

NIIT WEST AFRICA LIMITED

(Registration number RC:945639)

FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2024

EMMANUEL ADEYEMO OGUNLOWO & CO.
(Chartered Accountants)
27 Ogunlowo Street
Off Obafemi Awolowo Way, Ikeja, Lagos.
P. O. Box 2126, Ikeja, Lagos.
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NIIT WEST AFRICA LIMITED

(Registration number RC:945639)

Trading as NIIT WEST AFRICA LIMITED

Financial Statements for the year ended March 31, 2024

General Information

| | |
|--|--|
| Country of incorporation and domicile | Nigeria |
| Nature of business and principal activities | Information Technology Education |
| Directors | Kamal Nain Dhuper Perunkolam Ramakrishnan Subramanian Sanjay Mal |
| Registered office | 27 Ogunlowo Street Off Obafemi Awolowo Way Ikeja, Lagos Nigeria |
| Bankers | Zenith Bank Plc |
| Auditors | Emmanuel Adeyemo Ogunlowo & Co. (Chartered Accountants) 27 Ogunlowo Street Off Obafemi Awolowo Way, Ikeja, Lagos. P. O. Box 2126, Ikeja, Lagos. Nigeria |
| Secretaries | Ebao Nominees Limited 27, Ogunlowo Street, Off Obafemi Awolowo Way, Ikeja, Lagos, Nigeria. P.O BOX 758 Ikeja-Lagos |
| Company registration number | RC:945639 |
| Level of assurance | These financial statements have been audited in compliance with the applicable requirements of the Companies and Allied Matters Act of Nigeria, 2020, International Financial Reporting Standards and the Financial Reporting Council of Nigeria Act, No. 6, 2011. |

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Financial Statements for the year ended March 31, 2024

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NIIT WEST AFRICA LIMITED

(Registration number RC:945639)

Trading as NIIT WEST AFRICA LIMITED

Financial Statements for the year ended March 31, 2024

Directors' Responsibilities and Approval

The Directors are required in terms of the Companies and Allied Matters Act of Nigeria, 2020, International Financial Reporting Standards and the Financial Reporting Council of Nigeria Act, No. 6, 2011 to maintain adequate accounting records and are responsible for the content and integrity of the financial statements and related financial information included in this report. The Directors accept responsibility for the preparation of the annual financial statements and other reports that give a true and fair view in accordance with the International Financial Reporting Standards, Companies and Allied Matters Act of Nigeria, 2020, International Financial Reporting Standards and the Financial Reporting Council of Nigeria Act, No. 6, 2011. The External Auditors are engaged to express an independent opinion on the financial statements.

The financial statements are prepared in accordance with International Financial Reporting Standards and are based upon appropriate accounting policies consistently applied and supported by reasonable and prudent judgements and estimates.

The Directors acknowledge that they are ultimately responsible for the system of internal financial control established by the Company and place considerable importance on maintaining a strong control environment. To enable the Directors to meet these responsibilities, the Board Of Directors sets standards for internal control aimed at reducing the risk of error or loss in a cost effective manner. The standards include the proper delegation of responsibilities within a clearly defined framework, effective accounting procedures and adequate segregation of duties to ensure an acceptable level of risk. These controls are monitored throughout the Company and all employees are required to maintain the highest ethical standards in ensuring the Company's business is conducted in a manner that in all reasonable circumstances is above reproach. The focus of risk management in the Company is on identifying, assessing, managing and monitoring all known forms of risk across the Company. While operating risk cannot be fully eliminated, the Company endeavours to minimise it by ensuring that appropriate infrastructure, controls, systems and ethical behaviour are applied and managed within predetermined procedures and constraints.

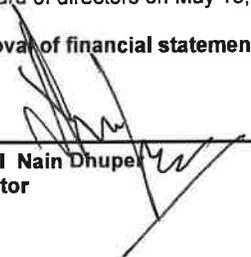
The Directors are of the opinion, based on the information and explanations given by management, that the system of internal control provides reasonable assurance that the financial records may be relied on for the preparation of the financial statements. However, any system of internal financial control can provide only reasonable, and not absolute, assurance against material misstatement or loss.

The Directors have reviewed the Company's cash flow forecast for the year to March 31, 2025 and, in light of this review and the current financial position, they are satisfied that the Company has or had access to adequate resources to continue in operational existence for the foreseeable future.

The external auditors are responsible for independently auditing and reporting on the Company's financial statements. The financial statements have been examined by the Company's external auditors and their report is presented on pages 8 to 10.

The financial statements set out on pages 11 to 27, which have been prepared on the going concern basis, were approved by the board of directors on May 15, 2024 and were signed on their behalf by:

Approval of financial statements


Kamal Nain Dhuper
Director


Perunkolam Ramakrishnan Subramanian
Director

NIIT WEST AFRICA LIMITED

(Registration number RC:945639)

Trading as NIIT WEST AFRICA LIMITED

Financial Statements for the year ended March 31, 2024

Directors' Report

The Directors submit their report together with the audited financial statements of NIIT WEST AFRICA LIMITED for the year ended March 31, 2024 which disclose the state of affairs of the Company.

1. Review of activities

Main business and operations

Legal form

NIIT WEST AFRICA LIMITED was incorporated in Nigeria as a Private Limited Liability Company on April 1, 2011. The Company commenced operations on January 1, 2012. The registered office is located at 27 Ogunlowo Street Off Obafemi Awolowo Way Ikeja, Lagos.

