S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants

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

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Independent Auditor's Report on Financial Statements

To the Board of Directors of NIIT Learning Systems Limited

Opinion

We have audited the accompanying Financial Statements of Stackroute Learning Inc. ("the Company"), which comprise the Balance sheet as at March 31 2026, 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 financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as the "Financial Statements") solely for the purpose of preparation of the consolidated financial statements of NIIT Learning Systems Limited ("Ultimate Parent Company") for the year ended March 31, 2025 and for submission to the auditor's of the Ultimate Parent Company in connection with their audit of such consolidated financial statements pursuant to the requirements of Companies Act, 2013 and Regulation 46 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR")

In our opinion and to the best of our information and according to the explanations given to us the aforesaid Financial Statements 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, 2026, its profit 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 financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Companies Act, 2013 ('Act'). Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements 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 financial statements.

Responsibility of Management for the Financial Statements

The Company's Board of Directors is responsible for the preparation of these 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, specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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.

Other Matter- Restriction on Distribution and Use

Our auditor's report is intended solely for the purpose stated in Opinion paragraph of this report. Accordingly, it should not be used, referred to or distributed for any other purpose.

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

per Yogendra Seth
Partner
Membership Number: 094524
UDIN: 26094524KVQSLW7083
Place of Signature: Gurugram
Date: May 11, 2026

Stackroute Learning Inc.

Financial Statements for the year ended

March 31, 2026

STACKROUTE LEARNING, INC.

Balance Sheet as at March 31, 2026

(All amounts are in USD, unless stated otherwise)

	Notes	As at March 31, 2026	As at March 31, 2025
ASSETS			
Non-current assets			
Property, plant and equipment	3	14,600	32,830
Intangible assets	0	-	-
Deferred tax assets (net)	5(i)	4,872	8,169
Income tax assets (net)	5(ii)	900	-
Total non-current assets		**20,372**	**40,999**
Current assets			
Financial assets			
Trade receivables	4(ii)	291,777	3,457
Cash and cash equivalents	4(i)	563,641	468,383
Other current assets	6	542,801	250,375
Total current assets		**1,398,219**	**722,215**
TOTAL ASSETS		**1,418,591**	**763,214**
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	7	21,300,000	7,850,000
Other equity	8	(20,176,098)	(18,655,000)
TOTAL EQUITY		**1,123,902**	**(10,805,000)**
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Borrowings	9(iii)	-	7,850,000
Total non-current liabilities		-	**7,850,000**
Current liabilities			
Financial liabilities			
Trade payables	9(i)	273,934	3,042,756
Other financial liabilities	9(ii)	3,072	41,474
Other current liabilities	10	10,479	580,908
Provisions	11	7,204	53,076
Total current liabilities		**294,689**	**3,718,214**
TOTAL LIABILITIES		**294,689**	**11,568,214**
TOTAL EQUITY AND LIABILITIES		**1,418,591**	**763,214**

The accompanying notes form an integral part of these Ind AS financial statements.

As per our report of even date attached.

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

per **Yogender Seth**
Partner
Membership No. 094524

Place: Gurugram
Date: May 11, 2026

S.R. Batliboi & Associates LLP * Gurugram *

For and on behalf of the Board of Directors of
Stackroute Learning, Inc.

Vijay K Thadani
Director

Place: Gurugram
Date: May 11, 2026

Sapnesh Kumar Lalla
Director

Place: Gurugram
Date: May 11, 2026

P R Subramanian
Chief Financial Officer

Place: Atlanta
Date: May 11, 2026

Stackroute Learning Inc. USA

STACKROUTE LEARNING, INC.

Statement of Profit and Loss for the year ended March 31, 2026

(All amounts are in USD, unless stated otherwise)

	Notes	Year ended March 31, 2026	Year ended March 31, 2025
INCOME			
Revenue from operations	12	1,592,092	1,767,445
Other income	13	20,668	1,253
Total Income		**1,612,760**	**1,768,698**
EXPENSES			
Professional & technical outsourcing expenses	2(l)	1,167,131	943,141
Employee benefit expenses	14	1,050,201	3,524,957
Finance costs	15	391,384	480,625
Depreciation expense	3	17,431	17,286
Other expenses	16	1,043,023	2,403,318
Total Expenses		**3,669,170**	**7,369,327**
Loss before tax		**(2,056,410)**	**(5,600,629)**
Tax expenses:	17		
- Current tax		-	757
- Deferred tax (credit) / charge		(535,312)	(5,385)
Total tax expenses		**(535,312)**	**(4,628)**
Loss for the year		**(1,521,098)**	**(5,596,001)**
Other comprehensive income		-	-
Total comprehensive loss for the year		**(1,521,098)**	**(5,596,001)**
Loss per share attributable to equity shareholders (Face value USD 1 each):	20		
-Basic		(0.14)	(0.85)
-Diluted		(0.14)	(0.85)

The accompanying notes form an integral part of these Ind AS financial statements.

As per our report of even date attached.

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

per **Yogender Seth**
Partner
Membership No. 400419

Place: Gurugram
Date: May 11, 2026

For and on behalf of the Board of Directors of Stackroute Learning, Inc.

Vijay K Thadani
Director

Place: Gurugram
Date: May 11, 2026

Sapnesh Kumar Lalla
Director

Place: Gurugram
Date: May 11, 2026

P R Subramanian
Chief Financial Officer

Place: Atlanta
Date: May 11, 2026

STACKROUTE LEARNING, INC.

Statement of changes in equity for the year ended March 31, 2026

(All amounts are in USD, unless stated otherwise)

a) Equity Share Capital [Refer Note 7(b)]

Particulars	Number	Amount
Equity share of USD 1 each issued, subscribed and fully paid		
Balance as at April 01, 2024	**6,250,000**	**6,250,000**
Issued during the year	1,600,000	1,600,000
Balance as at March 31, 2025	**7,850,000**	**7,850,000**
Issued during the year	13,450,000	13,450,000
Balance as at March 31, 2026	**21,300,000**	**21,300,000**

b) Other Equity (Refer Note 8)

Particulars	Retained Earnings	Share Based Payment Reserve	Total
Balance as at April 01, 2024	**(13,073,160)**	**11,504**	**(13,061,656)**
Loss for the year	(5,596,001)	-	(5,596,001)
Share based payment (Refer Note 23)	-	2,657	2,657
Balance as at March 31, 2025	**(18,669,161)**	**14,161**	**(18,655,000)**
Balance as at April 01, 2025	**(18,669,161)**	**14,161**	**(18,655,000)**
Loss for the year	(1,521,098)	-	(1,521,098)
Transferred from share based payment reserve/ Transferred to retained earnings	14,161	(14,161)	-
Balance as at March 31, 2026	**(20,176,098)**	**-**	**(20,176,098)**

The accompanying notes form an integral part of these Ind AS financial statements.

