

---

**NIIT LIMITED**

---

**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 MARCH 2023**

---

## NIIT LIMITED

---

### COMPANY INFORMATION

---

<b>Directors</b>	Abhas Kumar Sapnesh Kumar Lalla Dinesh Magadi Perunkolam Ramakrishnan Subramanian Vijay Kumar Thadani
<b>Company secretary</b>	Abogado Nominees Limited
<b>Registered number</b>	05555036
<b>Registered office</b>	100 New Bridge Street London EC4V 6JA
<b>Trading Address</b>	200 Aldersgate Street Suite 129 London UK EC1A 4HD
<b>Independent auditors</b>	Donald Reid Limited Chartered Accountants & Statutory Auditors Prince Albert House 20 King Street Maidenhead Berkshire SL6 1DT

---

**NIIT LIMITED**

---

---

**CONTENTS**

---

	Page
<b>Strategic report</b>	1 - 2
<b>Directors' report</b>	3 - 4
<b>Independent auditors' report</b>	5 - 8
<b>Statement of comprehensive income</b>	9
<b>Balance sheet</b>	10 - 11
<b>Statement of changes in equity</b>	12
<b>Statement of cash flows</b>	13 - 14
<b>Notes to the financial statements</b>	15 - 37
The following pages do not form part of the statutory financial statements:	
<b>Detailed profit and loss account and summaries</b>	38 - 41

---

## NIIT LIMITED

---

### STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2023

---

#### Introduction

The directors present their strategic report for the year ended 31 March 2023.

#### Business review

The business from the training market in the UK and Europe has gained traction during the year with (a) the addition of new customers and (b) ramp up in training activities with economies opening up post Covid-19.

The future outlook of the traditional training market, for classroom training/events, is unclear given Covid-19. The company expects business to move towards greater digital provision of training, which may help in the long run through improved margins.

#### Principal risks and uncertainties

The management of the business and the execution of the company's strategy are subject to a number of risks. The key business risks and uncertainties affecting the business are considered to relate to competition from both national, offshore and multinational vendors as well as employee retention and the unstable position of the European economy, including the potential impact of Brexit.

##### Financial risk management

The company's operations expose it to financial risks that include price risk, credit risk, liquidity risk and foreign currency exchange rate risk. The company's senior management oversees the management of these risks at the group level. The company's senior management is supported by a financial risk committee at group level 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.

##### Price risk

Due to the nature of the business, the company is not exposed to any major price risks. Due consideration is given for annual salary increases in line with the growth in business in terms of both price and volumes.

##### Credit risk

The majority of the company's customer base is comprised of blue-chip companies. The company has implemented policies that require appropriate credit checks on potential customers before sales are made.

##### Liquidity risk

Proactive receivables management results in a favourable working capital position where acquisition costs are excluded. The management continues its focus in this area.

##### Foreign exchange risk

The company is dealing in more stable currencies and has not implemented any specific policies to control this risk.

#### Financial key performance indicators

Given the straightforward nature of the business, the company's directors are of the opinion that analysis using revenue, gross margin and profitability are reasonable key performance indicators for an understanding of the development, performance or position of the business.

---

## NIIT LIMITED

---

### STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2023

---

#### Other key performance indicators

The company is part of the NIIT group with the parent company located in India. The principal activities of the group are in the talent development domain covering the Managed Training Services requirements of B2B customers with focus on Consulting and Advisor, Learning Content Development, Learning Delivery, Learning Administration, Strategic Sourcing and Learning Technology integration. The company executes part of these services related to customers in UK and Europe.

The standalone accounts reflect revenue of £ 17.38 Mn (FY 2022: £ 14.43 Mn) and pre-tax profits of £ 2.19 Mn (FY 2022: £ 2.33 Mn).

The business review of the directors contained in the financial statements of NIIT Limited, UK is as follows:

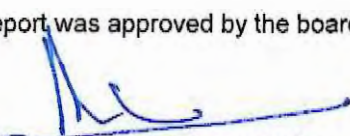
We aim to present a fair review of the development and performance of our business during the year and its position at the year end. Our review is consistent with the size and non-complex nature of our business, and is written in the context of the risks and uncertainties we face.

The company's results reflect another strong year with expansion of services with existing customers and addition of new ones. As with many businesses, the opening of economies post COVID has led to additional expenses which have marginally impacted the profitability during the year. This is more so for expenses related to travel including that for face-to-face trainings.

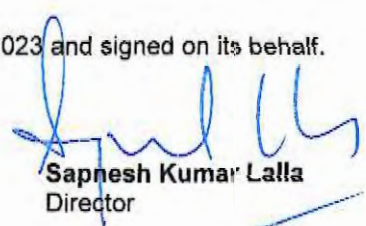
The balance sheet continues to present a solid position, with net assets increasing from £ 2.48 Mn to £ 4.27 Mn, and cash/cash equivalents totalling £ 6.49 Mn (FY 2022: £ 5.81Mn).

The directors would like to thank all employees for their commitment and hard work over the last 12 months.

This report was approved by the board on 26 May 2023 and signed on its behalf.



**Perunkolam Ramakrishnan Subramanian**  
Director



**Sapnesh Kumar Lalla**  
Director

---

## NIIT LIMITED

---

### DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2023

---

The directors present their report and the financial statements for the year ended 31 March 2023.

#### **Directors' responsibilities statement**

The directors are responsible for preparing the Strategic report, the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### **Results and dividends**

The profit for the year, after taxation, amounted to £1,794,438 (2022 - £2,008,785).

#### **Directors**

The directors who served during the year were:

Abhas Kumar  
Sapnesh Kumar Lalla  
Dinesh Magadi  
Perunkolam Ramakrishnan Subramanian  
Vijay Kumar Thadani

#### **Future developments**

The directors do not consider there to be any material future developments of which the users of the financial statements need to be aware.

---

**NIIT LIMITED**

---

**DIRECTORS' REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 MARCH 2023**

---

**Disclosure of information to auditors**

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.


**Post balance sheet events**

There have been no significant events affecting the Company since the year end.