Principal Activities

The principal activities of the Company includes information technology education.

Operating Results

The operating results and state of affairs of the Company are fully set out in the attached financial statements and do not in our opinion require any further comment.

The results for the year are summarised as follows:

Results at a glance

| | 2024 N.'000 | 2023 N.'000 |
|-------------------------------|----------------|----------------|
| Revenue | 15,934 | 14,078 |
| Profit/(loss) before taxation | 8,294 | 366 |
| Taxation | (1,673) | (1,350) |
| Profit/(loss) after taxation | 6,621 | (984) |

2. Directorate

The Directors in office at the date of this report are as follows:

| Directors | Designation | Nationality |
|--|---------------|-------------|
| Kamal Nain Dhuper | Non-executive | Indian |
| Perunkolam Ramakrishnan Subramanian | Non-executive | American |
| Sanjay Mal | Non-executive | Indian |

There have been no changes to the directorate for the year under review.

3. Share capital

| | 2024 | | 2023 | |
|--|------------------|-----------------|--------------------------|--------------------------|
| Authorised | Number of shares | | | |
| 10,000,000 ordinary shares of N1.00 each | | | 10,000 | 10,000 |
| Issued | 2024 N. '000 | 2023 N. '000 | 2024 Number of shares | 2023 Number of shares |
| 10,000,000 ordinary shares of N1.00 each | 10,000 | 10,000 | 10,000 | 10,000 |

There have been no changes to the authorised or issued share capital during the year under review.

NIIT WEST AFRICA LIMITED

(Registration number RC:945639)

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Financial Statements for the year ended March 31, 2024

Directors' Report

4. Corporate Governance

NIIT WEST AFRICA LIMITED is a Company of integrity and high ethical standards. Our reputation for honest, open and dependable business conduct, built over the years is an asset just as our people and brands. We conduct our business in full compliance with the laws and regulations of Nigeria and Code of Business, Principles and Ethics.

5. Record of Directors' Attendance

The Register of Directors Attendance at the board meetings during the year under review will be made available for inspection at the Annual General Meeting in accordance with Section 258(2) of Companies And Allied Matters Act, 2020.

6. Property, plant and equipment

There was no change in the nature of the property, plant and equipment..

Information relating to changes in Property, Plant and Equipment is disclosed in Note 9 to the financial statements. In the opinion of the Directors, the market value of the Company's property, plant and equipment is not less than the value shown in the financial statements.

7. Employment and Employees

I. Employment Policies

The Company's Personnel Policies are aimed at promoting good relationship with all its Employees. The Company recognizes and accepts its obligations to employ disabled people and does what is practicable to fulfill them. Applications for employment from disabled persons are carefully considered and their aptitudes and abilities are taken fully into account.

II. Employees' Involvement

To keep employees informed about matters which affect their working lives, the Company carries out a wide range of programmes including briefings, regular bulletins and joint committees involving health and safety. The Company has enjoyed relative industrial harmony with its work-force throughout the year. Incentive schemes designed to meet the circumstances of each individual are implemented whenever appropriate and some of the schemes include upgrading, promotions, salary review, bonus etc.

III. Training

The Company's Policy is to offer training to staff of all categories to meet operational needs and to assist with individual development.

IV. Welfare

The Company places a high premium on its greatest assets - human resources. It has therefore made provision for their welfare in many important areas.

V. Health

Medical facilities are provided to all Employees at the Company's expense.

VI. Safety

It is the policy of the Company to conduct its activities in ways and manners that take foremost account of the health and safety of its employees and other persons and to give proper regard to the conservation of the environment

VII. Pension

The Company is fully compliant with the provisions of the Pension Reform Act, 2014 as amended.

NIIT WEST AFRICA LIMITED

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Financial Statements for the year ended March 31, 2024

Directors' Report

VIII. Employees' Insurance

The Company has a staff insurance policy for workmen's compensation and group personal accident.

8. Directors' interests in contracts

None of the Directors has made any disclosure of any interest in contracts involving the Company in accordance with Section 277 of the Companies And Allied Matters Act, 2020.

9. Directors' interests in shares

The Directors who served during the year has no beneficial interest in the issued and fully paid up share capital of NIIT WEST AFRICA LIMITED.

The register of interests of Directors and others in shares of the Company is available to the shareholder on request.

There have been no changes in beneficial interests that occurred between the end of the reporting period and the date of this report.

10. Parent undertaking and controlling party

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 whollyowned 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.

11. Secretary

The Company Secretary is Ebao Nominees Limited of:

Postal address: P.O BOX 756
Ikeja, Lagos
Nigeria

Business address: 27, Ogunlowo Street
Off Obafemi Awolowo Way
Ikeja, Lagos
Nigeria

12. Auditors

Emmanuel Adeyemo Ogunlowo & Co. (Chartered Accountants) will continue in office in accordance with Section 357(2) of the Companies and Allied Matters Act of Nigeria, 2020.

