 08759332) has been appointed as the Non-Executive, Independent Director of the Company with effect from February 12, 2025.
Mr. Sandeep Singhal	Mr. Sandeep Singhal (DIN: 00040491) has been appointed as the Non-Executive & Nominee Director of the Company with effect from March 1, 2025.

13. KEY MANAGERIAL PERSONNEL:

The following are the Key Managerial Personnel (KMP) of your Company pursuant to the provisions of Section 203 of the Companies Act, 2013, throughout the Financial Year 2024-25:

1. Mr. Alakh Pandey –Wholetime Director & Chief Executive Officer
2. Mr. Prateek Boob – Wholetime Director
3. Mr. Ajinkya Jain – Group General Counsel, Company Secretary & Compliance Officer
4. Mr. Amit Sachdeva – Chief Financial Officer

During the year under review, Mr. Amit Sachdeva was appointed as Chief Financial Officer (KMP) of the Company with effect from February 12, 2025.

During the year under review, Mr. Rahul Verma, Company Secretary of the Company, has resigned from the position of Company Secretary with effect from February 12, 2025.

During the year under review, Mr. Ajinkya Jain was appointed as Group General Counsel, Company Secretary and Compliance Officer (KMP), of the Company with effect from February 12, 2025.

14. APPOINTMENT & REMUNERATION OF DIRECTORS:

In compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, since its applicability, the Company has formulated a Nomination & Remuneration Policy for appointment and evaluating the remuneration, including criteria for determining qualifications, positive attributes, of independence of directors, key managerial personnel and senior management and other matters provided under Section 178(3) of the Companies Act, 2013.

The Nomination and Remuneration Policy of the Company has been made available on website of the Company at https://www.pw.live/investor-relations

15. DECLARATION GIVEN BY THE INDEPENDENT DIRECTORS:

As on March 31, 2025, the following Directors on your Company's Board were Independent Directors:

S.No.	Name of the Director	DIN
1	Mr. Deepak Amitabh	01061535
2	Mr. Nitin Savara	09398370
3	Ms. Rachna Dikshit	08759332

The Independent Directors of the Company have submitted the declaration of independence as required under Section 149(7) of the Companies Act, 2013 confirming that they meet the criteria of independence under Section 149(6) of the Companies Act. In the opinion of the Board, the Independent Directors fulfil the conditions specified in the Companies Act, 2023 and are independent of the management. There has been no change in the circumstances affecting their status as Independent Directors of the Company.

In accordance with the Companies (Appointment and Qualification of Directors) Rules, 2014, all the Independent Directors of your Company are registered with the Indian Institute of Corporate Affairs, Manesar ("IICA") and have their name included in the 'Independent Directors Data Bank' maintained by the IICA.

16. MEETINGS OF THE BOARD OF DIRECTORS:

There were 25 (Twenty-Five) Meetings of the Board of Directors of the Company held during the Financial Year 2024-25. The maximum gap between any two consecutive Board Meetings did not exceed 120 (One Hundred Twenty) days.

The details of Board Meetings and the attendance of the Directors thereat are as under:

Sr. No.	Date of Board Meeting	Board Strength	No. of Directors Present
1.	April 15, 2024	4	2
2.	June 15 2024	4	4
3.	August 27, 2024	4	4
4.	September 07, 2024	4	4
5.	September 17, 2024	4	4
6.	September 24, 2024	4	4
7.	October 05, 2024	4	4
8.	October 11, 2024	4	4
9.	October 17, 2024	4	4
10.	November 05, 2024	4	4
11.	December 06, 2024	4	4
12.	December 11, 2024	4	4
13.	December 12, 2024	4	4
14.	December 19, 2024	4	4
15.	December 22, 2024	4	4
16.	December 23, 2024	4	4
17.	December 26, 2024	4	4
18.	December 31, 2024	4	4
19.	January 07, 2025	4	4
20.	January 30, 2025	4	4
21.	February 12, 2025	3	3
22.	February 27, 2025	5	5
23.	March 04, 2025	6	6
24.	March 11, 2025	6	6
25.	March 13, 2025	6	6

17. COMPOSITION OF THE COMMITTEES

A. Audit Committee

The Audit Committee consist as follows:

Sr. No.	Name of the Member	Designation in the Committee & Nature of Directorship
1.	Mr. Nitin Savara	Chairman, Non-Executive & Independent Director
2.	Mr. Deepak Amitabh	Member, Non-Executive & Independent Director
3.	Mr. Prateek Boob	Member, Executive & Whole Time Director

B. Nomination & Remuneration Committee:

The Nomination and Remuneration Committee consist as follows:

Sr. No.	Name of the Member	Designation in the Committee & Nature of Directorship
1.	Ms. Rachna Dikshit	Chairman, Non-Executive & Independent Director
2.	Mr. Nitin Savara	Member, Non-Executive & Independent Director
3.	Mr. Deepak Amitabh	Member, Non-Executive & Independent Director

C. Stakeholders' Relationship Committee:

The Stakeholders' Relationship Committee consist as follows:

