



MANAGED  
TRAINING  
SERVICES

Corporate Office:  
Infocity, A-24, Sector 34  
Gurugram 122 001, Haryana, India  
Tel: +91 (124) 4916500  
www.niitmts.com  
Email: info@niitmts.com

January 22, 2025

**The Manager**  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001

**The Manager**  
**National Stock Exchange of India Limited**  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai - 400 051

**Sub: Submission of Unaudited Financial Results for the quarter and nine months ended  
December 31, 2024**

**Scrip Code: BSE - 543952; NSE - NIITMTS**

Dear Sir,

This is to bring to your kind attention that the Board of Directors of the Company in its meeting held on January 22, 2025 (which commenced at 12:00 noon and concluded at 1:18 p.m.) has, inter-alia, approved both Consolidated and Standalone Unaudited Financial Results of the Company for the quarter and nine months ended December 31, 2024 ("Results") along with Limited Review Reports of the Statutory Auditors.

A copy of the said Results along with Limited Review Reports are enclosed herewith, for your information and records.

Further members may note that the Trading Window for dealing in the securities of the Company shall open for all Designated Persons and their immediate relatives with effect from January 25, 2025.

You are requested to take note of the same and inform your members accordingly.

Thanking you,

Yours sincerely,  
For **NIIT Learning Systems Limited**

**Deepak Bansal**  
**Company Secretary**  
**& Compliance Officer**

**NIIT Learning Systems Limited**

(Formerly MindChampion Learning Systems Limited)

Registered Office: Plot No. 85, Sector 32, Institutional Area,  
Gurugram 122 001, Haryana, India | Tel: +91 (124) 4293000 | CIN: L72200HR 2001 PLC 099478

# NIIT Learning Systems Limited

Regd Office : Plot No. 85, Sector - 32, Institutional Area, Gurugram - 122001 (Haryana) India

Tel : +91 (124) 4293000 Fax : +91 (124) 4293333 Website : <http://www.niitmts.com>

Corporate Identity Number : L72200HR2001PLC099478

Email : [investors@niitmts.com](mailto:investors@niitmts.com)

Statement of Unaudited Financial Results for the quarter and year to date ended December 31, 2024

(Rs. in Millions, except per share data)