NIIT WEST AFRICA LIMITED

(Registration number RC:945639)

Trading as NIIT WEST AFRICA LIMITED

Financial Statements for the year ended March 31, 2024

Directors' Report

The financial statements set out on pages 11 to 27, which have been prepared on the going concern basis, were approved by the Board Of Directors on May 15, 2024, and were signed on its behalf by:

Approval of financial statements

*EBOA Nominees
24, Egbin Road Street
Ikeja, Lagos*

**EBOA Nominees
Company Secretaries
FRC/2017/NIM/00000016608**



**Perunkolam Ramakrishnan Subramanian
Director**

Ibadan Office:
17, Plot 19, Iiaro Street, Old Bodija,
Ibadan, Oyo State, Nigeria.
Oyo State, Nigeria.
Tel: 0803 673 6270

Office Address:
29 (New 27), Ogunlowo Street, Obafemi Awolowo Way,
Near Lagos Airport Hotel.
P.O. Box 2126, Ikeja, Lagos State, Nigeria.
E-mail: emmanuel@ogunlowo.com
Website: www.ogunlowo.com
Tel: 0807 150 3538

Independent Auditor's Report

To the Directors of NIIT WEST AFRICA LIMITED

Report on the Audit of the Financial Statements

We have audited the financial statements of NIIT WEST AFRICA LIMITED set out on pages 11 to 25, which comprise the statement of financial position as at March 31, 2024, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

Opinion

In our opinion, the financial statements give a true and fair view of the financial position of **NIIT WEST AFRICA LIMITED** as at March 31, 2024, and its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards issued by International Accounting Standards Board, the provisions of the Companies and Allied Matters Act of Nigeria, 2020, International Financial Reporting Standards and the Financial Reporting Council of Nigeria Act, No. 6, 2011.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISA5). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the financial statements section of our report. We are independent of the company in accordance with the International Ethics Standards Board for Accountants Code of Ethics for Professional Accountants (Parts A and B) (IESBA Code) and other independence requirements applicable to performing the audit of **NIIT WEST AFRICA LIMITED**. We have fulfilled our other ethical responsibilities in accordance with the IESBA Code and in accordance with other ethical requirements applicable to performing the audit of **NIIT WEST AFRICA LIMITED**. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other information

The Directors are responsible for the other information. The other information comprises the Directors' Report as required by the Companies and Allied Matters Act of Nigeria, 2020, International Financial Reporting Standards and the Financial Reporting Council of Nigeria Act, No. 6, 2011 of Nigeria, which we obtained prior to the date of this report. Other information does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the financial statements, 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 audit, or otherwise appears to be materially misstated. 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.

Ibadan Office:
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Ibadan, Oyo State, Nigeria.
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Tel: 0803 673 6270

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Near Lagos Airport Hotel.
P.O. Box 2126, Ikeja, Lagos State, Nigeria.
E-mail: emmanuel@ogunlowo.com
Website: www.ogunlowo.com
Tel: 0807 150 3538

Independent Auditor's Report

Responsibilities of the Directors for the Financial Statements

The Directors are responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards and the requirements of the Companies and Allied Matters Act of Nigeria, 2020, International Financial Reporting Standards and the Financial Reporting Council of Nigeria Act, No. 6, 2011, 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.

Auditor's responsibilities for the audit of the Financial Statements

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

As part of an audit in accordance with International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

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

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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Oyo State, Nigeria.
Tel: 0803 673 6270

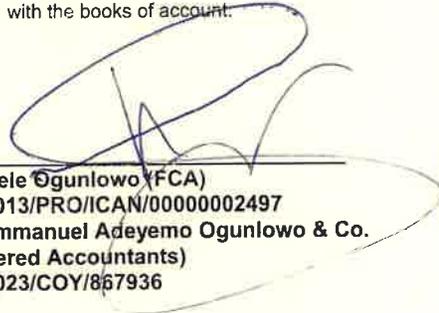
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Independent Auditor's Report

Report on other legal and regulatory requirements

As required by Companies and Allied Matters Act of Nigeria, 2020, International Financial Reporting Standards and the Financial Reporting Council of Nigeria Act, No. 6, 2011; we report to you, based on our audit, that:

- ◆ we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- ◆ in our opinion, proper books of account have been kept by the Company, so far as appears from our examination of those books; and
- ◆ the Company's statement of financial position and statement of profit or loss and other comprehensive income are in agreement with the books of account.


Bamidele Ogunlowo (FCA)
FRC/2013/PRO/ICAN/00000002497
For: Emmanuel Adeyemo Ogunlowo & Co.
(Chartered Accountants)
FRC/2023/COY/867936



May 15, 2024

NIIT WEST AFRICA LIMITED

(Registration number RC:945639)

Trading as NIIT WEST AFRICA LIMITED

Financial Statements for the year ended March 31, 2024

Statement of Profit or Loss and Other Comprehensive Income

| | Note(s) | 2024 N. '000 | 2023 N. '000 |
|---|---------|-----------------|-----------------|
| Revenue | 3 | 15,934 | 14,078 |
| Other operating income | 4 | 7,159 | 3,000 |
| Employee costs | 5 | (8,552) | (7,681) |
| Operating expenses | 6 | (6,247) | (9,031) |
| Operating Profit/(loss) | | 8,294 | 366 |
| Profit(Loss) before taxation | | 8,294 | 366 |
| Taxation | 7 | (1,673) | (1,350) |
| (Loss) / Profit for the year | | 6,621 | (984) |
| Other comprehensive income | | - | - |
| Total comprehensive (loss) / income for the year | | 6,621 | (984) |
| Earnings per share | | | |
| Per share information | | | |
| Basic / (loss) / earnings per share (N) | 15 | 0.66 | (0.10) |
| Diluted (loss) / earnings per share (N) | 15 | 0.66 | (0.10) |

The accounting policies and the accompanying notes form an integral part of the financial statements.

