XYLEM LEARNING PRIVATE LIMITED
CIN-U80902KL2020PTC066136
Door No:64/1798 A2, Nalinam Arcade, Opp. Swapna Nagari
Mini Bypass Road, Eranhipalam, Kozhikode - 673006

SHORTER NOTICE OF 06TH ANNUAL GENERAL MEETING

SHORTER NOTICE IS HEREBY GIVEN THAT THE 06TH ANNUAL GENERAL MEETING OF THE MEMBERS OF XYLEM LEARNING PRIVATE LIMITED WILL BE HELD ON THURSDAY, 10th SEPTEMBER 2026, AT 5:00 P.M. (IST) THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL MEANS (VC/OAVM) FACILITY TO TRANSACT THE FOLLOWING BUSINESSES. THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY.

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company containing the Audited Balance Sheet as at 31st March, 2026 and the Statement of Profit & Loss and Cash Flow Statement for the financial year ended 31st March, 2026 and the Reports of the Board's and Auditors thereon.**

   To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

   "RESOLVED THAT the Standalone and Consolidated Audited Financial Statements of the Company containing the Audited Balance Sheet as at 31st March, 2026 and the Statement of Profit & Loss and Cash Flow Statement for the financial year ended 31st March, 2026 and the Reports of the Board's and Auditors as circulated to the shareholders and laid before the meeting, be received, considered and adopted."

2. **To appoint a Director in place of Mr. Lijeesh Kumar (DIN: 08983624), who retires by rotation and, being eligible, offers himself for re-appointment.**

   To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 152(6) of the Companies Act, 2013, Mr. Lijeesh Kumar (DIN: 08983624), Director of the Company, who retires by rotation and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. **To consider the re appointment of M/s AAKK & Associates, Chartered Accountants as Statutory Auditors of the Company and fix their remuneration**

   To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 139 and other applicable provisions, if any, of the Companies Act, 2013, M/s AAKK & Associates, Chartered Accountants, (Firm Registration No. 013928S), be and are hereby re-appointed as the Statutory Auditors of the Company for a fresh term of 5 (five) years from the conclusion of the ensuing Annual General Meeting till the conclusion of the AGM to be held in the year 2031 (i.e. FY 2026-27, 2027-28, 2028-29, 2029-30 and 2030-31), at such remuneration as may be decided by the Board."

SPECIAL BUSINESS

4. **To ratify the remuneration payable to the Cost Auditors of the company for the financial year 2026-27**

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 & the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. Dani Sunny & Co., Cost Accountants (Firm Registration No. 0005728), appointed by Board of Directors of the Company as Cost Auditor to conduct the audit of the cost records of the Company for the FY 2026-27 amounting to INR 95,000 (Indian Rupees Ninety Five Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses incurred by them in connection with the aforesaid audit as approved by the Board of Directors of the Company, be and is hereby ratified, confirmed and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. **To seek members' approval of managerial remuneration payable to directors for fy 2026–27 in case of inadequate profits**

To consider and if thought fit to pass the following resolution as special resolution

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force),consent of members of the company be and is hereby accorded for payment of managerial remuneration to the following Executive Directors of the Company for the financial year 2026–27, notwithstanding that the Company has no profits or inadequate profits during the said financial year:

Name of Director	DIN	Remuneration
Mr. Sasikumar Ananthu	08983623	Salary of Rs. 1,20,00,000 (Rupees One Crore Twenty Lakh only) per annum, payable in equal monthly instalments.
Mr. Lijeesh Kumar	08983624	Salary of Rs. 1,00,00,000 (Rupees One Crore only) per annum, payable in equal monthly instalments.