As per our report of even date attached.

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

per **Yogender Seth**
Partner
Membership No. 400419

Place: Gurugram
Date: May 11, 2026

For and on behalf of the Board of Directors of Stackroute Learning, Inc.

Vijay K Thadani
Director

Place: Gurugram
Date: May 11, 2026

Sapnesh Kumar Lalla
Director

Place: Gurugram
Date: May 11, 2026

P R Subramanian
Chief Financial Officer

Place: Atlanta
Date: May 11, 2026

STACKROUTE LEARNING, INC.

Cash Flows Statement for the year ended March 31, 2026

(All amounts are in USD, unless stated otherwise)

	Year ended	
	March 31, 2026	**March 31, 2025**
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Loss before tax	**(2,056,410)**	**(5,600,629)**
Adjustments to reconcile profit before tax to net cash flows:		
Finance costs	391,384	480,625
Depreciation expense	17,431	17,286
Unrealised foreign exchange (gain) / loss (net)	(1,652)	297
Share based payment	-	2,657
Operating cash used in before working capital changes	**(1,649,247)**	**(5,099,764)**
Changes in assets and liabilities		
Increase / (Decrease) in trade payables	(2,768,822)	2,295,329
Increase / (Decrease) in other current liabilities	(568,777)	22,124
Increase / (Decrease) in other current financial liabilities	(38,402)	(1,189)
Increase / (Decrease) in short-term provisions	(45,872)	15,218
(Increase) / Decrease in trade receivables	(288,320)	2,450
(Increase) / Decrease in other current assets	(292,426)	(222,845)
Net cash used in operations before tax	**(5,651,866)**	**(2,988,677)**
Tax paid / (refund)	537,709	(100)
Net cash used in operating activities (A)	**(5,114,157)**	**(2,988,777)**
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Disposal / (Purchase) of Property, plant and equipments	799	(12,586)
Net cash used in investing activities (B)	**799**	**(12,586)**
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from issuance of equity share capital	13,450,000	1,600,000
(Repayment) / Loan taken from the Holding Company	(7,850,000)	1,600,000
Interest Paid towards loan	(391,384)	(480,625)
Net cash flows from financing activities (C)	**5,208,616**	**2,719,375**
Net Decrease in cash and cash equivalents (A) + (B) + (C)	**95,258**	**(281,988)**
Cash and cash equivalents as at the beginning of the year (Refer note 1 below)	468,383	750,371
Cash and cash equivalents as at the end of the year (Refer note 1 below)	**563,641**	**468,383**

Notes: Reconciliation of cash and cash equivalents as per the cash flow	As at	
1. Particulars	**March 31, 2026**	**March 31, 2025**
Composition of Cash and cash equivalents included in the statement of cash flows comprise of the following balance sheet amounts:		
Cash and cash equivalents as per the balance sheet [Refer note 4(i)]	563,641	468,383
Cash and cash equivalents as at the end of the year	**563,641**	**468,383**

2. Figures in parenthesis indicate cash outflow.
3. The statement of cash flows has been prepared using the indirect method as set out in Ind-AS 7, "Statement of Cash Flows".

The accompanying notes form an integral part of these Ind AS financial statements.

As per our report of even date attached.
For S.R. Batliboi & Associates LLP
Chartered Accountants
Firm Registration No.: 101049W/E300004

per **Yogender Seth**
Partner
Membership No. 400419

Place: Gurugram
Date: May 11, 2026

S.R. Batliboi & Associates LLP * Gurugram *

For and on behalf of the Board of Directors of
Stackroute Learning, Inc.

Vijay K Thadani	**Sapnesh Kumar Lalla**	**P R Subramanian**
Director	Director	Chief Financial Officer
Place: Gurugram	Place: Gurugram	Place: Atlanta
Date: May 11, 2026	Date: May 11, 2026	Date: May 11, 2026

Stackroute Learning Inc. USA

1 Company Information

Stackroute Learning, Inc. (the Company) is domiciled and incorporated on December 12, 2020 and is a wholly owned subsidiary of NIIT (USA), Inc., a leading global talent management Company. The Company is in the learning business providing services to customers in USA. The registered place of business of the Company is : 3, Ravinia Drive, NE , Suite 1930, Atlanta , Georgia 30346.

The financial statements were approved for issue by the board of directors on May 11, 2026.

2 Material Accounting Policies

This note provides a list of the material accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of Preparation

(i) Compliance with Ind AS

The Ind AS financial statements ('financial statements') 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 (as amended from time to time) to the extent applicable, (Ind AS compliant Schedule III), as applicable to the financial statements.

These Ind AS financial statements are for its internal use in relation to preparation of consolidated financial statements of the Ultimate parent company.

As at March 31, 2026, the Company's net worth has substantially eroded and there are continuing losses from operations. The Company basis support from its parent company does not consider any material uncertainty pertaining to going concern and these financial statements have been prepared on the going concern basis.

The financial statements provide comparative information in respect of the previous year.

(ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value :

- Certain financial assets and liabilities measured at fair value or amortised cost (refer accounting policy regarding financial instruments),
- Equity settled ESOP at grant date fair value, and

The accounting policies and related notes further described the specific measurements applied for each of the assets and liabilities.

(b) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in US dollar (USD), which is the Company's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at period end exchange rates are generally recognised in the Statement of Profit or Loss.

(c) Revenue Recognition

Revenue is measured at the transaction price of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates, discounts and taxes.

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 in accordance with the principles given in Ind AS 115 "Revenue from Contracts with Customers". 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.

Services are provided under time and material contracts and fixed price contracts. Revenue from providing services is recognised over a period of time in the accounting period in which services are rendered. The revenue from time and material contracts is recognised at the amount to which the Company has right to invoice.

Stackroute Learning Inc. USA

S.R. Batliboi & Associates LLP Gurugram

In respect of fixed price contracts, revenue is recognised based on the technical evaluation of utilization of services as per the proportionate completion method when no significant uncertainty exists regarding the amount of consideration that will be determined from rendering the service. 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 recognised. If the payment exceed the services rendered, a contract liability is recognised. Revenue from training is recognised over the period of delivery. The foreseeable losses on completion of contract, if any, are provided for. Revenue in respect of sale of courseware is recognised when the significant risks and rewards of ownership in it are transferred to the buyer as per the terms of the contracts.

