

**Independent Auditor's Report on Special purpose Ind AS Financial Statements**

To the Board of Directors of NIIT Learning Systems Limited

**Opinion**

We have audited the accompanying Special purpose Ind AS Financial Statements of NIIT Learning Solutions (Canada) Limited ("the Company"), which comprise the Balance sheet as at March 31 2024, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the Special purpose Ind AS financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Special Purpose Ind AS Financial Statements give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the Special Purpose Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the special purpose Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Special purpose Ind AS financial statements and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Special purpose Ind AS financial statements.

**Responsibility of Management for the Special purpose Ind AS Financial Statements**

The Company's Board of Directors is responsible for the preparation of these Special purpose Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, specified under section 133 of the Act and as more fully explained in the Note 2.1 to these special purpose Ind AS financial statements are for its internal use in relation to preparation of consolidated financial statements of the ultimate parent company. This responsibility also includes maintenance of adequate accounting records for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Special purpose Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.



In preparing the Special purpose Ind AS financial statements, management is 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Special purpose Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Special purpose Ind AS 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 SAs 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 Special purpose Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Special purpose Ind AS 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 management.
- Conclude on the appropriateness of management's 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 Special purpose Ind AS 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 Special purpose Ind AS financial statements, including the disclosures, and whether the Special purpose Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance 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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



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

Chartered Accountants

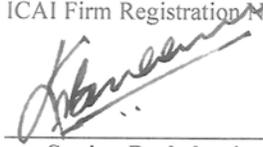
## **Other Matter – Restriction on Use**

Our auditor's report is intended solely for the information and internal use by the management of the Company as specified above in relation to preparation of consolidated financial statements of the ultimate parent company and should not be used, referred to or distributed for any other purpose.

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

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004



per **Sanjay Bachchani**

Partner

Membership Number: 400419

UDIN: 24400419BKFRFB5494

Place of Signature: Gurugram

Date: May 17, 2024



NIIT Learning Solutions (Canada) Limited  
Special Purpose Balance Sheet as at March 31, 2024

(All amounts are in CAD, unless stated otherwise)

	Notes	As at	
		March 31, 2024	March 31, 2023
<b>ASSETS</b>			
<b>Non-current Assets</b>			
Property, plant and equipment	3	11,529	14,498
Intangible assets	4	2,594,653	6,171,317
<b>Financial Assets</b>			
Other financial assets	7 (ii)	275	9,772
Other non-current assets	9	9,349	-
<b>Total non-current assets</b>		<b>2,615,806</b>	<b>6,195,587</b>
<b>Current Assets</b>			
<b>Financial assets</b>			
Loans	7 (i)	-	13,527,000
Trade receivables	7(iii)	3,792,734	2,044,236
Cash and cash equivalents	7(iv)	8,945,811	6,828,141
Other financial assets	7 (ii)	2,630,967	5,366,606
Income tax assets (net)	8(ii)	-	42,161
Other current assets	9	48,472	77,507
<b>Total current assets</b>		<b>15,417,984</b>	<b>27,885,651</b>
<b>Total Assets</b>		<b>18,033,790</b>	<b>34,081,238</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity share capital	10	9,197,260	9,197,260
Other equity	11	2,985,402	18,742,363
<b>TOTAL EQUITY</b>		<b>12,182,662</b>	<b>27,939,623</b>
<b>LIABILITIES</b>			
<b>Non-Current liabilities</b>			
Deferred tax liabilities (net)	8(i)	612,629	184,489
<b>Total non-current liabilities</b>		<b>612,629</b>	<b>184,489</b>
<b>Current liabilities</b>			
<b>Financial Liabilities</b>			
Trade payables	12	2,739,885	3,344,545
Other financial liabilities	13	560,524	474,043
Other current liabilities	14	1,755,895	2,060,629
Income tax liabilities (net)	8(ii)	97,550	-
Provisions	15	84,645	77,909
<b>Total current liabilities</b>		<b>5,238,499</b>	<b>5,957,126</b>
<b>TOTAL LIABILITIES</b>		<b>5,851,128</b>	<b>6,141,615</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>18,033,790</b>	<b>34,081,238</b>

The accompanying notes form an integral part of these special purpose Ind AS financial statements.

As per our report of even date.