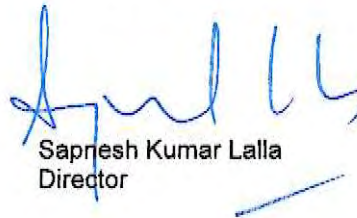
**Auditors**

The auditors, Donald Reid Limited, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 26 May 2023 and signed on its behalf.



Perunkolam Ramakrishnan Subramanian  
Director



Sapresh Kumar Lalla  
Director



---

## NIIT LIMITED

---

### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF NIIT LIMITED

---

#### Opinion

We have audited the financial statements of NIIT Limited (the 'Company') for the year ended 31 March 2023, which comprise the Statement of comprehensive income, the Balance sheet, the Statement of cash flows, the Statement of changes in equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 'Reduced Disclosure Framework' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2023 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.



---

## NIIT LIMITED

---

### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF NIIT LIMITED (CONTINUED)

---

#### Other information

The other information comprises the information included in the Annual Report other than the financial statements and our Auditors' report thereon. The directors are responsible for the other information contained within the Annual Report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

#### Opinion on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

#### Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report or the Directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

#### Responsibilities of directors

As explained more fully in the Directors' responsibilities statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are 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 the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

---

## NIIT LIMITED

---

### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF NIIT LIMITED (CONTINUED)

---

#### **Auditors' 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 Auditors' 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 ISAs (UK) 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- enquiring of management concerning actual and potential litigation and claims;
- performing analytical procedures to identify any unusual results that may indicate risks of material misstatement due to fraud;
- reading minutes of meetings;
- assessing any management override of controls by testing journals entries and other adjustments and reviewing accounting estimates for indication of potential bias;
- evaluating any transactions that are unusual or outside the normal course of business; and
- maintaining alert to any fraud risks throughout the audit

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our Auditors' report.

#### **Use of our report**

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an Auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

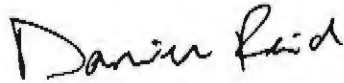
---

NIIT LIMITED

---

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF NIIT LIMITED (CONTINUED)

---



Daniel Reid (FCA) (Senior statutory auditor)

for and on behalf of  
**Donald Reid Limited**

Chartered Accountants  
Statutory Auditors

Prince Albert House  
20 King Street  
Maidenhead  
Berkshire  
SL6 1DT

15 June 2023

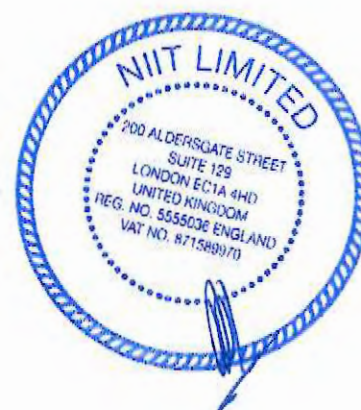
NIIT LIMITED

STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 MARCH 2023

	Note	2023 £	As restated 2022 £
Turnover	4	17,378,116	14,426,692
Cost of sales		(6,747,103)	(5,294,909)
<b>Gross profit</b>		<b>10,631,013</b>	<b>9,131,783</b>
Administrative expenses		(9,583,195)	(7,353,775)
Other operating income	5	1,143,577	585,350
<b>Operating profit</b>	6	<b>2,191,395</b>	<b>2,363,358</b>
Interest receivable and similar income	9	67,230	-
Interest payable and similar expenses	10	(65,256)	(30,626)
<b>Profit before tax</b>		<b>2,193,369</b>	<b>2,332,732</b>
Tax on profit	11	(398,931)	(323,947)
<b>Profit for the financial year</b>		<b>1,794,438</b>	<b>2,008,785</b>

There was no other comprehensive income for 2023 (2022:£NIL).

The notes on pages 15 to 37 form part of these financial statements.



**NIIT LIMITED**  
**REGISTERED NUMBER: 05555036**

**BALANCE SHEET**  
**AS AT 31 MARCH 2023**

	Note	2023 £	As restated 2022 £
<b>Fixed assets</b>			
Tangible assets	12	234,007	306,941
		<u>234,007</u>	<u>306,941</u>
<b>Current assets</b>			
Debtors: amounts falling due within one year	13	12,950,972	6,571,404
Cash at bank and in hand	14	6,494,663	5,813,849
		<u>19,445,635</u>	<u>12,385,253</u>
Creditors: amounts falling due within one year	15	(15,295,014)	(10,153,843)
<b>Net current assets</b>		<u>4,150,621</u>	<u>2,231,410</u>
<b>Total assets less current liabilities</b>		<u>4,384,628</u>	<u>2,538,351</u>
Creditors: amounts falling due after more than one year	16	(83,684)	(38,187)
		<u>4,300,944</u>	<u>2,500,164</u>
<b>Provisions for liabilities</b>			
Deferred taxation	19	(27,858)	(21,516)
		<u>(27,858)</u>	<u>(21,516)</u>
<b>Net assets</b>		<u><u>4,273,086</u></u>	<u><u>2,478,648</u></u>
<b>Capital and reserves</b>			
Called up share capital	20	155,000	155,000
Profit and loss account	21	4,118,086	2,323,648
		<u><u>4,273,086</u></u>	<u><u>2,478,648</u></u>





---

**NIIT LIMITED**  
**REGISTERED NUMBER: 05555036**

---

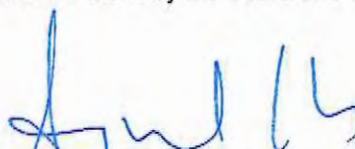
**BALANCE SHEET (CONTINUED)**  
**AS AT 31 MARCH 2023**

---

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 26 May 2023.

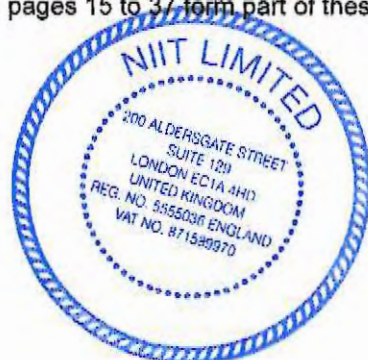


**Perunkolam Ramakrishnan Subramanian**  
Director



**Sapnesh Kumar Lalla**  
Director

The notes on pages 15 to 37 form part of these financial statements.



