B.B. & Associates
Chartered Accountants

B-2557, First Floor
DSIIDC, Narela
New Delhi - 110040

REPORT IN CONNECTION TO OBJECTS OF THE OFFER

Date: November 4, 2025

To,

The Board of Directors
Physicswallah Limited
Plot No. B-8, Tower A, 101-119,
Noida One, Noida Sector 62,
Gautam Buddha Nagar, Dadri,
Uttar Pradesh, India, 201309

Kotak Mahindra Capital Company Limited ("KMCC")
27BKC, 1st Floor, Plot No. C-27,
"G" Block, Bandra Kurla Complex,
Bandra (East), Mumbai 400 051
Maharashtra, India

Axis Capital Limited ("Axis")
Axis House, 1st Floor,
Pandurang Budhkar Marg,
Worli, Mumbai 400 025
Maharashtra, India

Goldman Sachs (India) Securities Private Limited ("GS")
9th and 10th Floor, Ascent-Worli
Sudam Kalu Ahire Marg
Worli, Mumbai – 400 025
India

J.P. Morgan India Private Limited ("JPM")
J.P. Morgan Towers, Off C.S.T Road
Kalina, Santacruz East
Mumbai 400 098
Maharashtra, India

(KMCC, Axis, GS and JPM are collectively referred to as the "**Book Running Lead Managers**" or the "**BRLMs**")

Re: Proposed initial public offering of equity shares of face value ₹ 1 each (the "Equity Shares") of Physicswallah Limited (the "Company") by way of fresh issue of Equity Shares by the Company (the "Fresh Issue") and an offer for sale by certain existing shareholders of the Company (the "Selling Shareholders" and such offer for sale, the "Offer for Sale", together with Fresh Issue, the ("Offer")

We, **B.B. & Associates (FRN:** 023670N), Chartered Accountants, have been informed that the Company proposes to file the red herring prospectus ("**RHP**") and the prospectus ("**Prospectus**") with the Registrar of Companies, Uttar Pradesh at Kanpur ("**RoC**"), in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**").

In this regard we have been requested by the Company to issue a report to verify and confirm certain details with respect to the Objects of the Offer to be disclosed in the RHP and Prospectus as given below:

1. Expenditure incurred towards lease payments for existing identified offline/hybrid centers operated by the Company for the financial year ended March 31, 2023, March 31, 2024 and March 31, 2025 and for the three months period ended June 30, 2024 and June 30, 2025;

2. Expenditure incurred towards lease payments for existing identified offline centers and hostels by Xylem Learning Private Limited ("**Xylem**") for the financial year ended March 31, 2023, March 31, 2024 and March 31, 2025 and for the three months period ended June 30, 2024 and June 30, 2025;

3. Expenditure incurred towards lease payments for existing identified offline centers by Utkarsh Classes Eductech Private Limited ("**Utkarsh**") for the financial year ended March 31, 2023, March 31, 2024 and March 31, 2025 and for the three months period ended June 30, 2024 and June 30, 2025;

4. Expenditure to be incurred towards lease payments for offline/hybrid centers by the company during the three months period ending March 31, 2026, financial year ending March 31, 2027, March 31, 2028 and for the nine months period ending December 31, 2028;

5. Expenditure to be incurred towards lease payments for offline centers and hostels by Xylem during the three months period ending March 31, 2026, financial year ending March 31, 2027, March 31, 2028 and for the nine months period ending December 31, 2028;

6. Expenditure to be incurred towards lease payments for offline centers by Utkarsh during the three months period ending March 31, 2026, financial year ending March 31, 2027, March 31, 2028 and for the nine months period ending December 31, 2028;

7. Typical Escalation term and tenure of offline/hybrid centers to be operated by the company during the three months period ending March 31, 2026, financial year ending March 31, 2027, March 31, 2028; and for the nine months period ending December 31, 2028;

8. Typical tenure of offline centers and hostels to be operated by the Xylem during the three months period ending March 31, 2026, financial year ending March 31, 2027, March 31, 2028 and for the nine months period ending December 31, 2028.

9. Typical tenure of offline centers to be operated by the Utkarsh during the three months period ending March 31, 2026, financial year ending March 31, 2027, March 31, 2028 and for the nine months period ending December 31, 2028.