Sr. No.	Name of the Member	Designation in the Committee & Nature of Directorship
1.	Mr. Deepak Amitabh	Chairman, Non-Executive & Independent Director
2.	Mr. Nitin Savara	Member, Non-Executive & Independent Director
3.	Mr. Prateek Boob	Member, Executive & Whole Time Director

D. Corporate Social Responsibility (CSR) Committee:

The Corporate Social Responsibility consist as follows:

Sr. No.	Name of the Member	Designation in the Committee & Nature of Directorship
1.	Ms. Rachna Dikshit	Chairman, Non-Executive & Independent Director
2.	Mr. Alakh Pandey	Member, Executive Director & Chief Executive Officer
3.	Mr. Prateek Boob	Member, Executive & Whole Time Director

E. Risk Management Committee:

The Risk Management Committee consists as follows:

Sr. No.	Name of the Member	Designation in the Committee & Nature of Directorship
1.	Ms. Rachna Dikshit	Chairman, Non-Executive & Independent Director
2.	Mr. Nitin Savara	Member, Non-Executive & Independent Director
3.	Mr. Prateek Boob	Member, Executive & Whole Time Director

18. MEETING OF THE COMMITTEES

A. Audit Committee:

During the year under review, the members of the Audit Committee had met five (5) times and details are as follows:

Sr. No.	Date of Audit Committee Meeting	Committee Strength	No. of Members Present
1.	February 27, 2025	3	3
2.	March 11, 2025	3	3
3.	March 13, 2025	3	3
4.	March 18, 2025	3	3
5.	March 28, 2025	3	3

B. Nomination and Remuneration Committee

During the year under review, the members of the Nomination & Remuneration Committee had met two (2) times and details are as follows:

Sr. No.	Date of Nomination and Remuneration Committee Meeting	Committee Strength	No. of Members Present
1.	February 27, 2025	3	3
2.	March 04, 2025	3	3

19. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016, DURING THE FINANCIAL YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:

During the Financial Year 2024-25, there was no application made and proceeding initiated/pending against the Company under the Insolvency and Bankruptcy Code, 2016.

20. VIGIL MECHANISM:

Pursuant to Section 177 of the Companies Act, 2013, the Company has in place a Whistle Blower Policy to establish a vigil mechanism for directors and employees to report instances of unacceptable improper practices and/or any unethical practices in the organization without the knowledge of the Management and implementing suitable steps to investigate and rectify the same. It provides safeguards against victimization of Directors or employees or any other person who avails the mechanism and allow direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

The said Policy has been appropriately communicated to the employees within the organisation through internal employee portal and has also been uploaded on the website of the Company at https://www.pw.live/investor-relations

During the year under review, no complaints were received under vigil mechanism.

21. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE & INTERNAL COMPLAINTS COMMITTEE:

The Company has complied with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and has in place a Policy on Prevention of Sexual Harassment at the Workplace in line with the provisions of the said act and an Internal Complaints Committee has also been set up to redress complaints received regrading Sexual Harassment.

Sr. No.	Particulars	Number of Complaints
1.	Number of complaints of sexual harassment received in the year	Nil
2.	Number of complaints disposed off during the year	Not Applicable
3.	Number of cases pending for more than ninety days	Not Applicable

During the year under review, no complaints were received under Prevention of Sexual Harassment Policy.

22. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

The details of loans given, guarantees given, investments made and securities provided by the Company during the Financial Year 2024-25, forms part of the Notes to the Financial Statement of the Company.

23. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013:

The Company has formulated a policy on related party transactions which is also available on the website of the Company at https://www.pw.live/investor-relations. All related party transactions are placed before the Audit Committee for their review and approval. All related party transactions entered during the financial year were in

ordinary course of business and at an arm's length basis. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 in form AOC-2 is not applicable to the Company for the financial year 2024-25.

Attention of the members is also drawn to the disclosure of Related Party Transactions set out in Note No. 31 of the Standalone Financial Statements of the Company.

24. INTERNAL FINANCIAL CONTROLS:

Your Company is committed to constantly improve the effectiveness of internal financial controls and processes for efficient conduct of its business operations and ensuring security to its assets and timely preparation of reliable financial information. In the opinion of the Board, the internal financial control system of your Company commensurate with the size, scale and complexity of business operations of your Company.

The Company has a appropriate system of internal controls to ensure that all the assets are safeguarded and protected against loss from unauthorized use or disposition and that transactions are authorized, recorded and reported correctly.

25. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions contained in sub-sections (3)(c) and (5) of Section 134 of the Companies Act, 2013, the Directors of your Company, to the best of their knowledge and ability, confirm that:

a) in the preparation of the Annual Accounts for the Financial Year ended March 31, 2025, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;

b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year (i.e., as on March 31, 2025) and loss of the Company for that period (i.e., the Financial Year 2024-25);

c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) they have prepared the Annual Accounts on a going concern basis;

e) they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

26. AUDITORS AND AUDITOR'S REPORT

a. Statutory Auditors:

In terms of provisions of the Companies Act, 2013, M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, having firm registration no. 101049W/E300004 had been appointed as Statutory Auditors of the Company, vide ordinary resolution passed in Annual General Meeting ("AGM") held on 31st December, 2023 to hold office from the conclusion of the said AGM and shall hold office till the conclusion of the AGM to be held in the financial year 2026-27.