Consolidated Financial Results							
Particulars	3 months ended December 31, 2024	Preceding 3 months ended September 30, 2024	Corresponding 3 months ended December 31, 2023	Year to date figures for the current period ended December 31, 2024	Year to date figures for the previous period ended December 31, 2023	Previous year ended March 31, 2024	
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited (Refer note 6)	Audited (Refer note 6)	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	
<b>1 Income</b>							
a) Revenue from operations	4,188.77	3,974.48	3,913.24	12,235.54	11,555.95	15,535.08	
b) Other income	103.04	126.34	72.23	322.84	220.09	319.46	
<b>Total income</b>	<b>4,291.81</b>	<b>4,100.82</b>	<b>3,985.47</b>	<b>12,558.38</b>	<b>11,776.04</b>	<b>15,854.54</b>	
<b>2 Expenses</b>							
a) Purchase of stock-in-trade	7.73	0.19	-	8.61	1.69	4.99	
b) Changes in inventories of stock-in-trade	(0.39)	0.24	0.05	0.04	0.21	0.46	
c) Employee benefits expense	2,017.29	1,978.49	1,910.64	5,945.89	5,633.19	7,532.36	
d) Professional & technical outsourcing expenses	811.15	701.57	737.62	2,262.98	2,207.07	2,925.99	
e) Finance costs	4.56	71.22	55.21	147.88	224.62	327.00	
f) Depreciation and amortisation expenses	159.39	152.64	142.61	452.00	464.99	591.78	
g) Other expenses	437.00	418.76	363.74	1,266.67	1,060.20	1,449.09	
<b>Total expenses</b>	<b>3,436.73</b>	<b>3,323.11</b>	<b>3,209.87</b>	<b>10,084.07</b>	<b>9,591.97</b>	<b>12,831.67</b>	
<b>3 Profit before Exceptional items and tax (1-2)</b>	<b>855.08</b>	<b>777.71</b>	<b>775.60</b>	<b>2,474.31</b>	<b>2,184.07</b>	<b>3,022.87</b>	
<b>4 Exceptional items (net) (Refer note 5)</b>	<b>(42.29)</b>	<b>(32.27)</b>	<b>-</b>	<b>(103.61)</b>	<b>(51.80)</b>	<b>(51.80)</b>	
<b>5 Profit before tax (3+4)</b>	<b>812.79</b>	<b>745.44</b>	<b>775.60</b>	<b>2,370.70</b>	<b>2,132.27</b>	<b>2,971.07</b>	
<b>6 Tax expense</b>							
-Current tax	183.56	190.59	165.74	590.69	461.89	776.02	
-Deferred tax (credit) / charge	11.93	(15.51)	42.34	(7.84)	82.33	62.63	
<b>Total tax expense</b>	<b>195.49</b>	<b>175.08</b>	<b>208.08</b>	<b>582.85</b>	<b>544.22</b>	<b>838.65</b>	
<b>7 Profit after tax Profit attributable to (5-6) Owners of the Parent Company</b>	<b>617.30</b> <b>617.30</b>	<b>570.36</b> <b>570.36</b>	<b>567.52</b> <b>567.52</b>	<b>1,787.85</b> <b>1,787.85</b>	<b>1,588.05</b> <b>1,588.05</b>	<b>2,132.42</b> <b>2,132.42</b>	
<b>8 Other comprehensive (loss) / income</b>							
<b>(i) Items that will not be reclassified subsequently to profit or loss</b>							
a) Remeasurement of the defined benefit obligation	2.27	(3.43)	(5.68)	(1.94)	29.70	22.86	
b) Income tax effect	(0.57)	0.86	1.43	0.49	(7.47)	(5.75)	
c) Gain on equity instrument measured at Fair value through other comprehensive income	-	12.46	-	12.46	-	30.86	
d) Income tax effect	-	(1.56)	-	(1.56)	-	(3.86)	
	<b>1.70</b>	<b>8.33</b>	<b>(4.25)</b>	<b>9.45</b>	<b>22.23</b>	<b>44.11</b>	
<b>(ii) Items that will be reclassified subsequently to profit or loss</b>							
a) Fair value changes on cash flow hedges	18.41	(33.55)	(6.28)	(5.51)	3.08	8.61	
b) Income tax effect	(2.24)	7.49	-	3.26	-	(0.58)	
c) Exchange differences on translation of foreign operations	(107.52)	156.51	77.76	28.62	84.90	37.25	
	<b>(91.35)</b>	<b>130.45</b>	<b>71.48</b>	<b>26.37</b>	<b>87.98</b>	<b>45.28</b>	
<b>Total (i+ii)</b>	<b>(89.65)</b>	<b>138.78</b>	<b>67.23</b>	<b>35.82</b>	<b>110.21</b>	<b>89.39</b>	
<b>9 Total comprehensive income attributable to (7+8) : Owners of the Parent Company</b>	<b>527.65</b> <b>527.65</b>	<b>709.14</b> <b>709.14</b>	<b>634.75</b> <b>634.75</b>	<b>1,823.67</b> <b>1,823.67</b>	<b>1,698.26</b> <b>1,698.26</b>	<b>2,221.81</b> <b>2,221.81</b>	
<b>10 Paid-up equity share capital (Face value of Rs. 2 each, fully paid)</b>	<b>271.97</b>	<b>271.70</b>	<b>270.06</b>	<b>271.97</b>	<b>270.06</b>	<b>270.78</b>	
<b>11 Reserves excluding revaluation reserves</b>						<b>9,503.69</b>	
<b>12 Earnings Per Share attributable to equity shareholders of parent (in Rs.): (Face value of Rs. 2/-) (Not annualised)</b>							
- Basic	4.54	4.20	4.21	13.17	11.79	15.82	
- Diluted	4.37	4.04	4.04	12.69	11.34	15.22	