NIIT WEST AFRICA LIMITED

(Registration number RC:945639)

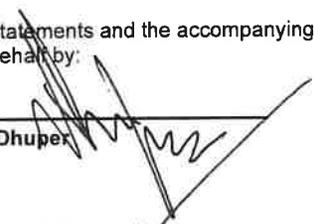
Trading as NIIT WEST AFRICA LIMITED

Financial Statements for the year ended March 31, 2024

Statement of Financial Position as at March 31, 2024

| | Note(s) | 2024 N. '000 | 2023 N. '000 |
|-------------------------------------|---------|-----------------|-----------------|
| Assets | | | |
| Current Assets | | | |
| Trade and other receivables | 9 | 3,852 | 3,016 |
| Cash and cash equivalents | 10 | 19,188 | 12,394 |
| | | 23,040 | 15,410 |
| Equity and Liabilities | | | |
| Equity | | | |
| Share capital | 11 | 11,637 | 11,637 |
| Retained Earning | 12 | 5,902 | (719) |
| | | 17,539 | 10,918 |
| Liabilities | | | |
| Current Liabilities | | | |
| Trade and other payables | 13 | 5,501 | 4,447 |
| Deferred income | | - | 45 |
| | | 5,501 | 4,492 |
| Total Equity and Liabilities | | 23,040 | 15,410 |

The financial statements and the accompanying notes were approved by the Board Of Directors on the May 15, 2024 and were signed on its behalf by:


Kamal Nain Dhuper
Director


Perunkolam Ramakrishnan Subramnian
Director

The accounting policies and the accompanying notes form an integral part of the financial statements.

NIIT WEST AFRICA LIMITED

(Registration number RC:945639)

Trading as NIIT WEST AFRICA LIMITED

Financial Statements for the year ended March 31, 2024

Statement of Changes in Equity

| | Share capital | Retained Earning | Total equity |
|--|---------------|------------------|---------------|
| | N. '000 | N. '000 | N. '000 |
| Balance at April 1, 2022 | 11,637 | 265 | 11,902 |
| Loss for the year | - | (984) | (984) |
| Other comprehensive income | - | - | - |
| Total comprehensive Loss for the year | - | (984) | (984) |
| Balance at April 1, 2023 | 11,637 | (719) | 10,918 |
| Profit for the year | - | 6,621 | 6,621 |
| Other comprehensive income | - | - | - |
| Total comprehensive income for the year | - | 6,621 | 6,621 |
| Balance at March 31, 2024 | 11,637 | 5,902 | 17,539 |

The accounting policies and the accompanying notes form an integral part of the financial statements.

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Financial Statements for the year ended March 31, 2024

Statement of Cash Flows

| | Note(s) | 2024 N. '000 | 2023 N. '000 |
|---|---------|-----------------|-----------------|
| Cash flows from operating activities | | | |
| Cash generated from/(used in) operations | 14 | 8,467 | 198 |
| Tax Paid | | (1,673) | (1,350) |
| Net cash (used in) / generated from operating activities | | 6,794 | (1,152) |
| Total cash movement for the year | | | |
| Cash at the beginning of the year | | 12,394 | 13,546 |
| Total cash at end of the year | 10 | 19,188 | 12,394 |

The accounting policies and the accompanying notes form an integral part of the financial statements.

NIIT WEST AFRICA LIMITED

(Registration number RC:945639)

Trading as NIIT WEST AFRICA LIMITED

Financial Statements for the year ended March 31, 2024

Notes to the Financial Statements

1. Presentation of Financial Statements

1.1 General Information

NIIT WEST AFRICA LIMITED is an indigenous Company situated at 27 Ogunlowo Street Off Obafemi Awolowo Way Ikeja, Lagos. The Company was incorporated on April 1, 2011 and commenced operations on January 1, 2012.

The principal activities of the Company involves Information Technology Education.

A. Basis of preparation

The financial statements have been prepared in accordance with Companies and Allied Matters Act of Nigeria, 2020, International Financial Reporting Standards and the Financial Reporting Council of Nigeria Act, No. 6, 2011. The financial statements have been prepared on the historical cost basis, and incorporate the principal accounting policies set out below.

B. Functional and presentational currency

The financial statements of NIIT WEST AFRICA LIMITED are presented in Naira, which is the Company's functional currency.

C. Basis of measurement

The financial statements have been prepared on historical cost basis except for the fair value basis applied in certain property, plant and equipment. All values are rounded to the nearest thousand ('000), except where otherwise indicated.

1.2 Critical accounting estimates and judgments

The preparation of financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in the note.

The Company makes certain estimates and assumptions regarding the future. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The judgments that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

A. Judgments

i. CGU Determination

Identification of an asset's cash-generating unit under IAS 36 involves judgment. If the recoverable amount cannot be determined for an individual asset, management identifies the lowest aggregation of assets that generate largely independent cash inflows. Management has determined that there are two CGUs for impairment testing purposes.

ii. Components

In applying IAS 16 for the recognition of property, plant and equipment, management applies judgment to determine aggregation of assets. The Standard does not prescribe the unit of measure for recognition, or what constitutes an item of property, plant and equipment. Thus, judgment is required in applying the recognition criteria to the Company's specific circumstances. The Company aggregates individually insignificant items, such as small office equipment. Management has determined that there are no significant components to property, plant and equipment that should be segregated.