RESOLVED FURTHER THAT the aforesaid remuneration shall be paid in accordance with the applicable provisions and limits prescribed under Schedule V of the Companies Act, 2013, as amended from time to time, in case of no profits or inadequate profits of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall include any duly authorized Committee thereof) be and is hereby authorized to do all such acts, deeds, matters, and things, and to sign and execute all such e-forms, filings, documents, and papers as may be necessary, expedient, or proper to give absolute effect to this resolution and to comply with the filings required by the Registrar of Companies (RoC)."

By Order of the Board

For Xylem Learning Private Limited

Ananthu S

Digitally signed by Ananthu .S
Date: 2026.09.10 13:54:48 +05'30'

SASIKUMAR ANANTHU
DIRECTOR
DIN: 08983623

Regd. Office: Door No. 64/1798 A2
Nalinam Arcade, Opp Swapna Nagari
Mini Bypass Road, Eranhipalam
Kozhikode-673006, Kerala, India
CIN: U80902KL2020PTC066136

Date: 10.09.2026
Place: Calicut

NOTES:

1. The Ministry of Corporate Affairs ("MCA"), inter alia, vide its General Circular dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 28, 2022, September 25, 2023, September 19, 2024 and September 22, 2025 (collectively referred to as "MCA Circulars"), has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue.

2. As per the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 6th AGM is being held through video conferencing as per the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 6th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

3. No person shall be entitled to attend and vote at the meeting as a duly authorized representative of body corporate which is a shareholder of the Company, unless a copy of the resolution, in case of Company incorporated under the Companies Act, 2013 or 1956 or letter of authority, in case of Body corporates as defined under the Companies Act, 2013 appointing him/her a duly authorized representative, certified to be true copy by the Chairman/Managing Director/Company Secretary or any other authorized officer, shall have been provided to the Company before the time fixed for the commencement of the meeting.

4. Members attending the AGM through VC facility shall be counted for the purpose of reckoning the quorum for 6th AGM as per Section 103 of the Act

   In compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars, the Annual General Meeting of the company is being conducted through VC/OAVM. The deemed venue for this AGM shall be the Registered office of the Company.

5. The link to join the meeting will be sent to shareholders through email and shareholders are requested to access and join the meeting from the link so provided on their registered email addresses. The Members can join the AGM through VC 30 minutes before and 15 minutes after the scheduled start time of the 6th AGM.

6. The members are requested to note that the facility for attending the Meeting through Video Conferencing shall be kept open at least I5 minutes before the commencement of the Meeting and 15 minutes post the commencement of the Meeting. All the members who join the video conferencing portal during this time shall be considered for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 at the Meeting.

7. Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013, are available for inspection by the members electronically during the 6th AGM. Members seeking to inspect such documents can send an email to compliance@xylemlearning.com

8. The Route Map of the venue is not annexed as 6th AGM of the Company is being held through video conferencing.

9. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the special business set out in the notice is annexed hereto.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4:

Members are hereby informed that Board of Directors of your Company have appointed M/s Dani Sunny & Co., Cost Accountants (FRN–005728), Cost Accountant, as Cost Auditors of the Company for the Financial Year 2026-27 at a remuneration of Rs. 95,000/- (Rupees Ninety-Five Thousand Only) plus applicable taxes and reimbursement of out-of-pocket expenses at actual. As per section 148(3) read with Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors is to be ratified by the Shareholders.

None of the Directors, Key Managerial Personal or their relatives are concerned or interested financial or otherwise in the aforesaid resolution. The Board of directors recommend to pass resolution as set out in Item No.4 of the Notice by way of an Ordinary Resolution.

Item No-5:

The Company has been incurring losses or has inadequate profits during the financial year 2026-27, and hence, it cannot pay managerial remuneration exceeding the limits laid down in Section 197 of the Companies Act, 2013, based on net profits. However, the Board considers it necessary and in the interest of the Company to compensate the managerial personnel adequately for their contribution to the business. The approval of shareholders by way of a special resolution is required and the Board recommends the passing of the resolution as a Special Resolution.