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### Notes to the Consolidated Financial Results :-

- 1 The above results were reviewed and recommended by Audit Committee and approved by the Board of Directors at its meeting held on January 22, 2025.
- 2 The consolidated financial results have been prepared in accordance with applicable Indian Accounting Standards as prescribed under section 133 of the Companies Act 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules 2015 (as amended) and presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations").
- 3 During the quarter, under the NLSL Employee Stock Option Plans (NLSL ESOP 2023-0 and ESOP 2024), 133,884 equity shares were issued, 5,000 options lapsed and 10,193,025 options remained outstanding as on December 31, 2024.
- 4 The Group is engaged in providing Education & Training Services in a single segment. Based on "Management Approach", as defined in Ind AS 108 – Operating Segments, the Chief Executive Officer & Chief Financial Officer of the Holding Company are considered as Chief Operating Decision Makers (CODM) who evaluate the performance and allocate resources based on the analysis of performance of the Group as a whole. Its operations are, therefore, considered to constitute a single segment in the context of Ind AS 108 – Operating Segments.
- 5 Exceptional items in Consolidated Financial Results, include the following:

(Rs. in Millions)

Particulars	3 months ended December 31, 2024	Preceding 3 months ended September 30, 2024	Corresponding 3 months ended December 31, 2023	Year to date figures for the current period ended December 31, 2024	Year to date figures for the previous period ended December 31, 2023	Previous year ended March 31, 2024
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited (Refer note 6)	Audited (Refer note 6)
<b>Expenses :</b>						
Legal, Professional and other costs towards Strategic Initiatives	(42.29)	(32.27)	-	(103.61)	-	-
Expenses incurred towards Scheme of Arrangement (Refer note 6)	-	-	-	-	(51.80)	(51.80)
<b>Total</b>	<b>(42.29)</b>	<b>(32.27)</b>	<b>-</b>	<b>(103.61)</b>	<b>(51.80)</b>	<b>(51.80)</b>

- 6 The National Company Law Tribunal (NCLT), Chandigarh Bench vide Order dated May 19, 2023 sanctioned the Composite Scheme of Arrangement (Approved by the board of directors of the Company on January 28, 2022). The Scheme became effective on May 24, 2023 upon filing of the certified copies of the NCLT order, sanctioning the Scheme with the respective jurisdictional Registrar of Companies. Pursuant to the Scheme becoming effective, the CLG Business Undertaking was demerged from NIIT Limited ("NIIT") and transferred to and vested in NIIT Learning Systems Limited ("NLSL") with effect from April 1, 2022 i.e. the Appointed Date. Legal, professional and other expenses relating to the Scheme were recognized as an exceptional item in financial results.

NIIT had transferred specific income, expenses, assets, liabilities and reserves of CLG Business Undertaking w.e.f. Appointed Date till Effective Date based on the allocation as prescribed in the Scheme and with respect to common items, the allocations were approved by the Board of Directors of the Holding Company.

Pursuant to the Scheme, NLSL had issued and allotted equity shares to the shareholders of NIIT whose name appeared in the register of members of NIIT as on the record date i.e. June 8, 2023, one equity share of Rs. 2/- each in NLSL as fully paid up for every equity share of Rs. 2/- each held by them in NIIT.

- 7 During the previous year, NIIT (Ireland) Limited, a wholly owned subsidiary of NLSL had made a strategic investment of long term nature for Rs. 265.30 Million (Euro 3 Million) in Preferred Shares of KIC InnoEnergy, SE ("EIT InnoEnergy") on July 26, 2023 which had been disclosed as non-current investment. During the quarter this investment has been fair valued through other comprehensive income (net of tax) amounting to Rs. Nil (Previous quarter Rs. 10.90 Million).