B. Estimates and Assumptions

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the period of the change, if the change affects that period only; or in the period of the change and future periods, if the change affects both. The estimates and assumptions that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

NIIT WEST AFRICA LIMITED

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Financial Statements for the year ended March 31, 2024

Notes to the Financial Statements

i. Impairment

An impairment loss is recognized for the amount by which an asset's or cash-generating unit's carrying amount exceeds its recoverable amount. To determine the recoverable amount, management estimates expected future cash flows from each asset or cash-generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. In the process of measuring expected future cash flows management makes assumptions about future operating results. These assumptions relate to future events and circumstances. The actual results may vary, and may cause significant adjustments to the Company's assets within the next financial year. In most cases, determining the applicable discount rate involves estimating the appropriate adjustment to market risk and the appropriate adjustment to asset-specific risk factors.

ii. Useful Lives of Depreciable Assets

Management reviews the useful lives of depreciable assets including property, plant and equipment and intangible assets at each reporting date based on the expected utility of the assets to the Company. Actual results, however, may vary due to technical obsolescence. Details of the property, plant and equipment and intangible assets useful lives are provided.

iii. Contingencies

By their nature, contingencies will only be resolved when one or more future events occur or fail to occur. The assessment of contingencies inherently involves the exercise of significant judgment and estimates of the outcome of future events.

1.3 Material accounting policies

The accounting policies set out below have been applied consistently to all periods presented in the financial statements.

A. Property, plant and equipment

i. Recognition and Measurement

Property, plant and equipment is initially recorded at cost being the purchase price and directly attributable cost of acquisition required to bring the asset to the location and condition necessary to be capable of operating in the manner intended by the Company, including appropriate borrowing costs.

Property, plant and equipment are subsequently measured at cost less accumulated depreciation, less any accumulated impairment (losses).

Where an item of property, plant and equipment comprises significant components with different useful lives, the components are accounted for as separate items of property, plant and equipment.

ii. Subsequent Costs

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property, plant and equipment are recognized in profit or loss as incurred.

iii. Gains and Losses on disposal

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount, and are recognized net within gain or loss from disposal of equipment in profit or loss.

iv. Depreciation

Depreciation is recognized in net income and begins when the asset is available for use, when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. Depreciation is provided on a straight line basis over the estimated useful life of the assets as follows:

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| Assets | Rates |
|---------------|---------|
| Motor Vehicle | 4 years |

Depreciation of an asset begins when it is available for use, i.e. when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale (or included in a disposal group that is classified as held for sale) in accordance with IFRS 5 and the date that the asset is derecognized. Therefore, depreciation does not cease when the asset becomes idle or is retired from active use unless the asset is fully depreciated. Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted if appropriate.

B. Cash and Cash Equivalents

Cash and cash equivalents includes cash on hand, deposits at call with banks, other short-terms highly liquid investments with original maturities of three months or less. For cash flow statement presentation purposes, cash and cash equivalents includes bank overdrafts.

C. Financial Instruments. Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument. Financial assets and financial liabilities are measured initially at fair value plus directly attributable transactions costs, except for financial assets and financial liabilities carried at fair value through profit or loss, which are measured initially at fair value.

Financial assets and financial liabilities are measured subsequently depending on their classification as discussed below.

Financial Assets

i. Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and other short-term highly liquid bank deposits with an original maturity of three months or less

ii. Money market cash deposits.

Money market cash deposits comprise bank deposits with an original maturity of more than three months but less than one year and these are disclosed within current investments

iii. Loans and Receivables

Cash and cash equivalents, trade and other receivables and loans that have fixed or determinable payments that are not quoted in an active market are classified as loans and receivables.

Loans and receivables are initially recognized at the fair value and subsequently carried at amortized cost using the effective interest rate method, less provision for impairment. Impairment provisions are recognised when there is objective evidence (such as significant financial difficulties on the part of the counterparty or default or significant delay in payment) that the Company will be unable to collect all of the amounts due under the terms receivable, the amount of such a provision being the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired receivable. For trade receivables, which are reported net; such provisions are recorded in a separate allowance account with the loss being recognised within administrative expenses in the Statement of Profit or Loss and Other Comprehensive Income.

On confirmation that the trade receivable will not be collectable, the gross carrying value of the asset is written off against the associated allowance. Receivables that are not considered to be individually impaired are reviewed for impairment in groups, which are determined by reference to the industry and region of a counterparty and other shared credit risk characteristics. The impairment loss estimate is then based on recent historical counterparty default rates for each identified group. The Company does not have any financial assets classified as Fair Value through Profit or Loss, Held to Maturity and Available-for-Sale financial asset.

Financial Liabilities

The Company's financial liabilities include bank indebtedness, trade and other payables and loans. These are classified as Other Financial Liabilities and are measured at fair value on initial recognition, net of transactions costs and subsequently at amortized cost using the effective interest rate method.

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The Company does not have any financial liabilities classified as Fair Value through Profit or Loss.

D. Provisions

Provisions are recognized for liabilities of uncertain timing or amount that have arisen as a result of past transactions, including legal or constructive obligations. The provision is measured at the best estimate of the expenditure required to settle the obligation at the reporting date.

Legal and other disputes

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of obligation. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risk and the uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of time value of money is material).