The report issued by the auditors on the standalone and consolidated financial statements for the financial year 2024-25 have given no reservation or adverse remark or disclaimer in its report except the qualifications as furnished below:

- All Property, Plant and Equipment were physically verified by the management during the year in accordance with a planned programme of verifying them once in three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Material discrepancies amounting to Rs. 101.78 million were noticed on such verification.
- The inventory has been physically verified by the management during the year except for inventories lying with third parties. In our opinion, the frequency of verification by the management is reasonable and the coverage and procedure for such verification is appropriate. Inventories lying with third parties have been confirmed by them as at March 31, 2025. The management has not maintained detailed records for the inventories lying at certain locations and its reconciliation with physical inventory at the year end, therefore we are unable to comment on the discrepancies, if any.
- During the year, the terms and conditions of the grant of all loans and advances in the nature of loans and investments to its subsidiary companies, employees or other parties are not prejudicial to the Company's interest except for the unsecured investment made by the Company of INR 310.44 Mn are prejudicial to the Company's interest primarily due to the effective interest/return being lower than prevailing rates of comparable securities. Further, during the year the Company has made a provision of Rs. 22.34 million against a loan of Rs. 26 million given to one of its subsidiary company. During the year, the Company has not provided any guarantee or given any security.
- The Company has granted loans to the employees and others, where the schedule of repayment of principal and payment of interest has been stipulated, and the repayment or receipts are regular. In respect of loan granted to two subsidiary companies, the schedule of repayment of principal and payment of interest has not been stipulated in the agreement. Hence, we are unable to make specific comment on the regularity of repayment of principal and payment of interest in respect of such loans.
- The Company has granted loans to its employees, subsidiary companies and other parties which had fallen due during the year and the Company has extended such loans during the year to the respective parties to settle the dues of the existing loans. The aggregate amount of such dues extended and the percentage of the aggregate to the total loans or advances in the nature of loans granted during the year are as follows:

(Amount in Rs. Million)

Name of Parties	Aggregate amount of loans or advances in the nature of loans granted during the year	Aggregate overdue amount settled by renewal or extension or bt fresh loans granted to same parties	Percentage of the aggregate to the total loans or advances in the nature of loans granted during the year
Xylem Learning Private Limited	731.00	731.00	75.56%

- The Company is in the process of updating the specified accounts and records pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the education services.

Response: In respect of qualification (i) above, our Company will carry out physical verification periodically and hence does not expect such material discrepancy in the future; in respect of qualification (ii) above, our Company is in the process of implementing SAP where the records shall get integrated through which the inventory lying at certain locations and its reconciliation shall be provided; in respect of qualification (iii) above, our Company is in the process of re-evaluating terms and conditions of the unsecured investment such that it is not prejudicial to our Company's interest; in respect of qualification (iv) above, our Company has, after March 31, 2025, amended the terms of loans through amendment agreements to stipulate the schedule of repayment of principal and payment of interest in the agreements; in respect of qualification (v) above, this relates to a loan to our Subsidiary Xylem Learning Private Limited which have incurred losses in Fiscals 2025 and 2024, and had negative net worth, other equity and earnings per share in the past. If they continue to incur losses, the Company may be required to continue

providing financial support to them; and in respect of qualification (vi) above, our Company is in the process of updating the specified accounts and records within the timelines permitted under applicable law.

b. Cost Records and Cost Auditors:

The Company has maintained the cost records as prescribed by the Central Government under Section 148(1) of the Companies Act, 2013. In terms of Section 148 of the Companies Act, the Company is required to get the audit of its cost records conducted by the Cost Accountant. The Cost Audit Report of the Company for the Financial Year ended March 31, 2025 will be filed with the MCA after its noting by the Board.

In this connection, the Board of Directors of the Company has on recommendation of the Audit Committee, appointed M/s. Bahadur Murao & Co., Cost Accountants, Delhi (Firm Registration No.: 00008) as the "Cost Auditors" of the Company for the Financial Year 2025-26, at a remuneration as mentioned in the notice convening the Annual General Meeting. The Company has received their written consent that the appointment is in accordance with the applicable provisions of the Companies Act and rules framed thereunder. The Cost Auditors have confirmed that they are not disqualified to be appointed as the Cost Auditors of the Company for the financial year 2025-26.