Place : Gurugram  
Date : January 22, 2025



By order of the Board  
For NIIT Learning Systems Limited

*Vijay K Thadani*  
Vijay K Thadani  
Vice-Chairman & Managing Director

*g m*

**Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

**Review Report to  
The Board of Directors  
NIIT Learning Systems Limited**

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of NIIT Learning Systems Limited (the "Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), for the quarter ended December 31, 2024 and year to date from April 01, 2024 to December 31, 2024 (the "Statement") attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. The Holding Company's Management is responsible for the preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The Statement has been approved by the Holding Company's Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the Circular No. CIR/CFD/CMD1/44/2019 dated March 29, 2019 issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.

4. The Statement includes the results of the entities listed in Annexure A.
5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of other auditors referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.



# **S.R. BATLIBOI & ASSOCIATES LLP**

**Chartered Accountants**

6. The accompanying Statement includes the unaudited interim financial results and other financial information, in respect of two subsidiaries, whose unaudited interim financial results include total revenues of Rs. 1,112.08 Mn and Rs. 3,101.84 Mn, total net profit after tax of Rs. 130.80 Mn and Rs. 360.43 Mn, total comprehensive income of Rs. 146.88 Mn and Rs. 383.81 Mn, for the quarter ended December 31, 2024 and the period ended on that date respectively, as considered in the Statement which have been reviewed by their respective independent auditors.

The independent auditor's reports on interim financial results of these entities have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures in respect of these subsidiaries is based solely on the report of such auditors and procedures performed by us as stated in paragraph 3 above.

7. The accompanying Statement includes unaudited interim financial results and other unaudited financial information in respect of four subsidiaries, whose interim financial results and other financial information reflect total revenues of Rs. 13.73 Mn and Rs. 36.65 Mn, total net profit/(loss) after tax of Rs. 4.46 Mn and Rs. (5.29) Mn, total comprehensive income/(loss) of Rs. 4.46 Mn and Rs. (5.29) Mn, for the quarter ended December 31, 2024 and the period ended on that date respectively.


The unaudited interim financial results and other unaudited financial information of the these subsidiaries have not been reviewed by any auditors and have been approved and furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the affairs of these subsidiaries, is based solely on such unaudited interim financial results and other unaudited financial information. According to the information and explanations given to us by the Management, these interim financial results are not material to the Group.

Our conclusion on the Statement in respect of matters stated in para 6 and 7 above is not modified with respect to our reliance on the work done and the reports of the other auditors and the financial results certified by the Management.

**For S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm registration number: 101049W/E300004

  
per **Yogender Seth**

Partner

Membership No.: 094524

UDIN: 25094524BMNZNI9977



Place: Gurugram

Date: January 22, 2025

# **S.R. BATLIBOI & ASSOCIATES LLP**

Chartered Accountants

## **Annexure – A**

List of entities included in the consolidated financial results for the quarter ended December 31, 2024 and year to date from April 01, 2024 to December 31, 2024.

### **NIIT Learning Systems Limited**

#### **Subsidiaries of NIIT Learning Systems Limited**

1. NIIT USA Inc, USA
  - 1.1. Stackroute Learning Inc, USA (subsidiary of entity at serial no. 1)
  - 1.2. St. Charles Consulting Group, LLC (subsidiary of entity at serial no. 1)
  - 1.3. Eagle Training Spain, S.L.U (subsidiary of entity at Serial no. 1)
  - 1.4. NIIT Mexico, S. DE R.L. DE C.V. (subsidiary of entity at serial no. 1)
  - 1.5. NIIT Brazil LTDA (subsidiary of entity at serial no. 1)
2. NIIT Limited, UK
3. NIIT Malaysia Sdn. Bhd, Malaysia
4. NIIT (Ireland) Limited
  - 4.1. NIIT Learning Solutions (Canada) Limited (subsidiary of entity at serial no. 4)
5. NIIT West Africa Limited



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Statement of Unaudited Financial Results for the quarter and year to date ended December 31, 2024

(Rs. in Millions, except per share data)