In this connection we have obtained the following data/ information:

1. Obtained and read the resolution passed by the Board of Directors dated October 28, 2025 approving the Objects of the Offer;

2. Obtained and read the Restated Consolidated Summary Statements for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 and for the three months period ended June 30, 2024 and June 30, 2025;

3. Obtained lease rental schedule from the management of the company ("**Lease Schedule-I"**) containing details like name of the lessor, agreement date, address, rent per month, rent start date, rent end date, escalation clause if any, classification (into PW Vidyapeeth, PW Pathshala and PW others) of valid and existing lease agreements, leave and license agreements, letter of intent, as the case maybe, which have been executed by the Company with various lessors or landlords for the existing offline/hybrid centers for the financial year ended March 31, 2025, March 31, 2024 and March 31, 2023 and for the three months period ended June 30, 2024 and June 30, 2025;

4. Obtained lease rental schedule from the management of the Xylem ("**Lease Schedule-II"**) containing details like name of the lessor, agreement date, address, rent per month., rent start date , rent end date, escalation clause if any, of valid and existing lease agreements, leave and license agreements, letter of intent, as the case maybe, which have been executed by Xylem with various lessors or landlords for the existing offline centers and hostels for the financial year ended March 31, 2025, March 31, 2024, and March 31, 2023 and for the three months period ended June 30, 2024 and June 30, 2025;

5. Obtained lease rental schedule from the management of the Utkarsh ("**Lease Schedule-III"**) containing details like name of the lessor, agreement date, address, rent per month., rent start date , rent end date, escalation clause if any, of valid and existing lease agreements, leave and license agreements, letter of intent, as the case maybe, which have been executed by Utkarsh with various lessors or landlords for the existing offline centers for the financial year ended March 31, 2025, March 31, 2024, and March 31, 2023 and for the three months period ended June 30, 2024 and June 30, 2025;

6. Obtained lease rental schedule from the management of the company ("**Lease Schedule-IV"**) containing details like name of the lessor, agreement date, address, rent per month., rent start date , rent end date, escalation if any, classification (into with PW Vidyapeeth, PW Pathshala and PW others) of valid and existing lease agreements, leave and license agreements, letter of intent, as the case maybe, which have been executed by the Company with various lessors or landlord for the offline/hybrid centers upto October 9, 2025;

7. Obtained lease rental schedule from the management of the Xylem ("**Lease Schedule-V"**) containing details like name of the lessor, agreement date, address, rent per month., rent start date , rent end date, escalation if any, of valid and existing lease agreements, leave and license agreements, letter of intent, as the case maybe, which have been executed by Xylem with various lessors or landlord for the offline centers and hostels upto October 9, 2025;

8. Obtained lease rental schedule from the management of the Utkarsh ("**Lease Schedule-VI"**) containing details like name of the lessor, agreement date, address, rent per month., rent start date , rent end date, escalation if any, of valid and existing lease agreements, leave and license agreements, letter of intent, as the case maybe, which have been executed by Utkarsh with various lessors or landlord for the offline centers upto October 9, 2025;

9. Reconciliation of the lease rentals as per Lease Schedule-I, Lease Schedule-II and Lease Schedule-III with the Standalone financial statements of the Company, Xylem and Utkarsh respectively; and

10. Copy of lease agreements, leave and license agreements, letter of intent.

In order to report on the lease expenditure, escalation term and tenure of leases, we have performed the following procedures:

1. In order to verify the completeness of the Lease Schedule-I, Lease Schedule-II and Lease Schedule-III we have checked the reconciliation of lease rentals as per Lease Schedule-I, Lease Schedule-II and Lease Schedule III with the Standalone financial statements of the Company, Xylem and Utkarsh respectively, for the financial year ended March 31, 2023, March 31, 2024 and March 31, 2025 and for the three months period ended June 30, 2024 and June 30, 2025;

2. In order to verify the accuracy of the Lease Schedule-I, Lease Schedule-II, Lease Schedule-III, Lease Schedule-IV, Lease Schedule-V and Lease Schedule-VI, we have conducted test of details to trace the details as per lease schedules with the valid and existing lease agreements, leave and license agreements, letter of intent, as the case maybe on a sample basis and found them to be in agreement;

3. In order to verify the lease expenditure to be incurred during the three months period ending March 31, 2026, financial year ending March 31, 2027, March 31, 2028 and for the nine months period ending December 31, 2028, we have checked the arithmetical accuracy of the lease rentals in the Lease Schedule-IV, Lease Schedule-V and Lease Schedule-VI;

4. In order to verify the escalation term, we have checked escalation term with the lease agreements, leave and license agreements and letter of intent, as the case may be, on sample Basis;

5. In order to verify the tenure of leases, we have checked tenure with the terms of the lease agreements, leave and license agreements and letter of intent, as the case may be, on sample Basis.