As required under the Companies Act, the remuneration payable to Cost Auditors must be placed before the members at a general meeting for ratification. Hence, a resolution for the same forms part of the Notice of the ensuing AGM.

c. Secretarial Auditors and Secretarial Audit Report:

The Board of Directors at its Meeting held on February 27, 2025, had appointed M/s. Naresh Verma & Associates, Company Secretaries having certificate of practice number 4424, as the "Secretarial Auditors" of the Company, to conduct the Secretarial Audit for a term of five consecutive years from the financial year 2024-25 till financial year 2028-29, pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

There are no qualifications, reservations, adverse remarks and disclaimers made by M/s. Naresh Verma & Associates, Secretarial Auditors in their Secretarial Audit Report for the financial year 2024-25.

The Secretarial Audit Report provided by the Secretarial Auditors, for the Financial Year 2024-25 is annexed as "**Annexure –B**" to this Directors' Report.

d. Internal Auditor:

During the financial year the Company has appointed M/s. Grant Thornton Bharat LLP, as Internal Auditor of the Company for the financial year 2024-25, as per Section 138 and Rule 13 of the Companies (Accounts) Rules, 2014 of the Companies Act, 2013 which reviewed and monitored the processes and controls to ensure compliance with internal policies.

27. CORPORATE SOCIAL RESPONSIBILITY

In line with the provisions of Section 135, Schedule VII of the Companies Act, 2013, the Company has framed its Corporate Social Responsibility (CSR) policy for development of programmes and projects for the benefit of weaker sections of the society and the same has been approved by the Board of Directors of the Company. The Corporate Social Responsibility (CSR) policy of the Company provides a road map for its CSR activities.

The CSR Policy has been uploaded on the website of the Company and may be accessed at https://www.pw.live/investor-relations.

28. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information in respect of matters pertaining to conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under Section 134(3)(m) of the Companies Act, 2013 and Rule 8(3) of the Companies (Accounts) Rules, 2014 are appended as "**Annexure-C**" to this Directors' Report.

29. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS:

During the period under review, the Company has complied with the Secretarial Standards on Meetings of the Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2), as issued by the Institute of Company Secretaries of India (ICSI).

30. COMPLIANCE WITH THE MATERNITY BENEFIT ACT, 1961

The Company complies with all provisions of the Maternity Benefits Act, 1961 and ensures that eligible female employees receive the maternity benefits, including paid leave as per the statutory requirements.

31. INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

Pursuant to Section 124 and other applicable provisions of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all the unpaid or unclaimed dividends are required to be transferred to the Investor Education and Protection Fund established by the Central Government ("IEPF Authority"), upon completion of 7 (Seven) years. Further, according to the IEPF Rules, the shares in respect of which dividend has not been paid or claimed by the Shareholders for 7 (Seven) consecutive years or more are also required to be transferred to the demat account created by the IEPF Authority.

Your Company does not have any unpaid or unclaimed dividend or shares relating thereto which is required to be transferred to the IEPF Authority till the date of this Report.

32. REPORTING OF FRAUD BY AUDITORS:

During the Financial Year 2024-25, the Statutory Auditors, Cost Auditors and Secretarial Auditors have not reported any instances of frauds committed in the Company by its officers or employees to the Audit Committee or to the Central Government under Section 143(12) of the Companies Act, 2013 details of which need to be mentioned in this report.

33. SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURT OR TRIBUNALS:

During the Financial Year 2024-25 and thereafter till the date of this Directors' Report, there were no significant and material orders passed by the regulators or Courts or Tribunals which can adversely impact the going concern status of your Company and its operations in future.

34. RISK MANAGEMENT POLICY:

Risks are events, situations or circumstances which may lead to negative consequences on the Company's businesses. Risk management is a structured approach to manage uncertainty. A formal enterprise-wide approach to Risk Management is being adopted by the Company and key risks will now be managed within a unitary framework. As a formal roll-out, all business divisions and corporate functions will embrace Risk Management Policy and Guidelines and make use of these in their decision making. Identified Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews.

The risk management process, over the period of time will become embedded into the Company's business systems and processes, such that our responses to risks remain current and dynamic.

35. OTHER DISCLOSURES AND REPROTING:

Your directors state that no disclosure or reporting is required with respect to the following items as there were no transactions on these items during the year under review:

a. Change in the nature of business of the Company.
b. Issue of equity shares with differential rights as to dividend, voting or otherwise.
c. The details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof

36. ACKNOWLEDGMENTS:

Your Directors wish to place on record sincere appreciation for the support and co-operation received from various Central and State Government Departments, organizations and agencies. Your Directors also gratefully acknowledge all stakeholders of your Company, viz., Shareholders, customers, dealers, vendors, banks and other business partners for excellent support received from them during the Financial Year under review. Your Directors also express their genuine appreciation to all the employees of the Company for their unstinted commitment and continued contribution to the growth of your Company.