**NIIT LIMITED**

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 MARCH 2023**

	Called up share capital £	Profit and loss account £	Total equity £
At 1 April 2021 (as previously stated)	155,000	330,086	485,086
Prior year adjustment	-	(15,223)	(15,223)
At 1 April 2021 (as restated)	155,000	314,863	469,863
Comprehensive income for the year			
Profit for the year	-	2,008,785	2,008,785
Total comprehensive income for the year	-	2,008,785	2,008,785
At 1 April 2022	155,000	2,323,648	2,478,648
Comprehensive income for the year			
Profit for the year	-	1,794,438	1,794,438
Total comprehensive income for the year	-	1,794,438	1,794,438
At 31 March 2023	155,000	4,118,086	4,273,086

The notes on pages 15 to 37 form part of these financial statements.

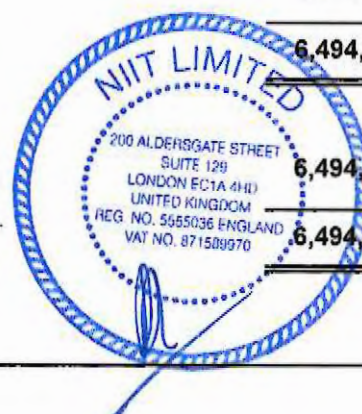




**NIIT LIMITED**

**STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED 31 MARCH 2023**

	2023 £	As restated 2022 £
<b>Cash flows from operating activities</b>		
Profit for the financial year	1,794,438	2,008,785
<b>Adjustments for:</b>		
Depreciation of tangible assets	201,140	243,112
Loss on disposal of tangible assets	865	-
Interest paid	65,256	30,626
Interest received	(67,230)	-
Taxation charge	398,931	323,947
(Increase)/decrease in debtors	(5,619,098)	2,127,154
(Increase)/decrease in amounts owed by groups	(760,471)	1,208,635
Increase/(decrease) in creditors	4,426,294	(1,380,874)
Increase/(decrease) in amounts owed to groups	721,827	(271,437)
Corporation tax (paid)	(346,597)	(274,435)
Termination of lease	32,319	-
<b>Net cash generated from operating activities</b>	<b>847,674</b>	<b>4,015,513</b>
<b>Cash flows from investing activities</b>		
Purchase of tangible fixed assets	(70,533)	(45,369)
Interest received	67,230	-
<b>Net cash from investing activities</b>	<b>(3,303)</b>	<b>(45,369)</b>
<b>Cash flows from financing activities</b>		
Repayment of/new finance leases	(98,301)	(220,417)
Interest paid	(65,256)	(30,626)
<b>Net cash used in financing activities</b>	<b>(163,557)</b>	<b>(251,043)</b>
<b>Net increase in cash and cash equivalents</b>	<b>680,814</b>	<b>3,719,101</b>
Cash and cash equivalents at beginning of year	5,813,849	2,094,748
<b>Cash and cash equivalents at the end of year</b>	<b>6,494,663</b>	<b>5,813,849</b>
<b>Cash and cash equivalents at the end of year comprise:</b>		
Cash at bank and in hand	6,494,663	5,813,849
	6,494,663	5,813,849



---

**NIIT LIMITED**

---

The notes on pages 15 to 37 form part of these financial statements.



---

## NIIT LIMITED

---

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

---

#### 1. General information

The entity is a private limited company limited by shares. The company is registered in England and Wales. The registration number is 05555036 and the registered office is NIIT Limited, 100 New Bridge Street, London, EC4V 6JA, and the company's principal trading address is 200 Aldersgate Street Suite 129, London, UK, EC1A 4HD.

#### 2. Accounting policies

##### 2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.

Information on the impact of first-time adoption of FRS 101 is given in note 27.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

##### First time application of FRS 100 and FRS 101

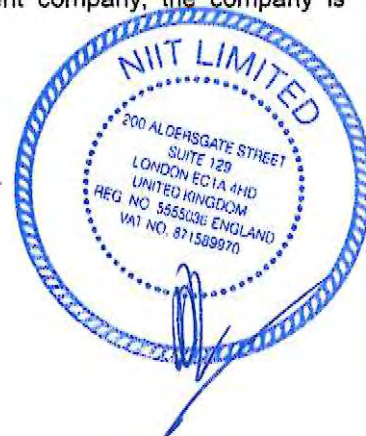
In the current year the Company has adopted FRS 100 and FRS 101. In previous years the financial statements were prepared in accordance with applicable UK accounting standards.

This change in the basis of preparation has materially altered the recognition and measurement requirements previously applied in accordance with UK GAAP. An explanation of the impact of the adoption of FRS 100 and FRS 101 for the first time is included in the note 27.

There have been no other material amendments to the disclosure requirements previously applied in accordance with UK GAAP.

##### 2.2 Going concern

The directors are satisfied that the going concern assessment is passed. Due to the strong cash reserves, financial forecasts and the financial strength of the parent company, the company is considered a going concern.



---

## NIIT LIMITED

---

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

---

#### 2. Accounting policies (continued)

##### 2.3 Foreign currency translation

###### Functional and presentation currency

The Company's functional and presentational currency is GBP.

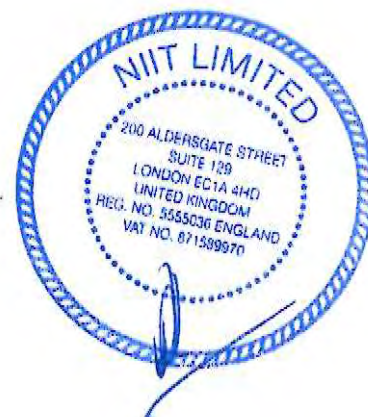
###### Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of comprehensive income within 'finance income or costs'. All other foreign exchange gains and losses are presented in profit or loss within 'other operating income'.





NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2023

---

2. Accounting policies (continued)

2.4 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

**Sales of goods**

Revenue from the sale of goods is recognised when all of the following conditions are satisfied:

- 1) the Company has transferred the significant risks and rewards of ownership to the buyer;
- 2) the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- 3) the amount of revenue can be measured reliably;
- 4) it is probable that the Company will receive the consideration due under the transaction; and
- 5) the costs incurred or to be incurred in respect of the transaction can be measured reliably.

**Rendering of services**

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. Revenue for services is recognised when all of the following condition are satisfied:

- 1) the amount of revenue can be measured reliably;
- 2) it is probable that the Company will receive the consideration due under the contract;
- 3) the stage of completion of the contract at the end of the reporting period can be measured reliably;
- and
- 4) the costs incurred and the costs to complete the contract can be measured reliably.

NIIT acts as agent in strategic sourcing contracts. Subsequently only the transaction fee from these contracts is recognised within revenue, with the liability to vendors and the recoverable amount from customers being held on the balance sheet.

2.5 Leases

**The Company as a lessee**

The Company assesses whether a contract is or contains a lease, at inception of a contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses its incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise:

---

## NIIT LIMITED

---

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

---

## 2. Accounting policies (continued)

### 2.5 Leases (continued)

- fixed lease payments (including in-substance fixed payments), less any lease incentives;

The lease liability is included in 'Creditors' on the Balance sheet.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Company did not make any such adjustments during the periods presented.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Company expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are included in the 'Intangible Assets', 'Tangible Fixed Assets' and 'Investment Property' lines, as applicable, in the Balance sheet.

The Company applies IAS 36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in note 2.11.

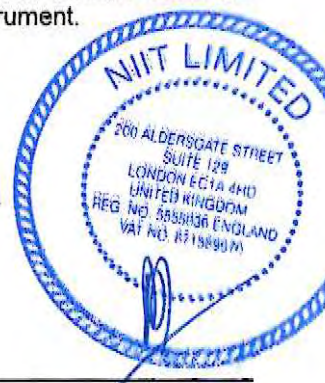
As a practical expedient, IFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Company has used this practical expedient.

### 2.6 Interest income

Interest income is recognised in profit or loss using the effective interest method.

### 2.7 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.





---

## NIIT LIMITED

---

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

---

#### 2. Accounting policies (continued)

##### 2.8 Pensions

###### Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Balance sheet. The assets of the plan are held separately from the Company in independently administered funds.

##### 2.9 Share based payments

Where share options are awarded to employees, the fair value of the options at the date of grant is charged to profit or loss over the vesting period. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each balance sheet date so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

The fair value of the award also takes into account non-vesting conditions. These are either factors beyond the control of either party (such as a target based on an index) or factors which are within the control of one or other of the parties (such as the Company keeping the scheme open or the employee maintaining any contributions required by the scheme).

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to profit or loss over the remaining vesting period.

Where equity instruments are granted to persons other than employees, profit or loss is charged with fair value of goods and services received.





---

## NIIT LIMITED

---

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

---

#### 2. Accounting policies (continued)

##### 2.10 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

##### 2.11 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

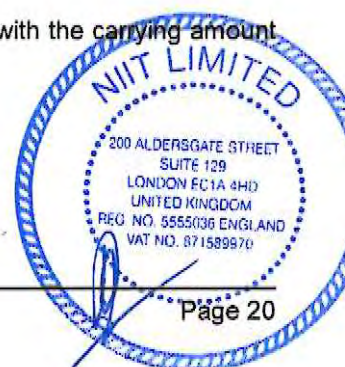
Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Plant and machinery	- 3 years
Fixtures and fittings	- 7 - 10 years
Other fixed assets	- 3 years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.



---

## NIIT LIMITED

---

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

---

#### 2. Accounting policies (continued)

##### 2.12 Debtors

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

##### 2.13 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

In the Statement of cash flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the Company's cash management.

##### 2.14 Creditors

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

##### 2.15 Financial instruments

The Company recognises financial instruments when it becomes a party to the contractual arrangements of the instrument. Financial instruments are de-recognised when they are discharged or when the contractual terms expire. The Company's accounting policies in respect of financial instruments transactions are explained below:

Financial assets and financial liabilities are initially measured at fair value.

###### Financial assets

All recognised financial assets are subsequently measured in their entirety at either fair value or amortised cost, depending on the classification of the financial assets.

###### Fair value through profit or loss

All of the Company's financial assets are subsequently measured at fair value at the end of each reporting period, with any fair value gains or losses being recognised in profit or loss to the extent they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset.

###### Impairment of financial assets

The Company always recognises lifetime ECL for trade receivables and amounts due on contracts with customers. The expected credit losses on these financial assets are estimated 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. Lifetime ECL represents the expected credit losses that will result from all possible default events over the



NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2023

---

2. Accounting policies (continued)

2.15 Financial instruments (continued)

expected life of a financial instrument.

**Financial liabilities**

**Fair value through profit or loss**

Financial liabilities are classified as at fair value through profit or loss, when the financial liability is held for trading, or is designated as at fair value through profit or loss. This designation may be made if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise, or the financial liability forms part of a group of financial instruments which is managed and its performance is evaluated on a fair value basis, or the financial liability forms part of a contract containing one or more embedded derivatives, and IFRS 9 permits the entire combined contract to be designated as at fair value through profit or loss. Any gains or losses arising on changes in fair value are recognised in profit or loss to the extent that they are not part of a designated hedging relationship.

**At amortised cost**

Financial liabilities which are neither contingent consideration of an acquirer in a business combination, held for trading, nor designated as at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. This is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or where appropriate a shorter period, to the amortised cost of a financial liability.



---

## NIIT LIMITED

---

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

---

#### 3. Judgments in applying accounting policies and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However the nature of estimation means that the actual outcomes could differ from those estimates. The following judgments have had the most significant effect on amounts recognised in the financial statements.