6. In order to verify the classification of offline/hybrid centers into PW Vidyapeeth, PW Pathshala and PW others, we have verified the classification from the invoices raised to the students on sample basis.

Based on the procedures mentioned above and the information, explanations and representations provided to us by the management of the company, we hereby report on the following:

1. The amount of expenditure incurred towards lease payments for existing identified offline/hybrid centers under 'PW Vidyapeeth', 'PW Pathshala' and 'PW Others' operated by the Company for the financial year ended March 31, 2023, March 31, 2024 and March 31, 2025 and for the three months period ended June 30, 2024 and June 30, 2025 is as given in **Annexure A**;

2. The amount of expenditure incurred towards lease payments for existing identified offline centers and hostels by Xylem for the financial year ended March 31, 2023, March 31, 2024 and March 31, 2025 and for the three months period ended June 30, 2024 and June 30, 2025 is as given in **Annexure B**;

3. The amount of expenditure incurred towards lease payments for existing identified offline centers operated by Utkarsh for the financial year ended March 31, 2023, March 31, 2024 and March 31, 2025 and for the three months period ended June 30, 2024 and June 30, 2025 is as given in **Annexure C**;

4. The amount of expenditure to be incurred towards lease payments for offline/hybrid centers by the company under 'PW Vidyapeeth', 'PW Pathshala' and 'PW Others' during the three months period ending March 31, 2026, financial year ending March 31, 2027, March 31, 2028 and for the nine months period ending December 31, 2028 as given in **Annexure D.** The estimates mentioned in Annexure take into consideration any escalation in accordance with the terms of the lease agreements, leave and license agreements and letter of intent.;

5. The amount of expenditure to be incurred towards lease payments for offline centers and hostels by Xylem during the three months period ending March 31, 2026, financial year ending March 31, 2027, March 31, 2028 and for the nine months period ending December 31, 2028 as given in **Annexure E.** The estimates mentioned in Annexure take into consideration any escalation in accordance with the terms of the lease agreements, leave and license agreements and letter of intent**;**

6. The amount of expenditure to be incurred towards lease payments for offline centers by Utkarsh during the three months period ending March 31, 2026, financial year ending March 31, 2027, March 31, 2028 and for the nine months period ending December 31, 2028nine months period ending December 31, 2028 as given in **Annexure F.** The estimates mentioned in Annexure take into consideration any escalation in accordance with the terms of the lease agreements, leave and license agreements and letter of intent**;**

7. Pursuant to the terms outlined in the lease agreements under Lease Schedule-IV, the escalation typically varies between 5% per annum escalated every year, to 15% per annum escalated after every 3 years for the company;

8. Pursuant to the terms outlined in the lease agreements under Lease Schedule-IV, the tenure of leases typically varies between three to nine years for the Company; and

9. Pursuant to the terms outlined in the lease agreements under Lease Schedule- V, the tenure for lease typically ranges between eleven months to five years for Xylem.

10. Pursuant to the terms outlined in the lease agreements under Lease Schedule- VI, the tenure for lease typically ranges between three years to five years for Utkarsh.

Our responsibility is to perform the procedures mentioned above for the purpose of our report and state our findings. We performed the procedures as mentioned above, in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes read with SRS 4400 on Engagements to perform agreed upon procedures regarding Financial Information and the Guidance Note on Reports in Company Prospectuses

(Revised 2019) (collectively, referred to as the "Standards") issued by the Institute of Chartered Accountants of India. The above-mentioned procedures include examination of evidence supporting the particulars in the Annexure on a test basis in accordance with the Standards. Our procedures do not include verification of compliance. Further, for the purpose of this certificate, our scope of work did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole. We have performed agreed-upon-procedures only and have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this report. Accordingly, we do not express such opinion.

We confirm that the information in this report is true, fair, correct, accurate and there is no untrue statement which would render the contents of this report misleading in its form or context.

This report is issued for the purpose of the Offer, and can be used, in full or part, for inclusion in the, RHP, the Prospectus and any other material used in connection with the Offer (together, the "**Offer Documents**") which may be filed by the Company with SEBI, Stock Exchanges, RoC and / or any other regulatory or statutory authority.

We hereby consent to our name and the aforementioned details being included in the Offer Documents and/or consent to the submission of this report as may be necessary, to the SEBI, RoC, Stock Exchanges and/or any other regulatory/statutory authority as may be required and/or for the records to be maintained by the BRLMs in connection with the Offer and in accordance with applicable law.