Additional Information as per Schedule V of the Companies Act, 2013 for Mr. Sasikumar Ananthu

1. General Information

1.1	**Nature of industry**	**:**	Education
1.2	**Date or expected date of commencement of commercial production**	**:**	The Company is in operation since its incorporation
1.3	**In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus**	**:**	Not Applicable
1.4	**Financial performance based on given indicators**	**:**	As per published audited financial results of the Company for the financial year ended 31 March 2026:
			Particulars (Rs in millions)
			Total Income: Rs. 3305.08
			Net Loss as per the Statement of Profit and Loss: Rs.229.34

			Profit as computed under Section 198 of the Act: Rs. 200.29 Net Worth : Rs. (129.83)
1.5	**Foreign investments or collaborators, if any:**	**:**	During the reporting period, no Foreign Direct Investment (FDI) has been made in the Company

2. Information about the appointee

2.1	**Back ground details, recognition or awards, job profile and his suitability**	**:**	Sasikumar Ananthu holds an MBBS (Bachelor of Medicine and Bachelor of Surgery) degree. Sasikumar Ananthu is a medical professional, entrepreneur and the Founder of Xylem Learning Private Limited. He has been instrumental in establishing and developing Xylem Learning as an education-focused organisation. He currently serves as a Director of Xylem Learning Private Limited and is involved in the strategic development, management and growth of the Company.
2.2	**Past remuneration**	**:**	Rs.1,20,00,000/-
2.3	**Recognition or awards**	**:**	Sasikumar Ananthu has been recognized as an entrepreneur in the education sector and has contributed significantly to the growth and development of Xylem Learning and its educational initiatives.
2.4	**Job profile and his suitability**	**:**	With his background in medicine, entrepreneurship and the education sector, Sasikumar Ananthu brings valuable leadership, strategic vision and industry knowledge to Xylem Learning Private Limited. His experience in building and developing the organisation makes him well suited to contribute to the Company's continued growth, expansion and long-term objectives.
2.5	**Remuneration proposed**	**:**	The details of the proposed remuneration have been furnished in the resolution.
2.6	**Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin)**	**:**	Remuneration including perquisites payable are commensurate to stature and profile of the appointee, his role and responsibilities and comparable with that paid by other Companies in this space.

2.7	**Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any**	:	Other than the promoter equity shareholding of 1,172 shares held in the Company and the managerial remuneration drawn in the capacity of an Executive Director, Mr. Sasikumar Ananthu has no other direct or indirect pecuniary relationships with the Company, its holding company, or its subsidiaries.

3. Other information

	Reasons for loss or inadequate profits, steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms	:	The loss is primarily due to increase in operational costs, while revenue remained broadly at similar levels. The company is focusing on branding and digital marketing initiatives to strengthen its market presence and build a sustainable business funnel, while also optimizing certain expense heads with the objective of achieving of positive EBITDA
4	**Disclosures**	:	Mr. Sasikumar Ananthu satisfies all the conditions set out in Part - I of Schedule V to the Act as also conditions set out under Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Additional Information as per Schedule V of the Companies Act, 2013 for Mr. Lijeesh Kumar

1. General Information

1.1	**Nature of industry**	:	Education
1.2	**Date or expected date of commencement of commercial production**	:	The Company is in operations since its incorporation
1.3	**In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus**	:	Not Applicable
1.4	**Financial performance based on given indicators**	:	As per published audited financial results of the Company for the financial year ended 31 March 2026: **Particulars (Rs in millions)** Total Income: Rs. 3305.08

			Net Loss as per the Statement of Profit and Loss: Rs. 229.34
			Profit as computed under Section 198 of the Act: Rs. 200.29
			Net Worth: Rs. (129.83)
1.5	**Foreign investments or collaborators, if any:**	:	During the reporting period, no Foreign Direct Investment (FDI) has been made in the Company