**Standalone Financial Results**

Particulars	3 months ended December 31, 2024	Preceding 3 months ended September 30, 2024	Corresponding 3 months ended December 31, 2023	Year to date figures for the current period ended December 31, 2024	Year to date figures for the previous period ended December 31, 2023	Previous year ended March 31, 2024
	Unaudited	Unaudited	Unaudited	Unaudited	Unaudited (Refer note 6)	Audited (Refer note 6)
(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>1 Income</b>						
a) Revenue from operations	1,304.31	1,162.31	1,012.26	3,535.24	2,925.13	4,001.68
b) Other income	175.83	576.99	491.75	914.42	792.82	964.76
<b>Total income</b>	<b>1,480.14</b>	<b>1,739.30</b>	<b>1,504.01</b>	<b>4,449.66</b>	<b>3,717.95</b>	<b>4,966.44</b>
<b>2 Expenses</b>						
a) Purchase of stock-in-trade	7.73	0.19	-	8.61	1.69	4.99
b) Changes in inventories of stock-in-trade	(0.39)	0.24	0.05	0.04	0.21	0.46
c) Employee benefits expense	547.78	562.77	502.84	1,609.06	1,522.04	1,990.19
d) Professional & technical outsourcing expenses	332.60	265.66	256.45	863.54	706.87	974.17
e) Finance costs	10.75	7.61	4.25	26.11	10.75	27.84
f) Depreciation and amortisation expenses	78.17	73.70	51.19	214.72	140.51	193.42
g) Other expenses	162.75	162.40	125.68	472.16	382.65	520.47
<b>Total expenses</b>	<b>1,139.39</b>	<b>1,072.57</b>	<b>940.46</b>	<b>3,194.24</b>	<b>2,764.72</b>	<b>3,711.54</b>
<b>3 Profit before Exceptional items and tax (1-2)</b>	<b>340.75</b>	<b>666.73</b>	<b>563.55</b>	<b>1,255.42</b>	<b>953.23</b>	<b>1,254.90</b>
<b>4 Exceptional items (net) (Refer note 5)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(13.67)</b>	<b>(13.67)</b>
<b>5 Profit before tax (3+4)</b>	<b>340.75</b>	<b>666.73</b>	<b>563.55</b>	<b>1,255.42</b>	<b>939.56</b>	<b>1,241.23</b>
<b>6 Tax expense</b>						
- Current tax	79.67	60.12	24.77	197.96	109.33	168.74
- Deferred tax charge / (credit)	4.32	(14.01)	30.83	(3.60)	36.24	51.75
<b>Total tax expense</b>	<b>83.99</b>	<b>46.11</b>	<b>55.60</b>	<b>194.36</b>	<b>145.57</b>	<b>220.49</b>
<b>7 Profit after tax (5-6)</b>	<b>256.76</b>	<b>620.62</b>	<b>507.95</b>	<b>1,061.06</b>	<b>793.99</b>	<b>1,020.74</b>
<b>8 Other comprehensive income / (loss)</b>						
<b>(i) Items that will not be reclassified subsequently to profit or loss</b>						
a) Remeasurement of defined benefit obligation	2.27	(3.43)	(5.68)	(1.94)	29.70	22.86
b) Income tax effect	(0.57)	0.86	1.43	0.49	(7.48)	(5.76)
	<b>1.70</b>	<b>(2.57)</b>	<b>(4.25)</b>	<b>(1.45)</b>	<b>22.22</b>	<b>17.10</b>
<b>(ii) Items that will be reclassified subsequently to profit or loss</b>						
a) Fair value changes on cash flow hedges	0.15	(26.04)	(6.28)	(19.69)	3.08	16.46
b) Income tax effect	(0.04)	6.56	-	4.96	-	(1.56)
	<b>0.11</b>	<b>(19.48)</b>	<b>(6.28)</b>	<b>(14.73)</b>	<b>3.08</b>	<b>14.90</b>
<b>Total (i+ii)</b>	<b>1.81</b>	<b>(22.05)</b>	<b>(10.53)</b>	<b>(16.18)</b>	<b>25.30</b>	<b>32.00</b>
<b>9 Total comprehensive income (7+8)</b>	<b>258.57</b>	<b>598.57</b>	<b>497.42</b>	<b>1,044.88</b>	<b>819.29</b>	<b>1,052.74</b>
<b>10 Paid-up equity share capital</b> (face value of Rs. 2 each, fully paid)	271.97	271.70	270.06	271.97	270.06	270.78
<b>11 Reserves excluding revaluation reserves</b>						<b>5,550.16</b>
<b>12 Earnings Per Share attributable to shareholders (in Rs.):</b> (Face value of Rs. 2/-) (Not annualised)						
- Basic	1.89	4.57	3.77	7.82	5.90	7.57
- Diluted	1.82	4.40	3.61	7.53	5.67	7.29