Estimates of revenues, costs or extent of progress towards completion are revised if circumstances change. Any resulting increase or decrease in estimated revenues or costs are reflected in profit or loss in the period in which the circumstances that give rise to the revision become known to management. Revenue from training services is recognised over the period of the course programs as the case may be. For fixed-price contracts, revenue is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided (percentage of completion method). Revenue from time and material contracts is recognised as the related services are performed.

On certain contracts, where the Company acts as agent, only commission and fees receivable for services rendered are recognised as revenue. Any third party costs incurred on behalf of the principal that are rechargeable under the contractual arrangement are not included in revenue.

Revenues in excess of invoicing are treated as contract assets while invoicing in excess of revenues are treated as contract liabilities. The Company classifies amounts due from customer but not billed as unbilled revenue or contract assets depending on whether the Company has an unconditional right to receive the sale consideration. If only the passage of time is required before receipt of consideration is due, then the amounts due are classified as unbilled revenue under other financial assets, otherwise, such amounts are classified as contract assets under other current assets.

(d) Other Income

Other income mainly comprises interest income on bank and other deposits. Interest income is recognized using effective interest rate method taking into account the amount outstanding and the rate of Interest applicable (refer policy to investment and other financial assets).

(e) Income 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 recognised in statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

Current Income Taxes

The current income tax expense includes income taxes payable by the Company. The current tax payable by the Company is income tax payable on worldwide income after taking credit for tax relief available.

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 Taxes

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

(f) Investments and Other Financial Assets

i. Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income.

Stackroute Learning Inc. USA

S.R. Batliboi & Associates LLP Gurugram

ii. Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Financial Assets

Subsequent measurement of Financial assets depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its Financial assets:

• **Amortised Cost** : Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost.

• **Fair value through other comprehensive income (FVOCI)**: Assets that are held for collection of the contractual cash flows and for selling the financial assets, where the asset's cash flow represents solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through Other Comprehensive Income (OCI), except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses).

• **Fair value through profit or loss** : Assets that do not meet the criteria for amortised cost or fair value through other comprehensive income (FVOCI) are measured at fair value through profit or loss (FVTPL).

iii. Impairment of financial assets

The Company recognises lifetime expected credit losses (ECL) for trade receivables and contract assets. The expected credit losses on these financial assets are estimated using a provision matrix based on the Company's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Company recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

iv. Derecognition of financial assets

A financial asset is derecognised only when

• The Company has transferred the rights to receive cash flows from the financial asset or

• retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

(g) Cash and Cash Equivalents

Cash and cash equivalents includes cash on hand, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(h) Trade Receivables

Trade receivables are recognized initially at transaction price and subsequently adjusted for expected credit loss using the effective interest method.

Stackroute Learning Inc USA

S.R. Batliboi & Associates LLP Gurugram

(i) Property, plant and equipment

The Company had applied for the one-time transition exemption of considering the carrying cost on the transition date i.e. April 1, 2016 as the deemed cost under Ind AS, regarded thereafter as historical cost.

All other items of property, plant and equipment are stated at historical cost less accumulated depreciation, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives as follows:

Description of Assets	Useful life
Plant and Equipment including: - Computers, Printers and related Accessories	3 years

Depreciation is provided on a pro-rata basis on the straight-line method over the useful lives of the assets. The depreciation charge for each period is recognised in the Statement of Profit and Loss. The residual values is considered as nil.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

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.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other income/ (expenses).

(j) Financial liabilities

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

Financial liabilities at fair value through profit or loss

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. Changes in fair value of such liability are recognized in the statement of profit or loss.

Financial liabilities at amortized cost

The Company's financial liabilities at amortized cost are initially recognized at net of transaction costs and includes trade payables, borrowings including bank overdrafts and other payables.

After initial recognition, financial liabilities are subsequently measured at amortized cost using the effective interest rate (EIR) method except for deferred consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. Gains and losses are recognized in the statement of profit and 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.

(k) Provisions and Contingent Liabilities

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense.

(l) Cost Recognition

Costs and expenses are recognised when incurred and have been classified according to their primary nature. The costs of the Company are broadly categorised in Professional & technical outsourcing expenses, employee benefit expenses, depreciation and amortisation, finance cost and other expenses. Professional & technical outsourcing expenses include service and delivery charges including any incidental expenses thereto. Employee costs include employee compensation, allowances paid, contribution to various funds, Share based payment and staff welfare expenses. Other expenses majorly include rental, travelling and conveyance, legal and professional fees, marketing and advertising expenses, management cost recovery by parent company, allowances for expected credit loss and other expenses.

(m) Employee Benefits

401 (K) Plan

The Company makes defined contributions on a monthly basis towards retirement benefits of the employees in USA under 401 (K) plan, which is charged to the Statement of Profit & Loss. The plan is described as a defined contribution plan as the Company does not carry any further obligation apart from such contributions.

Compensated absences

Accumulated compensated absences are expected to be availed within 12 months from the end of the year. The obligation towards the same is measured on the basis of actuarial valuation at year end.

Share based payment - Employee stock option plan (ESOP)

On April 21, 2022 the Board of Directors of the Company approved the Employee Stock Option Scheme for issue of stock options to select senior employees. The total amount to be expensed is determined by reference to the fair value of the options granted:

- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or holdings shares for a specific period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

(n) Borrowing Costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

(o) Share Capital

Equity shares capital

Issuance of ordinary shares are recognized as equity share capital in equity. Incremental costs directly attributable to the issuance of new equity shares are recognized as a deduction from equity, net of any tax effects.

(p) Earning Per Share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of equity shares outstanding during the financial year.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect on interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(q) Critical Accounting Estimates and Judgements

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Information about significant areas of estimation/uncertainty and judgements in applying accounting policies that have the most significant effect on the financial statements are as follows:

- Measurement of defined benefit obligations: key actuarial assumptions - refer note 2(m).
- Fair value measurement of financial instruments - refer note 2(f).
- Judgement required to determine probability of recognition of deferred tax assets - refer note 2(e).
- Measurement of useful life and residual values of property, plant and equipment- refer note 2(i).

Stackroute Learning Inc. USA

S.R. Batliboi & Associates LLP Gurugram

There are no major assumptions and estimation that have a significant risk of resulting in a material adjustment within the next financial year.

(r) Recent accounting pronouncements

New and Amended Standards

The Company applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after 1 April 2025. The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

(i) Amendments to Ind AS 21 - Lack of exchangeability

The amendments do not have a material impact on the Company's financial statements.