When some or all the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that the reimbursement will be received and the amount of the receivable can be measured reliably.

E. Current and deferred income taxes

NIIT WEST AFRICA LIMITED's liability for current tax is calculated using rates that have been enacted or substantively enacted at the balance sheet date. Education tax is charged at 2% of the assessable profits.

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are measured at the amount expected to be recovered from or paid to the taxation authorities. This amount is determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting or taxable profit or loss.

Recognition of deferred tax assets for unused tax (losses), tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available which allow the deferred tax asset to be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

The amount of the deferred tax asset or liability is measured at the amount expected to be recovered from or paid to the taxation authorities. This amount is determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date and are expected to apply when the liabilities / (assets) are settled / (recovered).

F. Share Capital

Share capital represents shares that have been issued by the Company measured at the proceeds received, net of direct issue costs. Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's ordinary shares are classified as equity instruments.

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G. Revenue Recognition

The revenue in respect of sale of courseware including technical information and reference material and other goods are recognized on dispatch / delivery of the material to the customer. TIRM fee is recognized when the related technical information material is dispatched to the business partner. In respect of Software projects/Service revenue is recognized proportionately on the Completion of the agreed milestone with the customer. Interest on bank deposits is recognized on accrual basis.

The Company's presentation currency is the Naira (N.). The functional currency of the Company is the Naira.

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded at the rates of exchange prevailing at the dates of the transactions. At each statement of financial position date, foreign currency monetary assets and liabilities are translated using the reporting date foreign exchange rate. Foreign currency non-monetary assets and liabilities are translated using the historical rate on the date of the transaction. Non-monetary assets and liabilities that are stated at fair value are translated using the historical rate on the date that the fair value was determined. All gains and losses on translation of these foreign currency transactions are included in the Statement of Comprehensive Income.

H. Financial risk factors

i. Currency risk

The Company operates internationally and is exposed to currency risk arising from various currency exposures, primarily with respect to the US Dollar. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities. The Company's risk management policy is the use of Letters of Credit (LC) to manage their foreign exchange risk arising from commercial transactions, recognised assets and liabilities.

ii. Interest rate

Interest rate is the risk associated with NIIT WEST AFRICA LIMITED fixed-rate instruments in a changing interest rate environment. The Company is exposed to interest rate risk as a result of its cash and cash equivalent items. The absence of financial debts issued by the Company puts it in a non-exposure position to fair value interest rate risk.

iii. Liquidity risk

It is the risk that the Company will encounter difficulty in meeting its financial obligation as they fall due. The Company actively maintains a mixture of long-term and short-term committed facilities designed to ensure the Company has sufficient funds available for operations and planned investment.

The Company policy is to ensure that it will always have sufficient cash to allow it meet its liabilities when they become due. The ultimate responsibility for liquidity risk management rest with the board of directors which has established an appropriate liquidity risk management framework for the management of entity's short, medium and long term funding and liquidity requirement. The Company's risk to liquidity is a result of the funds available to cover future commitments and credit facilities.

iv. Credit risk

The Company has no significant concentrations of credit risk. It has policies in place to ensure that sales of products are made to customers with an appropriate credit history. The Company has policies that limit the amount of credit exposure to any particular customer.

v. Capital risk management

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders, as well as maintaining an optimal capital structure to reduce overall cost of capital. In order to maintain this optimal structure, the Company may adjust the amount of dividends paid, issue new shares, and return capital to shareholders or assets to reduce net debt.

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Notes to the Financial Statements

2. New Standards and Interpretations

2.1 Standards and interpretations not yet effective

The Company has chosen not to early adopt the following standards and interpretations, which have been published and are mandatory for the Company's accounting periods beginning on or after April 1, 2024 or later periods:

Amendments to IFRS 10 and IAS 28: Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

If a parent loses control of a subsidiary which does not contain a business, as a result of a transaction with an associate or joint venture, then the gain or loss on the loss of control is recognised in the parents' profit or loss only to the extent of the unrelated investors' interest in the associate or joint venture. The remaining gain or loss is eliminated against the carrying amount of the investment in the associate or joint venture. The same treatment is followed for the measurement to fair value of any remaining investment which is itself an associate or joint venture. If the remaining investment is accounted for in terms of IFRS 9, then the measurement to fair value of that interest is recognised in full in the parents' profit or loss.

The effective date of the amendment is to be determined by the IASB.

It is unlikely that the amendment will have a material impact on the Company's financial statements.

IFRS 15 Revenue from Contracts with Customers

IFRS 15 supersedes IAS 11 Construction contracts; IAS 18 Revenue; IFRIC 13 Customer Loyalty Programmes; IFRIC 15 Agreements for the construction of Real Estate; IFRIC 18 Transfers of Assets from Customers and SIC 31 Revenue - Barter Transactions Involving Advertising Services.

The core principle of IFRS 15 is that an entity recognises revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. An entity recognises revenue in accordance with that core principle by applying the following steps:

- Identify the contract(s) with a customer
- Identify the performance obligations in the contract
- Determine the transaction price
- Allocate the transaction price to the performance obligations in the contract
- Recognise revenue when (or as) the entity satisfies a performance obligation.

IFRS 15 also includes extensive new disclosure requirements.