##### Bad debt provision

Provisions are estimated by the company in respect of specific bad debts based upon the age of the debt and knowledge of any issues which may cast doubt on the recoverability of the debt.

##### Depreciation

Tangible assets are depreciated over their useful economic lives. The actual lives of the tangible assets are assessed annual and may vary on a range of factors. Leased assets are depreciated over the length of the lease.

The applicable accounting policies detailing this area are shown in note 2.11.

##### Revenue recognition

Income is recognised on contracts based on the level of completion and the achievement of certain targets within projects. An element of judgment may be required in respect of the level of completion, although estimation uncertainty is minimised by the setting out of clear stage targets within contracts with clients.

#### 4. Turnover

Analysis of turnover by country of destination:

	2023 £	2022 £
United Kingdom	5,887,768	4,847,181
Rest of Europe	7,574,468	5,694,151
Rest of the world	3,915,880	3,885,360
	<u>17,378,116</u>	<u>14,426,692</u>



**NIIT LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2023**

**5. Other operating income**

	2023 £	As restated 2022 £
Other operating income	1,143,577	585,350
	<u>1,143,577</u>	<u>585,350</u>

**6. Operating profit**

The operating profit is stated after charging:

	2023 £	2022 £
Depreciation of tangible fixed assets	201,140	243,112
Fees to the Company's auditor and its associates for the audit of the Company's annual financial statements	16,000	16,000
Defined contribution pension cost	14,101	14,595
	<u>231,241</u>	<u>273,707</u>

**7. Auditors' remuneration**

During the year, the Company obtained the following services from the Company's auditors:

	2023 £	2022 £
Fees payable to the Company's auditors for the audit of the Company's financial statements	16,000	16,000



**NIIT LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2023**

**8. Employees**

Staff costs were as follows:

	2023 £	2022 £
Wages and salaries	6,298,582	5,123,933
Social security costs	1,022,506	780,392
Cost of defined contribution scheme	14,101	14,595
	<u>7,335,189</u>	<u>5,918,920</u>

The average monthly number of employees, including the directors, during the year was as follows:

	2023 No.	2022 No.
Sales & Marketing	10	7
Direct staff	97	81
Key management personnel	5	5
	<u>112</u>	<u>93</u>

**9. Interest receivable**

	2023 £	2022 £
Other interest receivable	67,230	-
	<u>67,230</u>	<u>-</u>

**10. Interest payable and similar expenses**

	2023 £	As restated 2022 £
Other borrowing costs	65,256	30,626
	<u>65,256</u>	<u>30,626</u>



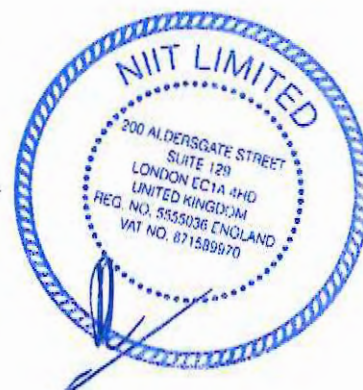


NIIT LIMITED

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2023

11. Taxation

	2023 £	As restated 2022 £
<b>Corporation tax</b>		
Current tax on profits for the year	423,834	383,976
Adjustments in respect of previous periods	(31,245)	7,544
	<u>392,589</u>	<u>391,520</u>
<b>Foreign tax</b>		
Foreign tax on income for the year	-	(77,349)
	<u>-</u>	<u>(77,349)</u>
<b>Total current tax</b>	<u>392,589</u>	<u>314,171</u>
<b>Deferred tax</b>		
Origination and reversal of timing differences	6,342	9,776
<b>Total deferred tax</b>	<u>6,342</u>	<u>9,776</u>
<b>Taxation on profit on ordinary activities</b>	<u>398,931</u>	<u>323,947</u>





# NIIT LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

### 11. Taxation (continued)

#### Factors affecting tax charge for the year

The tax assessed for the year is lower than (2022 - *lower than*) the standard rate of corporation tax in the UK of 19% (2022 - 19%). The differences are explained below:

	2023 £	2022 £
Profit on ordinary activities before tax	<u>2,193,369</u>	<u>2,332,732</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2022 - 19%)	<b>416,740</b>	<b>443,219</b>
<b>Effects of:</b>		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	9,112	2,586
Utilisation of tax losses	-	(56,381)
Adjustments to tax charge in respect of prior periods	(31,245)	3,525
Other timing differences leading to an increase (decrease) in taxation	1,522	-
Tax on foreign branches	4,122	(77,349)
Other differences leading to an increase (decrease) in the tax charge	(1,320)	8,347
<b>Total tax charge for the year</b>	<u><b>398,931</b></u>	<u><b>323,947</b></u>

#### Factors that may affect future tax charges

In the Spring Budget 2021, the UK Government announced that from 1 April 2023 the corporation tax rate would increase to 25% (rather than remaining at 19%, as previously enacted). This new law was substantively enacted on 24 May 2021. Deferred taxes at the balance sheet date have been measured using these enacted tax rates and reflected in these financial statements.



**NIIT LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2023**

**12. Tangible fixed assets**

	Leasehold property £	Plant and machinery £	Fixtures and fittings £	Other fixed assets £	Total £
<b>Cost or valuation</b>					
At 1 April 2022 (as previously stated)	-	291,569	22,563	4,222	318,354
Prior Year Adjustment	1,021,994	-	-	-	1,021,994
At 1 April 2022 (as restated)	1,021,994	291,569	22,563	4,222	1,340,348
Additions	132,183	70,533	-	-	202,716
Disposals	(841,501)	(79,024)	-	-	(920,525)
Revaluations	(41,326)	-	-	-	(41,326)
At 31 March 2023	271,350	283,078	22,563	4,222	581,213
<b>Depreciation</b>					
At 1 April 2022 (as previously stated)	-	217,819	16,952	4,222	238,993
Prior Year Adjustment	794,414	-	-	-	794,414
At 1 April 2022 (as restated)	794,414	217,819	16,952	4,222	1,033,407
Charge for the year on owned assets	-	51,519	2,426	-	53,945
Charge for the year on right-of-use assets	147,195	-	-	-	147,195
Disposals	(809,182)	(78,159)	-	-	(887,341)
At 31 March 2023	132,427	191,179	19,378	4,222	347,206
<b>Net book value</b>					
At 31 March 2023	138,923	91,899	3,185	-	234,007
At 31 March 2022 (as restated)	227,580	73,750	5,611	-	306,941



