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NEL/126/2025-26

Date: 08th January 2026

The Secretary
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
'G' Block, Bandra-Kurla Complex,
Bandra (East), Mumbai – 400051

Corporate Relationship Department
BSE Limited
1st Floor, New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort, Mumbai – 400001.

Ref: Symbol– NAVNETEDUL
Ref: Scrip Code – 508989

Subject: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

The Board of Directors of Navneet Education Limited ("NEL" or "Company") at its meeting held today i.e. 08th January, 2026, accorded its approval to the composite scheme of arrangement under sections 230 to 232 and section 66 and other applicable provisions of the Companies Act, 2013 ("Scheme") for demerger of Publishing Business of Indiannica Learning Private Limited ("ILPL") (wholly-owned subsidiary of NEL) into NEL; and reduction of equity share capital, preference share capital and securities premium of ILPL.

The Scheme is subject to receipt of requisite approvals, as may be required, including that of the Hon'ble National Company Law Tribunal, Mumbai Bench.

The details pursuant to Regulation 30 of the Listing Regulations, read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024 are provided as an Annexure to this intimation.

The above meeting of the Board of Directors commenced at 11:30 am and concluded at 1.20 pm.

Yours faithfully,

FOR NAVNEET EDUCATION LIMITED

AMIT D. BUCH
COMPANY SECRETARY
MEMBERSHIP NO- A15239

NAVNEET EDUCATION LIMITED

CIN: L22200MH1984PLC034055

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

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Annexure to the intimation NEL/126/2025-26 dated 08th January 2026

Details pertaining to the Scheme, as required pursuant to Regulation 30 of Listing Regulations, read with SEBI's Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024

DEMERGER OF DEMERGED UNDERTAKING OF INDIANNICA LEARNING PRIVATE LIMITED ("ILPL") INTO NAVNEET EDUCATION LIMITED ("COMPANY" or "NEL")

Brief details of the division(s) to be demerged	Demerged Undertaking (Publishing Business) (as defined in the Scheme) of ILPL on a going concern basis, together with all operations, allied activities, assets, properties, investments and liabilities of whatsoever nature and kind and wheresoever situated in relation to and pertaining to the said business other than the remaining Business, as on the Appointed Date (01 st April 2025), as decided by the Board of Directors.
Turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year	<p>The Demerged Undertaking of ILPL, the wholly-owned subsidiary of the Company is being demerged into the Company and therefore percentage of total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year is not applicable.</p> <p>However, the Turnover of Demerged Undertaking (Publishing Business) of ILPL for the FY 2024-25 was INR 54.31 Crores, which is equivalent to 99.68% of the total turnover of ILPL.</p>
Rationale for demerger	<p><u>Rationale for the Scheme which deals with demerger of Demerged Undertaking of ILPL into NEL:</u></p> <ol style="list-style-type: none"> 1. The Resulting Company is engaged in the business of publishing educational books and learning aids in K-12 and beyond for various educational boards since the past several decades and has been built on a strong legacy of development. The Publishing Business of the Demerged Company which is focused on the CBSE and ICSE curriculum is complimentary in nature and will help in consolidation of publishing business in a single entity.

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	<ol style="list-style-type: none">2. The Resulting Company enjoys a strong brand visibility and leadership in educational content and accordingly the Scheme ensures the consolidated business (i.e. business of Resulting Company along with Publishing Business of Demerged Company) will have a greater reach to its customers and deepen its presence in the market through its offerings.3. The consolidation of the publishing businesses of Demerged Company and Resulting Company enables a seamless integration of content creation and technological development teams.4. Availability of experienced human resources and financial capital at the Resulting Company can significantly aid in achieving growth and economies of scale in the Publishing Business through synergetic benefits.5. The Scheme will enable the Demerged Company to impart greater focus on the growth and development of the Digital Products and Trading Business being undertaken by it.6. The proposed Scheme will enable Resulting Company to consolidate similar and complimentary businesses into a single company. This will enable Resulting Company with an opportunity to provide its offerings in a seamless manner to its customers. Further, this will also help Resulting Company to demonstrate its capability and provide competitive advantages vis-à-vis its competitors.7. The proposed Scheme will help pool and combine finances and resources into one consolidated entity which will result in administrative and operations rationalization, organizational efficiencies, optimal utilization of various resources, reduction in overheads and other expenses and better compliances management.
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	<p>8. The proposed Scheme will help the Resulting Company to achieve financial strength aiding in economies of scale, more focused operational efforts, standardization and simplification of business opportunities.</p> <p>9. The proposed Scheme will reduce management overlaps and streamlining the organization structure of the Resulting Company and the proposed consolidation shall prevent cost duplication and will result in synergies in operations which would increase operational efficiencies and integration of business functions.</p> <p>10. The proposed Scheme is commercially and economically viable, feasible, fair and reasonable and in the best interest of all the stakeholders and the persons connected with the aforesaid companies.</p> <p>11. The Scheme shall reduce the related party transactions amongst the Companies.</p>
Brief details of change in shareholding pattern (if any) of all entities	<p><u>NEL (listed entity)</u> There will be no change in the shareholding pattern of NEL pursuant to the Scheme, as ILPL (Demerged Company) is a wholly-owned subsidiary of the NEL (Resulting Company) and no shares are being issued by NEL pursuant to the Scheme.</p> <p><u>ILPL</u> NEL shall continue to hold 100% of equity share capital of ILPL and it shall continue to be the wholly-owned subsidiary of NEL.</p>
In case of cash consideration – amount or otherwise share exchange ratio	ILPL is a wholly-owned subsidiary of NEL. Accordingly, upon the Scheme becoming effective, no shares of the Company shall be issued / allotted in lieu of the transfer of the Demerged Undertaking into the Company.
Whether listing would be sought for the resulting entity.	The Resulting Company (NEL) is already listed on stock exchanges namely, BSE and National Stock Exchange and in case of said demerger no shares of the Resulting Company shall be issued /

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	allotted in lieu of the demerger of the Demerged Undertaking into the Company.
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OTHER INFORMATION PERTAINING TO THE SCHEME

The Scheme also provides for reduction of equity share capital, preference share capital and securities premium of Indiannica Learning Private Limited (Demerged Company) against debit balance in its retained earnings as on 31st March 2025. Such reduction is being undertaken in order to right size its balance sheet and so that the books of the Demerged Company would present a fair representation of its financial position.

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