This report may be relied on by the Company, the BRLMs, their affiliates and the legal counsel to each of the Company and the BRLMs appointed in relation to the Offer and to assist the BRLMs in conducting and documenting their investigation of the affairs of the Company in connection with the Offer. We hereby consent to this report letter being disclosed by the BRLMs, if required (i) by reason of any law, regulation, order or request of a court or by any governmental or competent regulatory authority, or on the request of the Stock Exchanges or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation or (iii) for the records to be maintained by the BRLMs and in accordance with applicable law.

We undertake to immediately communicate, in writing, any changes to the above information/confirmations, as and when: (i) made available to us; or (ii) we become aware of any such changes, to the BRLMs and the Company until the Equity Shares allotted in the Offer commence trading on the Stock Exchanges. In the absence of any such communication from us, the Company, the BRLMs and the legal advisors appointed with respect to Offer can assume that there is no change to the information/confirmations forming part of this report and accordingly, such information should be considered to be true and correct.

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All capitalised terms used but not defined herein shall have the meaning assigned to them in the Offer Documents.

Yours faithfully,

For and on behalf of
B.B. & Associates
Chartered Accountants
ICAI Firm Registration No.: 023670N

Balwan Bansal
Digitally signed by Balwan Bansal
Date: 2025.11.04 18:59:36 +05'30'

Balwan Bansal
Partner
Membership No. 511341
Peer Review Certificate No. 015429
UDIN: 25511341BMIUYS1387

Place: New Delhi
Date: November 4, 2025

CC:

Domestic Legal Counsel to the Book Running Lead Managers

Cyril Amarchand Mangaldas
Level 1 and Level 2, Max towers,
Plot No. C-001 /A/1, Sector 16 B,
Gautam Buddha Nagar, Noida – 201 301,
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Domestic Legal Counsel to the Company

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Okhla Industrial Estate Phase III
New Delhi 110 020, India

ANNEXURE A

The count of offline/hybrid center and amount of expenditure incurred towards lease payments for existing identified offline/hybrid centers under 'PW Vidyapeeth', 'PW Pathshala' and 'PW Other Centers' operated by the Company for the financial year ended March 31, 2025, March 31, 2024 and March 31, 2023 and for the three months period ended June 30, 2025 and June 30, 2024.

	Amount of lease expenditure* *(in ₹ million)*					**Count of offline/hybrid centers**				
Particulars	**For three months period ended June 30, 2025**	**For three months period ended June 30, 2024**	**For financial year ended March 31, 2025**	**For financial year ended March 31, 2024**	**For financial year ended March 31, 2023**	**As on June 30, 2025**	**As on June 30, 2024**	**As on March 31, 2025**	**As on March 31, 2024**	**As on March 31, 2023**
PW Vidyapeeth[(1)]	380.65	299.59	1,232.48	903.07	235.47	112	72	79	47	7
PW Pathshala[(2)]	24.98	10.16	49.44	24.00	86.83	78	47	47	20	21
PW Others Centers[(3)]	54.72	14.37	129.94	32.28	2.65	47	9	19	7	-

(1) PW Vidyapeeth is the company's offline coaching center which helps students in preparing for JEE, NEET, and foundation courses. It offers face-to-face classroom teaching, enabling direct instruction and interactive learning.

(2) PW Pathshala, is an offline coaching center by Company which integrates online and offline learning through a two-teacher model to support students preparing for JEE, NEET, and foundation courses. It features experienced faculty teaching from a studio, complemented by doubt faculty stationed at the Pathshala centers.

(3) PW Other Centers comprise other offline centers that cater to specific course categories, including (Defence, CA Offline, Govt Offline, Only IAS, Institute of Innovations, Bothra (PenPencil) among others)

** The above figures represent lease expenditure incurred towards offline centers, excluding those under the franchise model. The expenditure disclosed for Financial Year 2025, Financial Year 2024, Financial Year 2023 and for the three months period ended June 30, 2025 and June 30, 2024 also includes expenditure incurred towards centers that were held on lease during such Period/Financial Year that became operational in the subsequent Period/Financial Year.*

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ANNEXURE B

The amount of expenditure incurred towards lease payments for existing identified offline centers and hostels by Xylem for the financial year ended March 31, 2025, March 31, 2024 and March 31, 2023 and for the three months period ended June 30, 2025 and June 30, 2024.