7



## NIIT Learning Systems Limited

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### Notes to the Standalone Financial Results:-

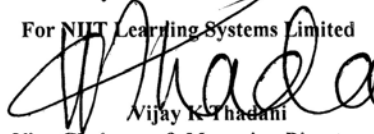
- 1 The above results were reviewed and recommended by Audit Committee and approved by the Board of Directors at its meeting held on January 22, 2025.
- 2 The standalone financial results have been prepared in accordance with applicable Indian Accounting Standards as prescribed under section 133 of the Companies Act 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules 2015 (as amended) and presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), ("Listing Regulations")
- 3 During the quarter, under the NLSL Employee Stock Option Plans (NLSL ESOP 2023-0 and ESOP 2024), 133,884 equity shares were issued, 5,000 options lapsed and 10,193,025 options remained outstanding as on December 31, 2024.
- 4 The Company is engaged in providing Education & Training Services in a single segment. Based on "Management Approach", as defined in Ind AS 108 – Operating Segments, the Chief Executive Officer and 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.
- 5 Exceptional items amounting to Rs. 13.67 Million for the nine months ended December 31, 2023, and year ended March 31, 2024 relates to expenses incurred in relation to Scheme of Arrangement (Refer note 6 below).
- 6 The National Company Law Tribunal (NCLT), Chandigarh Bench vide Order dated May 19, 2023 sanctioned the Composite Scheme of Arrangement (Approved by the board of directors of the Company on January 28, 2022). The Scheme became effective on May 24, 2023 upon filing of the certified copies of the NCLT order, sanctioning the Scheme with the respective jurisdictional Registrar of Companies. Pursuant to the Scheme becoming effective, the CLG Business Undertaking was demerged from NIIT Limited ("NIIT") and transferred to and vested in NIIT Learning Systems Limited ("NLSL") with effect from April 1, 2022 i.e. the Appointed Date. Legal, professional and other expenses relating to the Scheme were recognized as an exceptional item in financial results.

NIIT had transferred specific income, expenses, assets, liabilities and reserves of CLG Business Undertaking w.e.f. Appointed Date till Effective Date based on the allocation as prescribed in the Scheme and with respect to common items, the allocations were approved by the Board of Directors of the Company.

Pursuant to the Scheme, NLSL had issued and allotted equity shares to the shareholders of NIIT whose name appeared in the register of members of NIIT as on the record date i.e. June 8, 2023, one equity share of Rs. 2/- each in NLSL as fully paid up for every equity share of Rs. 2/- each held by them in NIIT.

Place: Gurugram  
Date : January 22, 2025



By order of the Board  
For NIIT Learning Systems Limited  
  
Vijay K Thadani  
Vice-Chairman & Managing Director




**Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended****Review Report to  
The Board of Directors  
NIIT Learning Systems Limited**

1. We have reviewed the accompanying statement of unaudited standalone financial results of NIIT Learning Systems Limited (the "Company") for the quarter ended December 31, 2024 and year to date from April 01, 2024 to December 31, 2024 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").
2. The Company's Management is responsible for the preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The Statement has been approved by the Company's Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

**For S.R. BATLIBOI & ASSOCIATES LLP**

Chartered Accountants

ICAI Firm registration number: 101049W/E300004

  
per Yogender Seth  
Partner

Membership No.: 094524

UDIN: 25094524BMNZNH6970

Place: Gurugram

Date: January 22, 2025