2. Information about the appointee

2.1	**Back ground details, recognition or awards, job profile and his suitability**	:	Lijeesh Kumar holds a Post-Graduate degree and brings over 22 years of rich experience in the education and entrance coaching sector. Having commenced his professional journey in 2004, he has served as a senior Chemistry educator across various leading institutions in Kerala, delivering training across both offline and digital platforms statewide.
2.2	**Past remuneration**	:	Rs.100,00,000/-
2.3	**Recognition or awards**	:	He has been recognized for his contributions to writing and educational content and has received various awards and honors for his literary and creative work.
2.4	**Job profile and his suitability**	:	He serves as Director & Chief Academic Officer (CAO), responsible for directing academic strategy, curriculum planning, instructional quality, and faculty leadership across the organization. With over two decades of specialized expertise in test preparation, combined with a vast statewide network of academic professionals, Lijeesh Kumar brings valuable domain authority and leadership. His track record in delivering high-impact academic outcomes and building institutional connections significantly strengthens the company's academic operations and growth strategy.
2.5	**Remuneration proposed**	:	The details of the proposed remuneration have been furnished in the resolution.
2.6	**Comparative remuneration profile with respect to industry, size of the**	:	Remuneration including perquisites payable are commensurate to stature and profile of

	Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of origin)		the appointee, his role and responsibilities and comparable with that paid by other Companies in this space.
2.7	**Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any**	**:**	Mr. Lijeesh Kumar has no pecuniary relationship, directly or indirectly, with the Company or with any managerial personnel, other than his present office of the Whole Time Director of the Company.

3. Other information

	Reasons for loss or inadequate profits, steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms	**:**	The loss is primarily due to increase in operational costs, while revenue remained broadly at similar levels. The company is focusing on branding and digital marketing initiatives to strengthen its market presence and build a sustainable business funnel, while also optimizing certain expense heads with the objective of achieving of positive EBITDA
4	**Disclosures**	**:**	Mr. Lijeesh Kumar satisfies all the conditions set out in Part - I of Schedule V to the Act as also conditions set out under Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Brief profiles profiles of Mr. Sasikumar Ananthu and Mr. Lijeesh Kumar are as follows:

Name of Director	**Mr.** Sasikumar Ananthu **(DIN:** 08983623**)**	**Mr.** Lijeesh Kumar **(DIN:** 08983624**)**
Date of Birth	02.06.1996	31.05.1986
Date of appointment on the Board	04.12.2020	04.12.2020
Qualification	MBBS	PG
Expertise in specific functional area		
Number of shares held in the Company	1172	274
Number of Board Meeting attended during the financial year as Director	18	18
Relationship with other Directors, KMP	Nil	Nil
List of directorship held in other companies as on March 31, 2026	1. PSC Exams Today Private Limited	1. PSC Exams Today Private Limited

	2. New Kondody Infrastructure And Developers Private Limited 3. Dr Ananthu Productions Private Limited 4. Pearls Kitchen Ventures Private Limited 5. Xylem Foundation 6. Davmed Wellness Cure Private Limited 7. Heal India Private Limited	2. Studio Outsiders Private Limited
Chairman/Member in the Committees of the Board of Companies in which he is Director as on March 31, 2026	Member in Audit Committee	Nil

Except Mr. Sasikumar Ananthu and Mr. Lijeesh Kumar none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the notice.

None of the Directors of the company, Key Managerial Personnel of the company and their relatives are, in any way, concerned or interested in the said resolution.

By Order of the Board
For Xylem Learning Private Limited

Ananthu .S
Digitally signed by Ananthu .S
Date: 2026.09.10 13:57:35 +05'30'

SASIKUMAR ANANTHU
DIRECTOR
DIN: 08983623

Regd. Office: Door No. 64/1798 A2
Nalinam Arcade, Opp Swapna Nagari
Mini Bypass Road, Eranhipalam
Kozhikode-673006, Kerala, India
CIN: U80902KL2020PTC066136

Date: 10.09.2026
Place: Calicut