(in ₹ million)

Particulars	For three months period ended June 30, 2025	For three months period ended June 30, 2024	For financial year ended March 31, 2025	For financial year ended March 31, 2024	For financial year ended March 31, 2023
Xylem centers	48.02	34.59	150.55	110.58	34.34
Xylem hostels	60.30	70.00	261.03	275.62	88.36

ANNEXURE C

The amount of expenditure incurred towards lease payments for existing identified offline centers by Utkarsh for the financial year ended March 31, 2025, March 31, 2024 and March 31, 2023 and for the three months period ended June 30, 2025 and June 30, 2024.

(in ₹ million)

Particulars	For three months period ended June 30, 2025	For three months period ended June 30, 2024	For financial year ended March 31, 2025	For financial year ended March 31, 2024	For financial year ended March 31, 2023
Utkarsh Classes centers	34.01	27.56	111.15	95.52	54.83

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Annexure D

The amount of expenditure to be incurred towards lease payments for offline/hybrid centers by the company under 'PW Vidyapeeth', 'PW Pathshala' and 'PW Others' for the three months period ending March 31, 2026, financial year ending March 31, 2027, March 31, 2028 and for the nine months period ending December 31, 2028.

Particulars	**Aggregate lease payments to be made for** *(in ₹ million)*					**Indicative number of centers towards which lease payments to be made in**			
	For financial year ending March 31, 2026#	**For financial year ending March 31, 2027**	**For financial year ending March 31, 2028**	**For financial year ending March 31, 2029$**	**Total**	**Financial year ending March 31, 2026#**	**Financial year ending March 31, 2027**	**Financial year ending March 31, 2028**	**Financial year ending March 31, 2029$**
PW Vidyapeeth(1)	404.68	1,665.43	1,675.57	1,180.68	4,926.36	114	113	112	99
PW Pathshala(2)	24.77	100.33	102.25	71.36	298.71	28	28	28	28
PW Others (3)	70.72	282.60	286.59	195.12	835.03	60	60	56	47
Total	**500.17**	**2,048.36**	**2,064.41**	**1,447.16**	**6,060.10**	**202**	**201**	**196**	**174**

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(1) PW Vidyapeeth is the company's offline coaching center which helps students in preparing for JEE, NEET, and foundation courses. It offers face-to-face classroom teaching, enabling direct instruction and interactive learning.

(2) PW Pathshala, is an offline coaching center by Company which integrates online and offline learning through a two-teacher model to support students preparing for JEE, NEET, and foundation courses. It features experienced faculty teaching from a studio, complemented by doubt faculty stationed at the Pathshala centers.

(3) PW Other Centers comprise other offline centers that cater to specific course categories, including (Defence, CA Offline, Govt Offline, Only IAS, Institute of Innovations)

#The aggregate lease payment has been derived for a period of three months ending March 31, 2026.

$ The aggregate lease payment has been derived for a period of nine months ending December 31, 2028.

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Annexure E

The amount of expenditure to be incurred towards lease payments for offline centers and hostels by Xylem during the three months period ending March 31, 2026 financial year ending March 31, 2027, March 31, 2028 and for the nine months period ending December 31, 2028.

(in ₹ million)

Particulars	**Aggregate lease payments to be made**				**Total**
	For financial year ending March 31, 2026[#]	**For financial year ending March 31, 2027**	**For financial year ending March 31, 2028**	**For financial year ending March 31, 2029[$]**	
Xylem centers	43.71	72.32	39.39	3.43	**158.85**
Xylem hostels	30.31	8.88	-	-	**39.19**
Total	**74.02**	**81.20**	**39.39**	**3.43**	**198.04**

[#] *The aggregate lease payment has been derived for a period of three months ending March 31, 2026.*

[$] *The aggregate lease payment has been derived for a period of nine months ending December 31, 2028.*

Annexure F

The amount of expenditure to be incurred towards lease payments for offline centers by Utkarsh during the three months period ending March 31, 2026, financial year ending March 31, 2027, financial year ending March 31, 2028 and for the nine months period ending December 31, 2028.

(in ₹ million)

Particulars	**Aggregate lease payments to be made**				**Total**
	For financial year ending March 31, 2026*	**For financial year ending March 31, 2027**	**For financial year ending March 31, 2028**	**For financial year ending March 31, 2029[$]**	
Utkarsh Classes centers	22.74	92.07	93.37	71.84	**280.02**

[*] *The aggregate lease payments has been derived for a period of three months ending March 31, 2026.*

[$] *The aggregate lease payment has been derived for a period of nine months ending December 31, 2028.*