**NIIT LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2023**

**12. Tangible fixed assets (continued)**

The net book value of land and buildings may be further analysed as follows:

	2023 £	2022 £
Long leasehold	138,923	227,580
	<u>138,923</u>	<u>227,580</u>

The net book value of owned and leased assets included as "Tangible fixed assets" in the Balance sheet is as follows:

	2023 £	2022 £
Tangible fixed assets owned	95,084	80,220
Right-of-use tangible fixed assets	138,923	226,721
	<u>234,007</u>	<u>306,941</u>

Information about right-of-use assets is summarised below:

**Net book value**

	2023 £	2022 £
Property	138,923	226,721
	<u>138,923</u>	<u>226,721</u>

**Depreciation charge for the year ended**

	2023 £	2022 £
Property	147,195	199,281
	<u>147,195</u>	<u>199,281</u>

**Additions to right-of-use assets**

Additions to right-of-use assets

**2023  
£  
132,183**





# NIIT LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

### 13. Debtors

	2023 £	As restated 2022 £
Trade debtors	1,762,129	1,115,201
Amounts owed by group undertakings	2,592,362	1,831,891
Other debtors	8,038,230	3,066,916
Prepayments and accrued income	558,251	557,396
	<u>12,950,972</u>	<u>6,571,404</u>

The prior year comparatives have been restated in order to correct the classification of £3,021,814 included in trade debtors in the prior year accounts. This has been reclassified to other debtors.

As a result of this restatement, there has been no change to the profit and loss reserves and net assets.

### 14. Cash and cash equivalents

	2023 £	2022 £
Cash at bank and in hand	6,494,663	5,813,849
	<u>6,494,663</u>	<u>5,813,849</u>

### 15. Creditors: Amounts falling due within one year

	2023 £	As restated 2022 £
Trade creditors	286,814	293,631
Amounts owed to group undertakings	1,754,016	1,032,189
Corporation tax	-	96,282
Other taxation and social security	908,664	472,959
Lease liabilities	38,893	182,691
Other creditors	10,718,305	6,758,471
Accruals and deferred income	1,588,322	1,317,620
	<u>15,295,014</u>	<u>10,153,843</u>



**NIIT LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2023**

**16. Creditors: Amounts falling due after more than one year**

	2023 £	As restated 2022 £
Lease liabilities	83,684	38,187
	<u>83,684</u>	<u>38,187</u>

**17. Leases**

**Company as a lessee**

The company leases a property. The periodic rent is fixed over a period of time.

Lease liabilities are due as follows:

	2023 £	2022 £
Not later than one year	38,893	182,691
Between one year and five years	83,684	38,187
	<u>122,577</u>	<u>220,878</u>

The following amounts in respect of leases, where the Company is a lessee, have been recognised in profit or loss:

	2023 £	2022 £
Interest expense on lease liabilities	3,935	9,115
Depreciation expense	147,196	200,020
(Gain)/loss on early termination of lease	<u>(1,038)</u>	<u>-</u>



# NIIT LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

### 18. Financial instruments

	2023 £	2022 £
<b>Financial assets</b>		
Financial assets that are debt instruments measured at amortised cost	<u>19,372,883</u>	<u>12,287,175</u>
<b>Financial liabilities</b>		
Financial liabilities measured at amortised cost	<u>(14,010,897)</u>	<u>(8,980,781)</u>

Financial assets that are debt instruments measured at amortised cost comprise trade debtors of £1,762,129 (2022: £1,115,201), cash at bank and in hand £6,494,663 (2022: £5,813,849), amounts owed by group undertakings of £2,592,362 (2022: £1,831,891), accrued income of £490,659 (2022: £459,318) and other debtors of £7,884,245 (2022: £3,066,111).

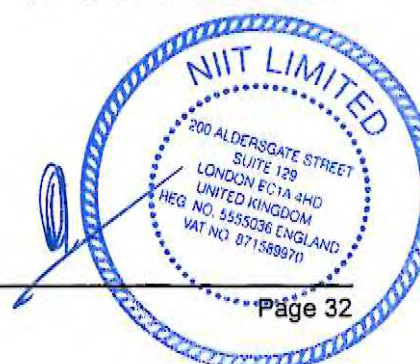
Financial liabilities measured at amortised cost comprise trade creditors of £286,814 (2022: £293,631), amounts owed to group undertakings of £1,754,016 (2022: £1,032,189), accruals of £1,305,751 (2022: £1,139,167) and other creditors of £10,664,316 (2022: £6,515,794).

### 19. Deferred taxation

	2023 £	2022 £
At beginning of year	(21,516)	(11,740)
Charged to profit or loss	(6,342)	(9,776)
<b>At end of year</b>	<u>(27,858)</u>	<u>(21,516)</u>

The provision for deferred taxation is made up as follows:

	2023 £	2022 £
Accelerated capital allowances	(27,858)	(21,516)
	<u>(27,858)</u>	<u>(21,516)</u>



---

NIIT LIMITED

---

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2023

---

20. Share capital

	2023 £	2022 £
<b>Allotted, called up and fully paid</b>		
155,000 (2022 - 155,000) Ordinary shares of £1.00 each	<u>155,000</u>	<u>155,000</u>

21. Reserves

**Profit and loss account**

The profit and loss account includes all current and prior period retained profits and losses.