For and on behalf of the Board of Directors of
Physicswallah Limited

Alakh Pandey
Chief Executive Officer and Director
DIN: 08755719
Address: Tower Catania 2103, Mahagun Mezzaria, Sector 78, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201304

Prateek Boob
Whole Time Director
DIN: 07113666
Address: 127, Mahaveer Ganj, Gali No. 3, Beawar, Ajmer, Rajasthan - 305901

Date: September 06, 2025
Place: Noida

Annexure A

Form AOC-1

(Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part A : Subsidiaries

Sr. No.	Name of the subsidiaries	The date since when subsidiary was acquired	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Share capital	Reserves & surplus/Other Equity	Total Assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	Extent of shareholding (In %)
1.	Penpencil Edu Services Private Limited	30.03.2022	NA	Rupees – in Million	0.43	278.55	486.77	207.79	-	784.23	(223.02)	15.73	(238.75)	Nil	100%
2.	iNeuron Intelligence Private Limited	23.12.2022	NA	Rupees – in Million	1.36	(22.47)	7.49	28.60	-	42.62	(42.26)	-	(42.26)	Nil	100%
3.	PrepOnline Futurist Private Limited	17.03.2023	NA	Rupees – in thousand	100	(3684)	21775	25359	-	45240	5845	1486	4539	Nil	100%
4.	Knowledge Planet Holding Limited	28.12.2022	NA	AED	6606264	(14619922)	9018692	17033350	-	15094369	(11437797)	1102938	(10334859)	Nil	100%
5.	Finz Finance Private Limited	26.12.2024	NA	Rupees – in Million	110	0.77	110.97	0.20	-	-	1.02	0.25	0.77	Nil	100%
6.	Finz Fintech Private Limited	05.11.2024	NA	Rupees – in million	0.10	0.47	0.87	0.30	-	0.66	0.61	0.14	0.47	Nil	100%
7.	Bharat Innovation Global Private Limited	26.11.2024	NA	Rupees – in thousand	100	(79.41)	310.68	290.09	-	30.02	(79.41)	-	(79.41)	Nil	100%
8.	Physicswallah INC	30.07.2024	NA	Rupees – in million	-	-	-	-	-	-	-	-	-	Nil	100% (by virtue of control)

9.	Knowledge Planet Arabia for Training, LLC	31.01.2024	NA	SAR	24510	(1,28,418)	515458	619366	-	257559	(809129)	161826	(647303)	NA	100% (step down subsidiary)
10.	Physicswallah Gulf	28.12.2022	NA	OMR	381563	(2,89,507)	980143	888087	-	1949175	76182	11361	64821	NA	100% (step down subsidiary)
11.	PW Foundation	25.02.2022	NA	Rupees – in thousands	-	(2412)	839	3252	-	32096	(3642)	-	(3642)	NA	50%
12.	Xylem Learning Private Limited	16.06.2023	NA	Rupees – in million	0.76	(886.89)	1169.11	2055.24	0.10	3203.75	(311.06)	216.78	(527.84)	NA	60.35%
13.	Utkarsh Classes & Edutech Private Limited	18.02.2023	NA	Rupees – in million	2.09	482.53	1547.15	1062.53	241.20	1689.56	(78.07)	122.73	(200.80)	NA	63.25%

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations: Not Applicable

2. Names of subsidiaries which have been liquidated or sold during the year: Not Applicable

3. The subsidiaries of Knowledge Planet Holding Limited are not required to prepare and maintain accounts under the applicable Dubai laws and are consolidated in the accounts maintained by Knowledge Planet Holding Limited. Accordingly, the details mentioned in the AOC-1 reflect Knowledge Planet Holding Limited.

For and on behalf of the Board of Directors of
Physicswallah Limited

Alakh Pandey
Chief Executive Officer and Director
DIN: 08755719
Address: Tower Catania 2103, Mahagun Mezzaria, Sector 78, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201304

Prateek Boob
Whole Time Director
DIN: 07113666
Address: 127, Mahaveer Ganj, Gali No. 3, Beawar, Ajmer, Rajasthan - 305901

Date: September 06, 2025
Place: Noida

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

S.No.	Particulars	(1)
1.	Name of associate entity	Sheryians Private Limited
2.	Latest audited Balance Sheet Date	31.03.2025
3.	Date on which the Associate/Joint Venture was acquired	15.01.2025
4.	Shares of Associate/Joint Ventures held by the company on the year end	
	(a) No. of Shares	1 equity shares and 4284 Compulsory Convertible Preference Shares
	(b) Amount of Investment in Associates	INR 5 Crore
	(c) Extend of Holding in %	30% (on fully diluted basis)
5.	Description of how there is significant influence	Physicswallah Limited holds 30% stake on fully diluted basis in Sheryians Private Limited and accordingly, able to participate in financial and operating policy decision making of the Company.
6.	Reason why the associate/joint venture is not consolidated	Not Applicable
7.	Net worth attributable to shareholding as per latest audited Balance Sheet (in INR thousand)	53,040.81
8.	Profit/Loss for the year (from the date of acquisition i.e. 15.01.2025)	
i.	Considered in Consolidation (in Million)	(1.20)
ii.	Not Considered in Consolidation (in Million)	(2.81)

1. Names of associates or joint ventures which are yet to commence operations.: Not Applicable
2. Names of associates or joint ventures which have been liquidated or sold during the year: Not Applicable