(ii) Amendments to Ind AS 1 - Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants

The amendments do not have any impact on the Company's financial statements.

(iii) Other Standards not applicable to the Company :

(a) Amendments to Ind AS 7 and Ind AS 107 - Supplier Finance Arrangements

(b) International Tax Reform—Pillar Two Model Rules – Amendments to Ind AS 12

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Stackroute Learning Inc. USA

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(All amounts are in USD, unless stated otherwise)

3 Property, plant and equipment

Particulars		Plant and equipments	Total
Year ended March 31, 2025			
Gross carrying amount			
Opening gross carrying amount		49,514	49,514
Additions		12,586	12,586
Closing gross carrying amount	(A)	62,100	62,100
Accumulated depreciation			
Opening accumulated depreciation		11,984	11,984
Depreciation charge during the year		17,286	17,286
Closing accumulated depreciation	(B)	29,270	29,270
Net carrying amount	(A-B)	32,830	32,830
Year ended March 31, 2026			
Gross carrying amount			
Opening gross carrying amount		62,100	62,100
Additions		-	-
Disposals		4,264	4,264
Closing gross carrying amount	(C)	57,836	57,836
Accumulated depreciation			
Opening accumulated depreciation		29,270	29,270
Depreciation charge during the year		17,431	17,431
Disposals		3,465	3,465
Closing accumulated depreciation	(D)	43,236	43,236
Net carrying amount	(C-D)	14,600	14,600

Footnote:

(i) There is no Capital work-in-progress as at year end March 31, 2026 and March 31, 2025.

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(All amounts are in USD, unless stated otherwise)

4 Financial Assets

4(i) Cash and Cash Equivalents (Refer Note 18)

	As at March 31, 2026	As at March 31, 2025
Balance with banks		
- on Current accounts	563,641	468,383
	563,641	**468,383**

4(ii) Trade Receivables (Refer Note 18)

	As at March 31, 2026	As at March 31, 2025
Receivables from related parties (Refer Note 22)	291,777	3,457
Unsecured, considered good	-	-
Unsecured, credit impaired	-	-
Unsecured, which has significant increase in credit risk	-	-
Less: Allowance for expected credit loss	-	-
	291,777	**3,457**

Trade receivables are non-interest bearing and are generally on terms of 0-30 days.
For amount due and terms and conditions of related party receivables (Refer note 22).

Trade receivables Ageing Schedule*

Balance as at March 31, 2026

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables - considered good	291,777	-	-	-	-	-	291,777
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Undisputed Trade Receivables – which has significant increase in credit risk	-	-	-	-	-	-	-
Total	**291,777**	-	-	-	-	-	291,777
Less: Allowance for expected credit loss	-	-	-	-	-	-	-
Net Trade Receivables	**291,777**	-	-	-	-	-	291,777

Balance as at March 31, 2025

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables - considered good	3,457	-	-	-	-	-	3,457
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Undisputed Trade Receivables – which has significant increase in credit risk	-	-	-	-	-	-	-
Total	**3,457**	-	-	-	-	-	3,457
Less: Allowance for expected credit loss	-	-	-	-	-	-	-
Net Trade Receivables	**3,457**	-	-	-	-	-	3,457

* There are no disputed trade receivables.

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5(i) Deferred Tax Assets (Net)

	As at March 31, 2026	As at March 31, 2025
The balance comprises temporary differences attributable to:		
Allowance for expected credit loss on trade receivables and other receivables	5,562	-
Unrealised Foreign Currency	(430)	-
Provision for employee benefits	1,877	13,635
Carried forward losses*	538,609	-
Total deferred tax asset (A)	**545,618**	**13,635**
Difference between carrying amount of property, plant and equipments as per financial statements and as per Income tax	2,137	5,466
Total deferred tax liabilities (B)	**2,137**	**5,466**
Amount recoverable from Holding Company* (C)	**538,609**	**-**
Deferred tax assets (net) (A-B-C)	**4,872**	**8,169**

Movement in deferred tax asset

Particulars	Carried forward losses*	Unrealised Foreign Currency	Allowance for expected credit loss	Plant and equipment	Provision for employee benefits	Total
As at April 01, 2024	-	-	-	(6,976)	9,760	2,784
(charged)/credited:						
- to profit or loss		-	-	1,510	3,875	5,385
As at March 31, 2025	-	-	-	(5,466)	13,635	8,169
(charged)/credited:						
- to profit or loss	538,609	(430)	5,562	3,329	(11,758)	535,312
Less: amount recoverable from Holding Company*						(538,609)
As at March 31, 2026	**538,609**	**(430)**	**5,562**	**(2,137)**	**1,877**	**4,872**

* Represents amounts recoverable from Holding Company for its losses utilised by the Holding Company (Refer note 6).

5(ii) Income tax assets

	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
	Non Current		Current	
Advance Income Tax	900	-	-	-
	900	-	-	-

6 Other Current Assets

	As at March 31, 2026	As at March 31, 2025
Advances recoverable in cash or in kind		
-Unsecured, considered good	4,172	132,365
Other Receivables*	559,985	118,010
Less: Allowance for doubtful receivables	(21,356)	-
	542,801	**250,375**

* Includes amount receivable from agency who collects amount on behalf of the Company and receivables from related parties amounting to USD 538,608 (previous year USD Nil) [refer note 5(i) and 22].

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Stackroute Learning Inc. USA

(All amounts are in USD, unless stated otherwise)

7 Equity Share Capital

(a) Authorised equity share capital

Particulars	Equity shares of USD 1 each	
	Number	Amount
Balance as at April 01, 2024	10,000,000	10,000,000
Addition during the year	-	-
Balance as at March 31, 2025	10,000,000	10,000,000
Addition during the year	15,000,000	15,000,000
Balance as at March 31, 2026	25,000,000	25,000,000

(b) Movement in issued equity share capital

Particulars	Equity shares of USD 1 each	
	Number	Amount
Balance as at April 01, 2024	6,250,000	6,250,000
Issued during the year	1,600,000	1,600,000
Balance as at March 31, 2025	7,850,000	7,850,000
Issued during the year	13,450,000	13,450,000
Balance as at March 31, 2026	21,300,000	21,300,000

(c) Detail of class of Equity Shares held by the Holding Company

Name of the Company	As at			
	March 31, 2026		March 31, 2025	
	No. of shares	Amount in USD	No. of shares	Amount in USD
NIIT (USA), Inc	21,300,000	21,300,000	7,850,000	7,850,000