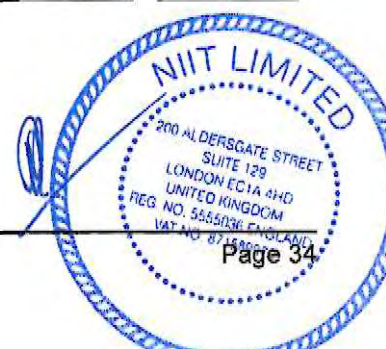
NIIT LIMITED

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2023

22. Share based payments

The parent company has a share option scheme for certain employees of the Company. Options are exercisable at a price equal to the market price of the shares in NIIT Limited (India), previously the parent company, on the date of the grant. Further, as per the scheme of arrangement, each option holder will be entitled to equal number of options in NIIT Learning Systems Limited India, whether vested or not vested which are not exercised by the option holder. If the options remain unexercised after a period of five years from the date of vesting, the options expire. Options are forfeited if the employee leaves the company before the options vest. The fair value determined at the grant date of the share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of shares that will eventually vest and adjusted for the effect of non-market based vesting conditions. Fair value is measured by use of the Black Scholes model and the inputs outlined below. (Please refer note 25 Parent undertaking and controlling party).

	Weighted average exercise price (pence) 2023	Number 2023	Weighted average exercise price (pence) 2022	Number 2022
Outstanding at the beginning of the year		100,002		46,668
Granted during the year		110,000		60,000
Exercised during the year		(6,666)		(6,666)
<b>Outstanding at the end of the year</b>	<b>303.99</b>	<b>203,336</b>	<b>218.04</b>	<b>100,002</b>
			<b>2023</b>	<b>2022</b>
Weighted average share price (pence)			117.87	79.68
Exercise price (pence)			303.99	218.04
Weighted average contractual life (days)			4.61	4.5
Expected volatility			48.96	46.2
Expected dividend growth rate			3.22	2.96
Risk-free interest rate			7.15	6.86
			<b>2023</b>	<b>2022</b>
			£	£
Equity-settled schemes			86,701	24,341
			<b>86,701</b>	<b>24,341</b>



---

## NIIT LIMITED

---

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

---

#### 23. Pension commitments

The Company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension cost charge represents contributions payable by the Company to the fund and amounted to £14,101 (2022 - £14,595).

#### 24. Related party transactions

The company has taken the exemption under FRS 101 from disclosing related party transactions entered into between two or more members of a group as the company is a wholly owned subsidiary company.

As a result of the change in the ultimate parent undertaking, from 1 April 2022 until 24 May 2023 (the date in which the scheme was approved by The National Company Law Tribunal), transactions were deemed to be with NIIT Limited (India) on behalf of NIIT Learning Systems Limited (India).

#### 25. Parent undertaking and controlling party

The immediate and ultimate parent undertaking is NIIT Learning Systems Limited (India), a company registered in India. This came into effect from 1 April 2022, prior to this NIIT Limited (India) was the ultimate parent undertaking. NIIT Learning Systems Limited (India) (Formerly Mindchampion Learning System Limited, name changed with effect from January 18, 2022) has no ultimate controlling party. NIIT Learning Systems Limited (India) prepares group financial statements, which can be obtained from Plot No 85, Sector-32, Institutional Area Gurugram - 122001 (Haryana) India.

The Board of Directors of the NIIT Limited, in its meeting held on January 28, 2022 approved a Composite Scheme of Arrangement under Section 230 to 232 and other applicable provisions of the Companies Act 2013 between NIIT Limited ("Transferor Company" or "NIIT") and NIIT Learning Systems Limited (Formerly known as Mindchampion Learning Systems Limited) ("Transferee Company" or "NLSL") a wholly owned subsidiary of the Company and their respective shareholders and creditors ("Scheme"). The National Company Law Tribunal (NCLT), Chandigarh Bench vide Order dated May 19, 2023 sanctioned the Composite Scheme of Arrangement. The Scheme became effective on May 24, 2023 upon filing of the certified copies of the NCLT Orders sanctioning the Scheme with the respective jurisdictional Registrar of Companies. Pursuant to the Scheme becoming effective, the CLG Business Undertaking is demerged from the NIIT and transferred to and vested in NLSL with effect from April 1, 2022 i.e. the Appointed Date. Consequently, NIIT ceased to be the holding company of the entity and NLSL became the holding company of the entity.

#### 26. Corporate guarantee

There has been a Corporate Guarantee issued to ICICI Bank, UK for availing working capital limits by NIIT Limited (India) on behalf of NIIT Limited of £4,200,000 (2022: £4,200,000).





NIIT LIMITED

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2023

27. First time adoption of FRS 101

The Company transitioned to FRS 101 from previously extant UK GAAP as at 1 April 2021. The impact of the transition to FRS 101 is as follows:

	Note	As previously stated 1 April 2021 £	Effect of transition 1 April 2021 £	FRS 101 (as restated) 1 April 2021 £	As previously stated 31 March 2022 £	Effect of transition 31 March 2022 £	FRS 101 (as restated) 31 March 2022 £
Fixed assets		77,084	426,001	503,085	79,361	227,580	306,941
Current assets		12,106,218	(11,738)	12,094,480	12,386,024	(771)	12,385,253
Creditors: amounts falling due within one year		(11,656,476)	(222,651)	(11,879,127)	(9,971,152)	(182,691)	(10,153,843)
<b>Net current assets</b>		<b>449,742</b>	<b>(234,389)</b>	<b>215,353</b>	<b>2,414,872</b>	<b>(183,462)</b>	<b>2,231,410</b>
<b>Total assets less current liabilities</b>		<b>526,826</b>	<b>191,612</b>	<b>718,438</b>	<b>2,494,233</b>	<b>44,118</b>	<b>2,538,351</b>
Creditors: amounts falling due after more than one year		(30,000)	(218,646)	(248,646)	-	(38,187)	(38,187)
Provisions for liabilities		(11,740)	-	(11,740)	(21,516)	-	(21,516)
<b>Net assets</b>		<b>485,086</b>	<b>(27,034)</b>	<b>458,052</b>	<b>2,472,717</b>	<b>5,931</b>	<b>2,478,648</b>
<b>Capital and reserves</b>		<b>485,086</b>	<b>(27,034)</b>	<b>458,052</b>	<b>2,472,717</b>	<b>5,931</b>	<b>2,478,648</b>