For and on behalf of the Board of Directors of
Physicswallah Limited

Physicswallah Limited

Alakh Pandey
Chief Executive Officer and Director
DIN: 08755719
Address: Tower Catania 2103, Mahagun Mezzaria, Sector 78, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201304

Physicswallah Limited

Prateek Boob
Whole Time Director
DIN: 07113666
Address: 127, Mahaveer Ganj, Gali No. 3, Beawar, Ajmer, Rajasthan - 305901

Date: September 06, 2025
Place: Noida

ANNEXURE -B

NARESH VERMA & ASSOCIATES

COMPANY SECRETARIES

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

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

To

The Members,
PHYSICSWALLAH LIMITED
(Formerly known as 'PHYSICSWALLAH PRIVATE LIMITED')
CIN: U80900UP2020PLC129223

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **PHYSICSWALLAH LIMITED** (formerly known as 'Physicswallah Private Limited') (hereinafter referred as "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2025, complied with the statutory provisions listed hereunder and that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter. The present audit report may refer to certain events that occurred after the close of financial year ended 31 March, 2025 to present a fair view of the state of affairs of the Company; however, the events that happened after the close of the financial year are not reviewed for audit purpose. Our report is to be read along with the Statutory Auditors observations in their Audit report, if any, on the financial statements of the Company for the year ended 31 March, 2025.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder; **Not Applicable as it is an unlisted public limited Company;**

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;



416/7 & 8, First Floor, Opp. Karkardooma Metro Station, Near Community Centre, Delhi-110092
Phone:+91-9999419560, E-mail:nareshvermaandassociates@gmail.com

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

v. **The Company being an unlisted public limited company, the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') (a) to (h) are not relevant to it and hence do not form the subject matter of this report):**

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time.
d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

vi. As per management, there are no industry specific laws applicable to the Company.

We have also examined compliance with the applicable provisions of the following:

(i) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by "The Institute of Company Secretaries of India"; and

(ii)The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; **Not Applicable, (The Company being an unlisted public limited company has not listed any of its securities on Stock exchanges).**

We report that during the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above except to the extent stated hereunder: -

NARESH VERMA & ASSOCIATES Company Secretaries FCS - 5103 CP - 4424

Observations:
There was delay in filing of few forms for which additional fees were duly paid by the company.

WE FURTHER REPORT THAT the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of account has not been reviewed in this audit since the same has been subject to review by statutory financial audit and other designated professionals.

We further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance or as agreed by Board of Directors, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes. No dissenting views were however found to be recorded during 2024-2025.

We further report that as per the explanations given to us and the representations made by the Management and relied upon by us there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that following material events / actions which have a bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines standards etc. happened during the audit period.

- The authorized share capital of the Company was increased from Rs. 14,00,00,000 to Rs. 19,00,00,000 vide resolution passed by the shareholders of the Company in their Extra Ordinary General Meeting ("EOGM") held on 9 September 2024. The authorized share capital of the Company was further increased from Rs. 19,00,00,000 to Rs. 1012,00,00,000/- (Rupees One Thousand Twelve Crore Only) divided into 1000,00,00,000 (One Thousand Crore) equity shares of Re. 1/- (Rupee One only) each and 1,20,00,000 (One Crore Twenty Lakh) Preference shares of Rs. 10/- (Rupees ten only) each vide resolution passed by the shareholders of the Company in their EOGM held on 2 January 2025



- The shareholders of the Company vide special resolution passed at their EOGM held on 17 October 2024 approved and adopted amended and restated Articles of Association ("AoA") for incorporating relevant provisions of the Shareholders' Agreement, dated 19 September 2024. A new set of Articles of Association was adopted by the shareholders of the company in their EOGM held on 12 March 2025 after incorporating relevant provisions of the Shareholders' Agreement dated 6 March 2025.

- The Company allotted 22,13,836 Series B Compulsorily Convertible Cumulative Preference Shares on Preferential Issue cum Private Placement basis to Hornbill Capital Partners Limited vide Board resolution dated 11 October 2024 and 5,81,132 Series B Compulsorily Convertible Cumulative Preference Shares on Preferential Issue cum Private Placement basis vide Board resolution dated 17 October 2024 to various investors. The Company vide a separate Board resolution dated 17 October 2024 also allotted 13,83,648 Series B Compulsorily Convertible Cumulative Preference Shares on Preferential Issue cum Private Placement basis to Lightspeed India Opportunity Fund II, L.P.

- The Board of Directors of the company vide resolution dated 5 November 2024 invested surplus funds of the company aggregating up to Rs. 20,00,00,000/- on a private placement basis in 20,000 unrated, unlisted, secured, transferable redeemable Series "G" Non-Convertible Debentures of face value of Rs. 10,000/- each issued by Lord Krishna Financial Services Ltd (LKFSL) and an investment up to Rs. 10,50,00,000/- towards the subscription of 3,50,000 Optionally Convertible Preference Shares, each having a value of Rs. 300/-, with a face value of Rs. 10/- issued by Lord Krishna Financial Services Ltd (LKFSL).