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| | 2024 N. '000 | 2023 N. '000 |
|--|-----------------|-----------------|
| 3. Revenue | | |
| Sales of education and training materials | 15,934 | 14,078 |
| 4. Other non operating income | | |
| Other recoveries | - | 3,000 |
| Gain on foreign currency translation and transaction | 7,159 | - |
| | 7,159 | 3,000 |
| 5. Employee costs | | |
| Employee costs | | |
| Salaries, Wages and Bonus | 8,450 | 7,514 |
| Staff Welfare | 102 | 167 |
| | 8,552 | 7,681 |
| 6. Operating expenses | | |
| The following items are included within operating expenses: | | |
| Auditors remuneration | 2,000 | 2,000 |
| Bank charges | 18 | 28 |
| Consulting and professional fees | 2,999 | 2,035 |
| Loss on foreign Exchange | - | 112 |
| Insurance | 138 | 138 |
| Rates and Taxes | - | 3,680 |
| Printing and stationery | - | 15 |
| Repairs and maintenance | 114 | 45 |
| Telephone and fax | 445 | 401 |
| Travel - local | 533 | 577 |
| | 6,247 | 9,031 |
| 7. Taxation | | |
| Major components of the tax expense | | |
| Current | | |
| Tax Credit | 1,673 | 1,350 |

The company is exempted from Inome and Education Tax in compliance with Finance Act on Turnover below N25 million

8. Property, plant and equipment

| | 2024 | | | 2023 | | |
|----------------|---------------------|--------------------------|----------------|---------------------|--------------------------|----------------|
| | Cost or revaluation | Accumulated depreciation | Carrying value | Cost or revaluation | Accumulated depreciation | Carrying value |
| Motor vehicles | 3,145 | (3,145) | - | 3,145 | (3,145) | - |

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| | 2024 N. '000 | 2023 N. '000 |
|---|-----------------|-----------------|
| 9. Trade and other receivables | | |
| Trade receivables | 3,852 | 3,016 |
| Split between non-current and current portions | | |
| Current assets | 3,852 | 3,016 |
| 10. Cash and cash equivalents | | |
| Cash and cash equivalents consist of: | | |
| Cash on hand | - | 1,807 |
| Bank balances | 19,188 | 10,587 |
| | 19,188 | 12,394 |
| 11. Share capital | | |
| Authorised | | |
| 10,000,000 ordinary shares of N1.00 each | 10,000 | 10,000 |
| Issued | | |
| 10,000,000 Ordinary shares of N 1.00 each | 10,000 | 10,000 |
| Share premium | 1,637 | 1,637 |
| | 11,637 | 11,637 |
| 12. Retained earnings | | |
| Balance as at April 1 | (719) | 265 |
| Total comprehensive income for the year | 6,621 | (984) |
| Balance as at March 31 | 5,902 | (719) |
| 13. Trade and other payables | | |
| Trade payables | 5,152 | 4,270 |
| Advance from customers | 15 | 15 |
| Amount due to staff | 165 | 71 |
| Other payables | 169 | 91 |
| | 5,501 | 4,447 |
| 14. Cash generated from operations | | |
| Profit/(loss) before taxation | 8,294 | 366 |
| Changes in working capital: | | |
| Trade and other receivables | (836) | 473 |
| Trade and other payables | 1,054 | (399) |
| Deferred income | (45) | (242) |
| | 8,467 | 198 |

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| | 2024 N. '000 | 2023 N. '000 |
|---|-----------------|-----------------|
| 15. Earnings per share | | |
| Basic earnings (loss) per share | | |
| From continuing operations (N per share) | 0.66 | (0.10) |
| Basic earnings per share was based on(loss) / earnings of N.5521 - (2023: N. (984)-) and a weighted average number of ordinary shares of 10,000,000 (2023: 10,000,000). | | |
| Reconciliation of profit or loss for the year to basic earnings | | |
| Profit or loss for the year attributable to equity holders of the parent | 6,621 | (984) |
| Adjusted for: | | |
| Diluted earnings (loss) per share | | |
| From continuing operations (N per share) | 0.66 | (0.10) |
| Reconciliation of basic earnings to earnings used to determine diluted earnings per share | | |
| Basic earnings (loss) | 6,621 | (984) |
| Adjusted for: | | |

16. Related parties

Relationships
Holding company

NIIT Limited India(Till March 31, 2022)NIIT Learning Systems Limited, India (w.e.f. April 01, 2022)NIIT Learning Systems Limited (Formerly known asMind Champion Learning Systems Limited,namechanged w.e.f January 18 2022)Refer to note 10 on Directors Report for details ofchange

Related party balances

Amounts included in Trade receivable (Trade Payable) regarding related parties

| | | |
|---------------------------|-------|-------|
| NIIT Limited (Netherland) | 2,162 | 1,621 |
| NIIT Limited | 1,690 | 1,395 |

17. Comparative figures

Certain comparative figures have been reclassified.

18. Going concern

The financial statements have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

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| 2024 | 2023 |
|---------|---------|
| N. '000 | N. '000 |

19. Risk management

Capital risk management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholder and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the Company consists of debt, which includes the borrowings (excluding derivative financial liabilities) disclosed in notes cash and cash equivalents disclosed in note 10, and equity as disclosed in the statement of financial position.

There are no externally imposed capital requirements.

There have been no changes to what the entity manages as capital, the strategy for capital maintenance or externally imposed capital requirements from the previous year.