**NIIT LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2023**

**27. First time adoption of FRS 101 (continued)**

	As previously stated 31 March 2022 £	Effect of transition 31 March 2022 £	FRS 101 (as restated) 31 March 2022 £
Note			
Turnover	14,426,692	-	14,426,692
Cost of sales	(5,294,909)	-	(5,294,909)
<b>Gross profit</b>	<b>9,131,783</b>	<b>-</b>	<b>9,131,783</b>
Administrative expenses	(7,383,288)	29,513	(7,353,775)
Other operating income	584,572	778	585,350
<b>Operating profit</b>	<b>2,333,067</b>	<b>30,291</b>	<b>2,363,358</b>
Interest payable and similar charges	(21,489)	(9,137)	(30,626)
Taxation	(323,947)	-	(323,947)
<b>Profit on ordinary activities after taxation and for the financial year</b>	<b>1,987,631</b>	<b>21,154</b>	<b>2,008,785</b>

Explanation of changes to previously reported profit and equity:

- 1 From transition from FRS 102 to FRS 101 there had been a restatement totalling £21,154 to the prior year figures. Fixed assets have been restated by £227,580 as operating leases have been capitalised. Creditors have been restated by £182,691 to recognise the remaining obligation of the operating leases that have been capitalised. As a result of these restatements the profit for the year has increased by £21,154.

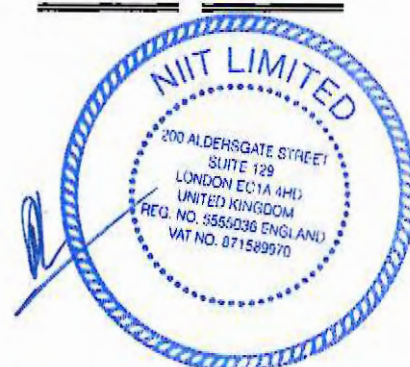




**NIIT LIMITED**

**DETAILED PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 31 MARCH 2023**

	2023 £	As restated 2022 £
Turnover	17,378,116	14,426,692
Cost Of Sales	(6,747,103)	(5,294,909)
<b>Gross profit</b>	<b>10,631,013</b>	<b>9,131,783</b>
<b>Gross profit %</b>	<b>61.2 %</b>	<b>63.3 %</b>
Other operating income	1,143,577	585,350
<b>Less: overheads</b>		
Administration expenses	(9,583,195)	(7,353,775)
<b>Operating profit</b>	<b>2,191,395</b>	<b>2,363,358</b>
Interest receivable	67,230	-
Interest payable	(65,256)	(30,626)
Tax on profit on ordinary activities	(398,931)	(323,947)
<b>Profit for the year</b>	<b>1,794,438</b>	<b>2,008,785</b>



**NIIT LIMITED**

**SCHEDULE TO THE DETAILED ACCOUNTS  
FOR THE YEAR ENDED 31 MARCH 2023**

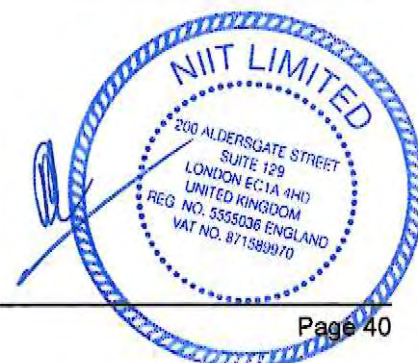
	2023 £	2022 £
<b>Turnover</b>		
Sales - Domestic	5,887,768	4,847,181
Sales - Other EU	7,574,468	5,694,151
Sales - Rest of world	3,915,880	3,885,360
	<u>17,378,116</u>	<u>14,426,692</u>
	2023 £	2022 £
<b>Cost of sales</b>		
Purchases - finished goods	6,747,103	5,294,909
	<u>6,747,103</u>	<u>5,294,909</u>
	2023 £	2022 £
<b>Other operating income</b>		
Other operating income	1,143,577	585,350
	<u>1,143,577</u>	<u>585,350</u>



**NIIT LIMITED**

**SCHEDULE TO THE DETAILED ACCOUNTS  
FOR THE YEAR ENDED 31 MARCH 2023**

	2023 £	As restated 2022 £
<b>Administration expenses</b>		
Staff salaries	6,298,582	5,123,933
Staff National Insurance	1,022,506	780,392
Staff pension costs - defined contribution schemes	14,101	14,595
Staff training	65	-
Staff welfare	105,894	51,549
Hotels, travel and subsistence	322,061	38,266
Printing and stationery	1,608	3,572
Postage	3,390	2,210
Telephone and fax	68,202	52,206
Advertising and promotion	38,886	26,886
Trade subscriptions	94,114	31,358
Legal and professional	137,265	124,184
Auditors' remuneration	16,500	16,000
Bad debts	-	(7)
Sundry expenses	2,266	1,991
Rent - non-operating leases	(143,640)	(205,712)
Light and heat	10,370	5,836
Insurances	19,585	16,545
Repairs and maintenance	11,238	8,745
Sundry establishment expenses	204,107	227,381
Depreciation - plant and machinery	51,519	39,677
Depreciation - fixtures and fittings	2,426	3,415
Depreciation - leasehold property	147,195	200,020
Loss on sale of tangible assets	865	-
Work permit fee	86,300	123,239
Admin - management charges	501,041	367,797
Admin - bank charges	81,090	65,096
Admin - foreign currency loss	398,747	160,085
Recruitment fees	-	1,859
Royalty payable	86,912	72,657
	<b>9,583,195</b>	<b>7,353,775</b>



NIIT LIMITED

SCHEDULE TO THE DETAILED ACCOUNTS  
FOR THE YEAR ENDED 31 MARCH 2023

	2023 £	2022 £
<b>Interest receivable</b>		
Other interest receivable	67,230	-
	<u>67,230</u>	<u>-</u>
	2023 £	As restated 2022 £
<b>Interest payable</b>		
Other interest	65,256	30,626
	<u>65,256</u>	<u>30,626</u>