- The status of the Company was changed from a Private Limited Company to a Public Limited Company vide special resolution passed by the shareholders of the company in their EOGM held on 13 December 2024. A fresh Certificate of Incorporation consequent upon conversion to Public Company was issued by the Registrar of Companies, Uttar Pradesh dated 8 January 2025.

- The Company allotted 3,07,421 equity shares of face value of Re. 1/- (rupee one) vide Board resolution dated 22 December 2024 towards the employee stock options granted under Physicswallah Private Limited employees' stock option plan-2022 ("ESOP plan 2022"/ "plan").

- The Board of Directors vide resolution passed in their meeting held on 19 December 2024 recommended and the shareholders of the Company vide special resolution(s) passed in their EOGM held on 20 December 2024 approved the amended employee stock option scheme to decrease the maximum number of Employee Stock Options from 6,66,66,670 to 6,56,54,670 options.



- The Company vide Board resolution dated 23 December 2024 allotted 1,01,200 (one lakh one thousand two hundred) equity shares having face value of Rs. 1/- (Re. One only) per equity share at an issue price of Rs. 3032.65/- each including at a premium of Rs. 3031.65/- per share amounting to Rs. 30,69,04,180/- (Rupees Thirty Crore Sixty-Nine Lakhs Four Thousand One Hundred Eighty Only/-), on preferential basis for consideration other than cash i.e. swapping of Equity Shares at a ratio of (1 : 11.92) to the shareholders of Preponline Futurist Private Limited.

- The Company has granted an inter-corporate loan to Penpencil Edu Services Private Limited upto a maximum amount of Rs. 90 Crores vide Board resolution dated 11 December 2024 and also invested in Penpencil Edu Services Private Limited, an amount of Rs. 51,02,77,950.00/- (Rupees Fifty-One Crores Two Lakhs Seventy-Seven Thousand Nine Hundred Fifty only) towards 33,150 (Thirty-Three Thousand One Hundred Fifty only) equity shares of Rs. 10/- each vide Board resolution dated 23 December 2024.

- The Company during the year has given an Inter-Corporate Loan to Xylem Learning Private Limited up to a maximum amount of Rs. 45 Crores only (Rupees Forty-five Crores Only) with the flexibility for disbursement in one or more tranches vide Board resolution dated 30 January 2025.

- The Company has invested in Sheryians Private Limited up to Rs. 5,00,00,000/- (Rupees Five Crores only) towards the subscription of 4284 (Four Thousand Two Hundred Eighty-Four) Compulsory Convertible Preference Shares and 1 (One) Equity Share, each having a value of Rs. 11,668.60/- (Rupees Eleven Thousand Six Hundred Sixty-Eight and Sixty Paise only), with a face value of Rs. 10/- (Rupees Ten only) for both the Preference and Equity Shares vide Board resolution dated 7 January 2025.

- The Board of Directors vide resolution dated 12 February 2025 appointed Mr. Nitin Savara (DIN: 09398370), Ms. Rachna Dikshit (DIN: 08759332) and Mr. Deepak Amitabh (DIN: 01061535) as Non-Executive Additional Independent Director, Mr Ajinkya Jain as the Group General, Company Secretary & Compliance officer and Mr. Amit Sachdeva as Chief Financial Officer ('CFO') of the Company. The Board also considered and approved re-appointment and change in designation of Mr Alakh Pandey from Executive Director to Whole Time Director & CEO and re-appointment and change in designation of Mr Prateek Boob from Executive Director to Whole Time Director, of the Company. All the above appointments / change in designation of Directors were approved by the shareholders of the Company in their EOGM held on 15 February 2025 Mr. Deepak Amitabh (DIN: 01061535) was later also appointed as Chairperson of the company by the Boad vide resolution dated 27 February 2025.



- The Board of Directors vide resolutions passed in their meeting held on 27 February 2025 and the shareholders of the Company vide special resolution(s) passed in their EOGM held on 1 March 2025 approved:

  a. Appointment of Mr. Sandeep Singhal (DIN: 00040491) as non-executive nominee director (Nominated by Westbridge AIF I and Setu AIF Trust);
  b. Annual remuneration/overall compensation to Mr. Alakh Pandey and Mr. Prateek Boob;
  c. Annual remuneration to Independent Directors, Mr Nitin Savara, Ms. Rachna Dikshit and Mr Deepak Amitabh;
  d. Ratified excess remuneration paid to Mr. Alakh Pandey, CEO and WTD of the company and to Mr. Prateek Boob, WTD of the company
  e. Power to borrow money upto an aggregate Rs. 20,000,000,000 (Rupees Two Thousand Crore Only.
  f. Power to provide loans, securities, give guarantees and invest under section 186 upto an aggregate Rs. 40,000,000,000 (Rupees Four Thousand Crores Only.

- The Board of Directors vide resolution passed in their meeting held on 4 March 2025 recommended and the shareholders of the Company vide special resolution(s) passed in their EOGM held on 5 March 2025 approved issuance of bonus shares to the existing shareholders of the Company, in the proportion of 35 (Thirty five) fully paid-up equity shares of Re. 1 each for every 1 (One) existing fully paid up equity shares of Re. 1 each ("Bonus Equity Shares").