(d) Details of shareholders holding more than 5% shares in the Company

Name of the Company	As at			
	March 31, 2026		March 31, 2025	
	No. of shares	% of holding	No. of shares	% of holding
NIIT (USA), Inc	21,300,000	100%	7,850,000	100%
Total	21,300,000	100%	7,850,000	100%

(e) Terms/ rights attached to equity shares

The Company has one class of equity shares having a par value of USD 1 per share. Each shareholder is entitled to one vote per share held. In the event of liquidation of the Company, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(f) Details of shares held by promoters

Balance as at March 31, 2026

Particulars	Promoter name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Equity shares of USD 1 each fully paid	NIIT (USA) Inc.	7,850,000	13,450,000	21,300,000	100.00%	171%
Total		7,850,000	13,450,000	21,300,000		

Balance as at March 31, 2025

Particulars	Promoter name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Equity shares of USD 1 each fully paid	NIIT (USA) Inc.	6,250,000	1,600,000	7,850,000	100.00%	26%
Total		6,250,000	1,600,000	7,850,000		

8 Other Equity

Particulars	As at	
	March 31, 2026	March 31, 2025
Retained Earnings	(20,176,098)	(18,669,161)
Share based payment reserve [Refer footnote (ii)]	-	14,161
	(20,176,098)	(18,655,000)

8(i) Retained Earnings [Refer footnote (i)]

	As at	
	March 31, 2026	March 31, 2025
Opening Balance	(18,669,161)	(13,073,160)
Loss for the year	(1,521,098)	(5,596,001)
Transferred from share based payment reserve	14,161	-
Total	(20,176,098)	(18,669,161)

8(ii) Share based payment reserve [Refer footnote (ii)]

	As at	
	March 31, 2026	March 31, 2025
Opening Balance	14,161	11,504
Share based payment [Refer Note 23(b)]	-	2,657
Transferred to retained earnings	(14,161)	-
Total	-	14,161

Nature and purpose of reserves :

(i) Retained Earnings

Retained earnings are the profit/(loss) that the Company has earned/incurred till date, less any transfers to dividends or other distribution 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.

(ii) Share based payment Reserve

Share Based Payment Reserve is used to record the fair value of equity-settled, share-based payment transactions with employees. The amounts recorded in this reserve are transferred to securities premium, upon exercise of stock options, and transferred to retained earnings on account of stock options not exercised by employees.

Stackroute Learning Inc. USA

S.R. Batliboi & Associates LLP Gurugram

(All amounts are in USD, unless stated otherwise)

9 Financial Liabilities

	As at March 31, 2026	As at March 31, 2025
9(i) Trade Payables (Refer Note 18)		
Trade Payables	93,652	437,608
Trade payables to related parties (Refer Note 22)	180,282	2,605,148
	273,934	**3,042,756**

Trade payables are non-interest bearing and are normally settled on 45 days term.
For amount due and terms and conditions of related party payables refer note 22.

Ageing of trade payables as at March 31, 2026*

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Payables	208,071	16,900	-	-	14,301	239,272
Total	**208,071**	**16,900**	-	-	**14,301**	**239,272**
Add: Accurals	34,662	-	-	-	-	34,662
Total trade payables	**242,733**	**16,900**	-	-	**14,301**	**273,934**

Ageing of trade payables as at March 31, 2025*

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Payables	514,869	2,207,750	-	14,301	-	2,736,920
Total	**514,869**	**2,207,750**	-	**14,301**	-	**2,736,920**
Add: Accurals	305,836	-	-	-	-	305,836
Total trade payables	**820,705**	**2,207,750**	-	**14,301**	-	**3,042,756**

*There are no disputed trade payables.

	As at March 31, 2026	As at March 31, 2025
9(ii) Other Financial Liabilities (Refer Note 18)	Current	
Payable to Employees	3,072	41,474
	3,072	**41,474**

	As at			
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
9(iii) Borrowings (Refer Note 18)	Non Current		Current	
Unsecured Loans				
-Loan from Holding Company* (Refer Note 22)	-	7,850,000	-	-
	-	**7,850,000**	-	-

*The loan of USD 7,850,000 which was facilitated by NIIT USA Inc. to meet cash flow requirement at the interest rate of 7.09% (previous year 7.09%) per annum. During the year, The Company converted the entire loan into equity.

Type of Borrowee	Amount of loan in the nature of loan outstanding		Percentage to the total loans in the nature of loans	
Related Parties	**March 31, 2026**	**March 31, 2025**	**March 31, 2026**	**March 31, 2025**
NIIT USA Inc.	-	7,850,000	0%	100%
Total	-	**7,850,000**	**0%**	**100%**

10 Other Current Liabilities

	As at March 31, 2026	As at March 31, 2025
Contract Liabilities (Refer note 12.1)		
-Deferred revenue	10,479	468,729
-Advance from Customers	-	100,220
Statutory Dues*	-	11,959
	10,479	**580,908**

*Statutory dues mainly includes contribution towards 401 (K).

11 Provisions

	As at March 31, 2026	As at March 31, 2025
Provision for employee benefits		
- Provision for compensated absences	7,204	53,076
	7,204	**53,076**

Stackroute Learning Inc. USA

S.R. Batliboi & Associates LLP * Gurugram *

(All amounts are in USD, unless stated otherwise)

12 Revenue From Operations

	Year ended	
	March 31, 2026	March 31, 2025
Sale of Services (Refer Note 12.1)	1,592,092	1,767,445
	1,592,092	**1,767,445**

12.1 Disclosure under Ind AS - 115 (Revenue from contracts with customers)

	Year ended	
(a) Disaggregated revenue information	**March 31, 2026**	**March 31, 2025**
(i) Type of Services		
Sale of Services	1,592,092	1,767,445
	1,592,092	**1,767,445**
(ii) Timing of Revenue Recognition		
Services transferred over time (Training Services)	1,592,092	1,767,445
	1,592,092	**1,767,445**

	As at	
(b) Contract Balances	**March 31, 2026**	**March 31, 2025**
Trade Receivables [Refer note 4(ii)]	291,777	3,457
Contract Liabilities (Refer note 10)	10,479	568,949

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.
Trade receivables are non-interest bearing and are generally on terms of 0- 30 days.
During the year ended March 31, 2026, the Company recognized revenue of USD 568,949 (Previous year USD 558,300) arising from opening contract liability.