Financial risk management

The Board of directors reviews and agrees policies for managing each of these risks which are summarized below:

(a) Trade receivables

Customer credit risk is managed subject to the Company's established policies, procedure and controls relating to customer credit risk management. Credit quality of the customer is assessed based on an extensive credit rating process and individual credit limit are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored by the sales, finance and internal audit units.

The credit risk on liquid funds is limited because the counterparties are banks with high credit rating assigned both local and international credit rating agencies.

(b) Cash and short term deposit

Credit risk from balances with banks and financial institutions is managed by NIIT WEST AFRICA LIMITED treasury function in accordance with the Company's policy. Investment of surplus fund is made with approved counterparties and within credit limit assigned to each counter party.

Counterparty credit limit are reviewed by the Company's Board of Directors on an annual basis and may be updated throughout the year subject to approval of the Company's finance committee. The limit is set to minimise the concentration of risks and therefore mitigate financial loss through potential counter party's failure. NIIT WEST AFRICA LIMITED's maximum exposure for credit risk for the component of the statement of financial position at March 31, 2024 is the carrying amount as indicated in the statement of financial position.

Liquidity risk

The Company's risk to liquidity is a result of the funds available to cover future commitments. The Company manages liquidity risk through an ongoing review of future commitments and credit facilities.

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| 2024 | 2023 |
|---------|---------|
| N. '000 | N. '000 |

19. Risk management (continued)

Credit risk

Credit risk consists mainly of cash deposits, cash equivalents, derivative financial instruments and trade debtors. The company only deposits cash with major banks with high quality credit standing and limits exposure to any one counter-party.

Trade receivables comprise a widespread customer base. Management evaluated credit risk relating to customers on an ongoing basis. If customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, risk control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set based on internal or external ratings in accordance with limits set by the board. The utilisation of credit limits is regularly monitored. Sales to retail customers are settled in cash or using major credit cards. Credit guarantee insurance is purchased when deemed appropriate.

Foreign exchange risk

The Company operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the US dollar and the UK pound. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

Management has set up a policy to require group companies to manage their foreign exchange risk against their functional currency. The group companies are required to hedge their entire foreign exchange risk exposure with the Company treasury. To manage their foreign exchange risk arising from future commercial transactions and recognised assets and liabilities, entities in the Company use forward contracts, transacted with Company treasury. Foreign exchange risk arises when future commercial transactions or recognised assets or liabilities are denominated in a currency that is not the entity's functional currency.

The Company reviews its foreign currency exposure, including commitments on an ongoing basis. The company expects its foreign exchange contracts to hedge foreign exchange exposure.

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Value Added Statement

| | 2024 | 2024 | 2023 | 2023 |
|---|---------------|------------|--------------|-------------|
| | N. '000 | % | N. '000 | % |
| Value Added | | | | |
| Turnover | 15,934 | | 14,078 | |
| Other operating income | 7,159 | | 2,888 | |
| Bought - in materials and services | (6,247) | | (8,919) | |
| Total Value Added | 16,846 | 100 | 8,047 | 100 |
| Value Distributed | | | | |
| To Pay Employees | | | | |
| Salaries, wages, medical and other benefits | 8,552 | | 7,681 | |
| | 8,552 | 51 | 7,681 | 95 |
| To Pay Government | | | | |
| Income tax | 1,673 | | 1,350 | |
| | 1,673 | 10 | 1,350 | 17 |
| Value retained | | | | |
| Retained (Loss)/Profit | 6,621 | | (984) | |
| | 6,621 | 39 | (984) | (12) |
| Total Value Distributed | 16,846 | 100 | 8,047 | 100 |

Value added is defined as the value created by the activities of a business and its employees and in the case of the Company is determined as revenue less the net operating expenses. The value added statement reports on the calculation of value added and its application among the stakeholders in the Company. This statement shows the total value created and how it was distributed, taking into account the amounts retained and reinvested in the Company for the replacement of assets and development of operations.

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Five Year Financial Summary

| | 2024 N. '000 | 2023 N. '000 | 2022 N. '000 | 2021 N. '000 | 2020 N. '000 |
|---|-----------------|-----------------|-----------------|-----------------|-----------------|
| Condensed Balance Sheet | | | | | |
| Fixed assets | - | - | - | - | 122 |
| Net current assets / (liabilities) | 17,539 | 10,918 | 11,901 | 5,358 | (8,341) |
| | 17,539 | 10,918 | 11,901 | 5,358 | (8,219) |
| Total net assets | 17,539 | 10,918 | 11,901 | 5,358 | (8,219) |
| Financed by: | | | | | |
| Share capital | 11,637 | 11,637 | 11,637 | 11,637 | 11,637 |
| Retained income | 5,902 | (719) | (8,459) | (19,856) | 60,960 |
| Total equity | 17,539 | 10,918 | 3,178 | (8,219) | 72,597 |
| Condensed Income Statement | | | | | |
| Turnover | 15,934 | 14,078 | 14,573 | 22,526 | 22,621 |
| Profit / (loss) before taxation | 8,294 | 11,703 | 10,186 | 11,704 | (74,883) |
| Taxation | (1,673) | (1,350) | (1,463) | (306) | - |
| Profit / (loss) from discontinued operations | 6,621 | 10,353 | 8,723 | 11,398 | (74,883) |
| Profit / (Loss) for the year | 6,621 | 10,353 | 8,723 | 11,398 | (74,883) |
| Retained income (loss) for the year | 6,621 | 10,353 | 8,723 | 11,398 | (74,883) |