- The Board of Directors vide resolution passed in their meeting held on 4 March 2025 recommended and the shareholders of the Company vide special resolution(s) passed in their EOGM held on 5 March 2025 approved the amended employee stock option scheme to decrease the maximum number of Employee Stock Options from 6,56,54,670 options (65,65,467 Equity Shares) to 3,83,78,610 options (38,37,861 Equity Shares). The Shareholders inter-alia, also approved variation of terms of series A, series A1 and series B compulsorily convertible preference shares and the amendment of shareholders agreement.

- The company during the year incorporated Finz Fintech Private Limited and Bharat Innovation Global Private Limited. The Company during the year also invested in Finz Finance Private Limited to acquire 100% stake from its promoters by authorizing investment of further funds up to Rs. 10,99,00,000/- (Rupees Ten Crores Ninety-Nine Lakhs only).

- The Board of Directors vide resolution passed through circulation on 7 March 2025 approved allotment of 2,12,32,36,395 bonus equity shares of the company of Rs.1 each against the 60,663,897 equity shares i.e. in ratio of 35

HARESH VERMA & ASSOCIATES * Company Secretaries * FCS - 5403 CP - 4425

(Thirty-Five) equity shares ("Bonus Shares") for every 1 (one) equity shares held (i.e. in the ratio of 1:35 share) to the eligible shareholders as on the record date i.e. 6 March 2025

- The Board of Directors in their meeting held on 11 March 2025 considered and approved raising of capital through an initial public offering ("IPO"), appointment of intermediaries and constitution of an IPO Committee. The shareholders of the Company in their EOGM held on 12 March 2025 inter-alia, considered and approved the raising of capital through an initial public offering ("IPO") of equity shares.
- The Board of Directors of the Company in their meeting held on 13 March 2025 considered and approved pre-filed Draft Red Herring Prospectus in connection with the proposed IPO of the Company.
- The Audit Committee of the Company in its meeting held on 28 March 2025 considered and approved following investment proposals:
    a. Investment up to Rs. 5,00,00,000 towards the subscription of 999 Series Seed CCPS each having a face value of Rs. 100 and issue price of Rs. 50,000 and 1(One) Equity Share with a face value of Rs. 10 and issue price of Rs. 50,000 in 'Kay Lifestyle and Wellness Private Limited'.
    b. Investment/purchase of 350 equity shares at a face value of Rs. 100 each and at issue price of Rs. 8,00,000 of Xylem Learning Private Limited i.e. for a consideration price of Rs. 28,00,00,000.
    c. Grant of Inter corporate loan to wholly owned subsidiary (Knowledge Planet Holding Limited) upto a maximum amount of Rs. 20,00,00,000.

For **NARESH VERMA & ASSOCIATES**
COMPANY SECRETARIES



NARESH VERMA
FCS- 5403; CP-4424
UDIN: F005403G001194107
Peer Review Certificate No 3266/2023

Date: 06.09.2025
Place: New Delhi

Note: This report is to be read with our letter of even date which is annexed as Annexure- I and forms an integral part of this report.

Annexure-I

To,

The Members,
Physicswallah Limited
(Formerly known as 'Physicswallah Private Limited')
CIN: U80900UP2020PLC129223

Our report on even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Account of the company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **NARESH VERMA & ASSOCIATES**
COMPANY SECRETARIES



NARESH VERMA
FCS- 5403; CP-4424
UDIN: F005403G001194107
Peer Review Certificate No 3266/2023

Date: 06.09.2025
Place: Delhi

ANNEXURE C

Disclosure pursuant to Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 (Chapter IX) for Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

Particulars		Remarks
(a)	**Conservation of the energy:**	The Company endeavours to ensure optimal use of energy, avoid wastages and conserve energy to the extent possible.
	Steps taken to impact on conservation	
	Steps taken for utilization of alternate sources of energy	
	Capital investment on the Conservation Equipments	
(b)	**Technology absorption:**	
	Efforts made for technology absorption	
	Benefit derived	
	Expenditure on Research & Development, if any	
	Details of technology imported, if any	
	Year of Import	
	Whether imported technology fully Absorbed	
	Areas where absorption of imported technology has not taken place, if any	
	Expenditure incurred on Research and Development	
(c)	**Foreign Exchange Earning/Outgo:**	
	Earning (in Rupees)	39,56,14,159
	Outgo (in Rupees)	6,99,48,458

For and on behalf of the Board of Directors of
Physicswallah Limited

Alakh Pandey
Chief Executive Officer and Director
DIN: 08755719
Address: Tower Catania 2103, Mahagun Mezzaria, Sector 78, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201304

Prateek Boob
Whole Time Director
DIN: 07113666
Address: 127, Mahaveer Ganj, Gali No. 3, Beawar, Ajmer, Rajasthan - 305901

Date: September 06, 2025
Place: Noida