A contract liability arises when there is excess billing over the revenue recognized and advances received from customers as per Contractual terms.
The Company classifies amounts due from customer but not billed as unbilled revenue or contract assets depending on whether the Company has an unconditional right to receive the sale consideration.
If only the passage of time is required before receipt of consideration is due, then the amounts due are classified as unbilled revenue under other financial assets, otherwise, such amounts are classified as contract assets under other current assets.

	Year ended	
(c) Reconciliation of revenue recognised in the statement of profit and loss with the revenue from contract with customers	**March 31, 2026**	**March 31, 2025**
Revenue as per contracted prices	1,592,092	1,767,445
	1,592,092	**1,767,445**

(d) The table below presents disaggregated revenues from operations by geography:

Particulars		
Americas	1,592,092	1,767,445
Total	**1,592,092**	**1,767,445**

(e) Performance obligation and remaining performance obligation

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting year and an explanation as to when the Company expects to recognize these amounts in revenue. Applying the practical expedient as given in Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures for contracts where the revenue recognized corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time-and-material and unit of work-based contracts. Remaining performance obligation estimates are subject to change and are affected by several factors, including terminations, changes in the scope of contracts, periodic revalidations, adjustment for revenue that has not materialized and adjustments for currency fluctuations. The aggregate value of performance obligations that are completely or partially unsatisfied as at March 31, 2026 and March 31, 2025, other than those meeting the exclusion criteria mentioned above, is USD Nil (previous year USD Nil) respectively.

13 Other Income

	Year ended	
	March 31, 2026	March 31, 2025
Interest Income		
Interest income from bank accounts	3,908	1,253
Total (A)	**3,908**	**1,253**
Other Non-Operating Income		
Recoveries for sales, marketing and other support services	16,760	-
Total (B)	**16,760**	**-**
Total (A+B)	**20,668**	**1,253**

Stackroute Learning Inc. USA

S.R. Batliboi & Associates LLP Gurugram

(All amounts are in USD, unless stated otherwise)

14 Employee benefits expense

	Year ended	
	March 31, 2026	March 31, 2025
Salary,wages and bonus	1,028,069	3,452,586
Contribution to employees pension scheme (401K) (Refer note 14.1)	18,241	34,740
Share based payment (Refer note 23)	-	2,657
Staff welfare expense	3,891	34,974
	1,050,201	**3,524,957**

14.1 Employee Benefit

Defined contribution plans

The Company makes contribution towards employees pension scheme (401K) to the defined contribution plans for eligible employees.
The Company has charged the following costs in the statement of profit and loss:

	Year ended	
Particulars	March 31, 2026	March 31, 2025
Employers' contribution to employees pension scheme(401K)	18,241	34,740
Total	**18,241**	**34,740**

15 Finance Cost

	Year ended	
	March 31, 2026	March 31, 2025
Interest on borrowings (Refer Note 22)	391,384	480,625
	391,384	**480,625**

16 Other Expenses

	Year ended	
	March 31, 2026	March 31, 2025
Royalties (Refer note 22)	78,167	130,111
Communication	-	217
Legal and professional fees	89,826	113,050
Mangement cost recovery by Holding Company (Refer note 22)	33,917	43,647
Travelling and conveyance	1,117	9,459
Insurance	92	1,086
Repairs and maintenance		
- Plant and machinery	7,107	21,160
Allowance for doubtful debts	21,356	-
Loss on foreign currency translation and transactions (net)	2,642	1,508
Bank charges	22,938	37,537
Marketing and advertising expenses	757,127	2,019,329
Loss on sale of Fixed Assets	799	-
Sundry expenses	27,935	26,214
	1,043,023	**2,403,318**

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17 Tax Expenses

(a) Income Tax Expense

	Year ended	
	March 31, 2026	**March 31, 2025**
Current tax		
Adjustments for tax relating to earlier years	-	757
Total current tax expense (A)	-	757
Deferred tax		
Deferred tax credit	(535,312)	(5,385)
Total deferred tax expense (B)	**(535,312)**	**(5,385)**
Total Tax Expense (A+B)	**(535,312)**	**(4,628)**

(b) Reconciliation of tax expense and the accounting profit multiplied by US tax rate:

	Year ended	
Particulars	**March 31, 2026**	**March 31, 2025**
Loss before tax	(2,056,410)	(5,600,629)
Tax at the US tax rate of 21% (previous year tax rate 21%)	**(431,846)**	**(1,176,132)**
Adjustments for :		
- Tax impact of unrecognized timing differences on losses	(103,466)	1,170,747
- Adjustments for tax relating to earlier years	-	757
Total Tax Expense	**(535,312)**	**(4,628)**

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Stackroute Learning Inc. USA

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18 Fair Value Measurements

(i) Fair value hierarchy

To provide indication about the reliability of the inputs in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard explained below:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The mutual funds are valued using the closing net asset value.

Level 2: The fair value of financial instruments that are not traded in an active market (for example foreign exchange forward contracts) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

(ii) Valuation technique used to determine fair value

Valuation technique used to value financial instruments include use of market prices.

Financial instruments by category

Particulars	As at March 31, 2026	As at March 31, 2025
	Amortised cost	
Financial Assets		
Trade Receivables [Refer note 4(ii)]	291,777	3,457
Cash and Cash Equivalents [Refer note 4(i)]	563,641	468,383
Total Financial Assets	**855,418**	**471,840**
Financial Liabilities		
Trade Payables [Refer note 9(i)]	273,934	3,042,756
Borrowings [Refer note 9(iii)]	-	7,850,000
Other Financial Liabilities [Refer note 9(ii)]	3,072	41,474
Total Financial Liabilities	**277,006**	**10,934,230**

The management has assessed that fair value of all other financial assets and liabilities including cash and cash equivalents, trade receivables, borrowings, trade payables and other financial liabilities, approximate their carrying amounts largely due to short-term maturities of these instruments.

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Stackroute Learning Inc. USA

(All amounts are in USD, unless stated otherwise)

19 Financial Risk Management

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include loans, trade and other receivables, and cash and short-term deposits that derive 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 is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Company. The financial risk committee provides assurance to the Company's senior management that 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.

(i) Credit risk

Credit risk refers to the risk of default on its obligation by the counter party resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to USD 291,777 and USD 3,457 as of March 31, 2026 and March 31, 2025 respectively. Trade receivables are typically unsecured and are derived from revenue earned through individual subsidiaries and corporate customers.

(ii) Liquidity risk

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations.

Maturities of financial liabilities

The table below provides details regarding the contractual maturities of significant financial liabilities:

Particulars	Less than 1 year	Between 1 and 2 years	More than 2 years	Total
As at March 31, 2026				
Trade Payables	273,934	-	-	273,934
Other Financial Liabilities	3,072	-	-	3,072
	277,006	-	-	**277,006**
As at March 31, 2025				
Borrowings	-	-	7,850,000	7,850,000
Trade Payables	3,042,756	-	-	3,042,756
Other Financial Liabilities	41,474	-	-	41,474
	3,084,230	-	**7,850,000**	**10,934,230**

20 Loss Per Share

	Year ended March 31, 2026	Year ended March 31, 2025
Loss attributable to equity shareholders (A)	(1,521,098)	(5,596,001)
Weighted average number of equity shares outstanding during the year (Nos.) – (B)	10,568,493	6,603,699
Nominal value of equity shares	1	1
Basic loss per share (A/B)*	(0.14)	(0.85)
Diluted loss per share (A/B)*	(0.14)	(0.85)

21 Segment Information

The Company is engaged in providing Education & Training Services in a single segment. Chief Financial Officer of the Company are considered as Chief Operating Decision Makers (CODM) who evaluate the performance and allocate resources based on the analysis of performance of the Company as a whole. Its operations are, therefore considered to constitute a single segment in the context of Ind AS 108 – 'Operating Segments'.

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22 Related Party Transactions

A. Related party relationship where control exists

Holding Company - NIIT (USA) Inc, USA

Ultimate Holding Company - NIIT Learning Systems Limited, India

B. Fellow Subsidiaries

1 St. Charles Consulting Group, LLC (subsidiary of NIIT USA Inc.)
2 NIIT Limited, UK
3 NIIT Ireland Limited
4 NIIT Malaysia Sdn. Bhd, Malaysia
5 NIIT West Africa Limited
6 NIIT Learning Solutions (Canada) Limited (subsidiary of entity at serial no. 3)
7 NIIT Mexico, S. DE R.L. DE C.V. (subsidiary of NIIT USA Inc.)
8 NIIT Brazil LTDA (subsidiary of NIIT USA Inc.)
9 Eagle Training Spain, S.L.U (subsidiary of NIIT USA Inc.)
10 MST Investment Holding GmbH (subsidiary of entity at serial no. 3) (w.e.f. July 9, 2025)
11 MST Holding GmbH (subsidiary of entity at serial no. 10) (w.e.f. July 9, 2025)
12 MST Group GmbH (subsidiary of entity at serial no. 11) (w.e.f. July 9, 2025)
13 MST UK Ltd. (liquidated and dissolved w.e.f. Mar 3, 2026) (subsidiary of entity at serial no. 11) (w.e.f. July 9, 2025)
14 MST Shanghai Co. Ltd (subsidiary of entity at serial no. 11) (w.e.f. July 9, 2025)
15 MST South Carolina Inc. (under strike off/dissolution) (subsidiary of entity at serial no. 11) (w.e.f. July 9, 2025)
16 MST Switzerland GmbH (liquidated and dissolved w.e.f. Feb 25, 2026) (subsidiary of entity at serial no. 11) (w.e.f. July 9, 2025)
17 SweetRush, Inc. (subsidiary of NIIT USA Inc.) (w.e.f. January 9, 2026)
18 3-102-812005 Sociedad de Responsabilidad Limitada (subsidiary of entity at serial no. 17) (w.e.f. January 9, 2026)

C. Entities in which Key Management Personnel of the Ultimate Holding Company are interested

1 NIIT Limited, India
2 NIIT Institute of Finance Banking and Insurance Training Limited, India. (subsidiary of entity at serial no. 1)
3 IAMNEO Edutech Private Limited (w.e.f. April 17, 2025) (subsidiary of entity at serial no. 1)
4 NIIT GC Limited, Mauritius (subsidiary of entity at serial no. 1)
5 PT NIIT Indonesia, Indonesia (under liquidation) (subsidiary of entity at serial no. 1)
6 NIIT China (Shanghai) Limited, Shanghai (subsidiary of entity at serial no. 4)
7 Chongqing NIIT Enterprise Management Consulting Co., Ltd, China (subsidiary of entity at serial no. 6)
8 Guizhou NIIT Information Technology Consulting Co., Limited, China (under process of closing, subsidiary of entity at serial no. 6)
9 NIIT (Guizhou) Education Technology Co., Limited, China (subsidiary of entity at serial no. 6)
10 RPS Consulting Private Limited (subsidiary of entity at serial no. 1)

D. Other related parties with whom Company has transacted

Key management personnel

1 Mr. Vijay Kumar Thadani (Director)
2 Mr. Sapnesh Lalla (Director)
3 Mr. P R Subramanian (Chief Financial Officer)

E. Terms and conditions

Transactions with related parties during the year were based on terms that would be available to third parties. All other transactions were made in ordinary course of business and at arm's length price.

All outstanding balances are unsecured and are repayable in cash.

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Stackroute Learning Inc. USA

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F. Detail of significant transactions with related parties carried out in ordinary course of business.

Particulars	Year ended March 31, 2026	Year ended March 31, 2025
Purchase of services		
- NIIT (USA), Inc.	38,016	146,589
- NIIT Limited, UK	130,136	-
- NIIT (Ireland) Limited	-	7,934
- NIIT Learning Systems Limited	41,630	-
- RPS Consulting Private Limited	259,783	198,217
Royalty expenses		
- NIIT Learning Systems Limited	78,167	130,111
Sale of services		
- NIIT (USA), Inc.	549,977	35,774
- NIIT Learning Systems Limited	1,524	-
Management cost recovery		
- NIIT Learning Systems Limited	33,917	43,647
Recovery of expense from- employee		
- NIIT (USA), Inc.	850	9,900
Recovery of expenses by- employee		
- NIIT (USA), Inc.	27,701	32,403
Recovery of expenses by- others		
- NIIT (USA), Inc.	908,065	1,862,366
Recovery of expenses from-others		
- NIIT Learning Systems Limited	-	104,130
- NIIT (USA), Inc.	538,608	-
- NIIT Learning Solutions (Canada) Limited	1,836	-
Issuance of equity share capital		
- NIIT (USA), Inc.	13,450,000	1,600,000
Loan received		
- NIIT (USA), Inc.	1,150,000	1,600,000
Loan repayment		
- NIIT (USA), Inc.	9,000,000	-
Other Income		
- NIIT (USA), Inc.	15,236	-
Interest paid on loan		
- NIIT (USA), Inc.	391,384	480,625

G. Details of outstanding balances with related parties

Particulars	As at March 31, 2026	As at March 31, 2025
Trade receivables		
- NIIT (USA), Inc.	830,386	3,457
Trade payables		
- NIIT (USA), Inc.	52,206	2,477,829
- NIIT Learning Systems Limited	67,374	37,269
- NIIT (Ireland) Limited	-	10,401
- NIIT Limited, UK	58,769	-
- RPS Consulting Private Limited	1,933	79,649
Total	**180,282**	**2,605,148**
Loan outstanding		
- NIIT (USA), Inc.	-	7,850,000

Stackroute Learning Inc. USA

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23 Share Based Payment

(a) Employee option plan

The Company operates time based and equity settled share based plan. On April 21, 2022 the Board of the Company approved the Employee Stock Option Scheme for issue of stock options to select senior employees.

i) Summary of options granted under plan:

Particulars	March 31, 2026		March 31, 2025	
	Weighted Avg exercise price per share option	Number of options	Weighted Avg exercise price per share option	Number of options
Opening balance	1.54	18,750	1.54	18,750
Granted during the year	-	-	-	-
Exercised during the year	-	-	-	-
Forfeited/lapsed during the year	1.54	18,750	-	-
Closing balance	-	-	1.54	18,750
Vested and exercisable	-	-	-	-

ii) Share options outstanding at the end of year have following expiry date and exercise prices:

Grant	Vests	Grant date	Vesting date	Expiry date	Exercise price	Share options outstanding	
						March 31, 2026	March 31, 2025
Grant 1	Vest I	21-Apr-22	01-Jul-23	21-Apr-32	1.54	-	4,688
	Vest II	21-Apr-22	01-Jul-24	21-Apr-32	1.54	-	4,687
	Vest III	21-Apr-22	01-Jul-25	21-Apr-32	1.54	-	9,375

(b) Expense arising from share-based payment transactions

Particulars	Year ended	
	March 31, 2026	March 31, 2025
Expenses charged to statement of profit and loss during the year based on fair value of equity settled options (Refer note 14)	-	2,657
Total	-	2,657

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Stackroute Learning Inc. USA *

(All amounts are in USD, unless stated otherwise)

24 Capital Management

The primary objective of the management of the Company's capital structure is to maintain an efficient mix of debt and equity in order to achieve a low cost of capital, while taking into account the desirability of retaining financial flexibility to pursue business opportunities and adequate access to liquidity to mitigate the effect of unforeseen events on cash flows. To maximise the shareholder value the management also monitors the return on equity.

The Board of directors regularly review the Company's capital structure in light of the economic conditions, business strategies and future commitments.
For the purpose of the Company's capital management, capital includes issued share capital, all other reserves and debt.

There is no default on the repayment of borrowings (including interest thereon) during the year ended March 31, 2026.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2026 and March 31, 2025.

Particulars		March 31, 2026	March 31, 2025
Borrowings [Refer note 9(iii)]		-	7,850,000
Total Debt	**(A)**	-	**7,850,000**
Equity share capital (Refer note 7)		21,300,000	7,850,000
Other equity (Refer note 8)		(20,176,098)	(18,655,000)
Total Equity	**(B)**	**1,123,902**	**(10,805,000)**
Loss after Tax	**(C)**	**(1,521,098)**	**(5,596,001)**
Opening Shareholders equity		(10,805,000)	(6,811,656)
Closing Shareholders equity		1,123,902	(10,805,000)
Average Shareholder's Equity	**(D)**	**(4,840,549)**	**(8,808,328)**
Debt equity ratio	**(A/B)**	-	**(0.73)**
Return on Equity	**(C/D)**	**(31.42)%**	**(63.53)%**

25 Commitments and Contingent Liabilities

There are no outstanding commitments and contingent liabilities as on March 31, 2026 (previous year Nil).
There are no guarantees given by the Company as on March 31, 2026 (previous year Nil).

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Stackroute Learning Inc. USA

S.R. Batliboi & Associates LLP Gurugram

STACKROUTE LEARNING, INC.
Notes to the Financial Statements for the year ended March 31, 2026

26 Additional Regulatory Information

i) There are no immovable properties included in Property Plant and Equipment, whose title deeds are not held in the name of the the Company.

ii) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) and intangible assets during the year ended March 31, 2026.

iii) The Company has not traded or invested in cryptocurrency transactions during the financial year and there is no balance as at year end.

iv) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority, as per the available information.

v) Ratio Analysis and its elements

Ratio	Numerator	Denominator	March 31, 2026	March 31, 2025	% Change	Reasons for variance
Current Ratio	Current Assets	Current Liabilities	4.74	0.19	2343%	Improvement in ratio mainly due to lower liabilities in current year.
Debt equity ratio	Total Debt = Borrowings	Shareholder's Equity	-	(0.73)	(100%)	All borrowings are repaid during the year.
Debt service coverage ratio	Earnings available for debt service=Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt service = Interest Payments	(2.85)	(10.60)	(73%)	Improvement in ratio mainly due to lower debt in current year.
Return on equity Ratio	Net Profits/(Loss) after taxes	Average Shareholder's Equity	(31.42)%	(63.53)%	(51%)	Reduction of losses in current year compared to previous year.
Trade receivables turonver ratio	Total Sales	Closing balance of trade receviables	5.46	511.27	(99%)	Improvement in ratio due to lower trade receivables at the end of the year.
Trade payables turonver ratio	Total Purchases	Closing balance of trade payables	8.07	1.10	634%	The ratio inclined due to lower outstanding payables at the year end.
Net capital turnover ratio	Net Sales	Average Working Capital	(1.68)	(0.36)	369%	It indicates the company's continued focus on improving the efficiency of working capital utilization.
Net profit ratio	Net Profit /(Loss)	Net Sales	(0.96)	(3.17)	(70%)	Improvement in ratio indicates lower losses during the year.
Return on capital employed	Earning before interest and taxes	Capital employed = Tangible Net worth + Borrowings	1.48	(1.73)	(186%)	Improvement in ratio due to repayment of borrowings during the year.

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Additional Regulatory Information (Contd.)

vi) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(a) 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
(b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

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

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

per **Yogender Seth**
Partner
Membership No. 400419

Place: Gurugram
Date: May 11, 2026

For and on behalf of the Board of Directors of Stackroute Learning, Inc.

Vijay K Thadani
Director

Place: Gurugram
Date: May 11, 2026

Sapnesh Kumar Lalla
Director

Place: Gurugram
Date: May 11, 2026

P R Subramanian
Chief Financial Officer

Place: Atlanta
Date: May 11, 2026

S.R. Batliboi & Associates LLP * Gurugram *

Stackroute Learning Inc. USA