For S.R. Batliboi & Associates LLP  
Chartered Accountants  
Firm Registration No.: 101049W/E300004

For Sanjay Bachchani  
Partner  
Membership No. 400419



For and on behalf of the Board of Directors of  
NIIT Learning Solutions (Canada) Limited

P R Subramanian  
Director

Sapnesh Lalla  
Director

Vijay K Thadani  
Director

Place: Gurugram  
Date: May 17, 2024

Place: Atlanta  
Date: May 17, 2024

Place: Gurugram  
Date: May 17, 2024

Place: Gurugram  
Date: May 17, 2024



**NIIT Learning Solutions (Canada) Limited**  
**Special Purpose Statement of Profit and Loss for the year ended March 31, 2024**

(All amounts are in CAD, unless stated otherwise)

	Notes	Year ended	
		March 31, 2024	March 31, 2023
<b>INCOME</b>			
Revenue from operations	16	32,501,606	33,448,638
Other income	17	1,025,839	378,623
<b>Total income</b>		<b>33,527,445</b>	<b>33,827,261</b>
<b>EXPENSES</b>			
Employee benefit expenses	18	5,412,928	4,834,212
Professional & technical outsourcing expenses		7,950,171	8,353,524
Finance costs	19	-	18,429
Depreciation and amortisation expenses	6	3,582,833	4,499,415
Other expenses	20	3,033,568	3,353,980
<b>Total expenses</b>		<b>19,979,500</b>	<b>21,059,560</b>
<b>Profit before Tax</b>		<b>13,547,945</b>	<b>12,767,701</b>
<b>Tax expense:</b>			
-Current Tax	25	3,124,438	3,452,009
-Deferred Tax charge/(credit)	25	428,140	(33,126)
<b>Total tax expense</b>		<b>3,552,578</b>	<b>3,418,883</b>
<b>Profit for the year</b>		<b>9,995,367</b>	<b>9,348,818</b>
<b>Other comprehensive income</b>		-	-
<b>Total comprehensive income for the year</b>		<b>9,995,367</b>	<b>9,348,818</b>
<b>Earnings per equity share (Face value CAD 1 each)</b>	22		
-Basic		1.09	1.02
-Diluted		1.09	1.02

The accompanying notes form an integral part of these special purpose Ind AS financial statements.

As per our report of even date.

For **S.R. Batliboi & Associates LLP**  
Chartered Accountants  
Firm Registration No. 101049W/E300004

*[Signature]*  
per **Sanjay Bachchani**  
Partner  
Membership No. 400419



Place: Gurugram  
Date: May 17, 2024

For and on behalf of the Board of Directors of  
**NIIT Learning Solutions (Canada) Limited**

*[Signature]*      *[Signature]*      *[Signature]*  
**P R Subramanian**      **Sannesh Lalla**      **Vijay K Thadani**  
Director      Director      Director

Place: Atlanta  
Date: May 17, 2024

Place: Gurugram  
Date: May 17, 2024

Place: Gurugram  
Date: May 17, 2024



**NIIT Learning Solutions (Canada) Limited**  
Special Purpose Statement of Cash Flows for the year ended March 31, 2024

(All amounts are in CAD, unless stated otherwise)

	Year ended	
	March 31, 2024	March 31, 2023
<b>Cash Flow from Operating Activities</b>		
Profit before Tax	13,547,945	12,767,701
Adjustment to reconcile profit before tax to net cash flows:		
Depreciation and amortisation	3,582,833	4,499,415
Interest income from deposits with Banks and Financial Institutions	(767,160)	(325,868)
Finance costs	-	18,429
Unrealised foreign exchange (gain)/ loss	(138,723)	157,420
Loss on disposal of property, plant & equipment	-	11,064
<b>Operating loss before working capital changes (net)</b>	<b>16,224,895</b>	<b>17,128,161</b>
Changes in Assets and Liabilities :		
Decrease/ (Increase) in trade receivables	(1,749,467)	20,997
Decrease/ (Increase) in other financial assets	2,767,094	1,832,642
Decrease/ (Increase) in other current assets	19,686	(6,564)
(Decrease)/ Increase in trade payables	(607,968)	(2,529,879)
(Decrease)/ Increase in other financial liabilities	86,481	334,320
(Decrease)/ Increase in current liabilities	(304,734)	(981,967)
(Decrease)/ Increase in Provisions	6,736	12,731
<b>Cash flow from operations</b>	<b>16,442,723</b>	<b>15,810,440</b>
Taxes paid	(2,984,727)	(6,693,058)
<b>Net cash flows generated from Operating activities (A)</b>	<b>13,457,996</b>	<b>9,117,382</b>
<b>Cash Flow from Investing Activities</b>		
Purchase of property, plant and equipment	(3,200)	(15,327)
Development of Internally generated Intangible assets	-	(954,958)
Term Loan received back from / (given to) affiliates during the year	13,670,000	(13,670,000)
Interest received	745,202	325,617
<b>Net cash flows generated from/ (used in) Investing activities (B)</b>	<b>14,412,002</b>	<b>(14,314,668)</b>
<b>Cash Flow from Financing Activities</b>		
Term Loan paid during the year	-	(800,000)
Payment of Lease Liabilities	-	(33,020)
Interest paid	-	(16,436)
Dividend paid to holding Company (refer note 23)	(25,752,328)	-
<b>Net cash flows used in Financing Activities (C)</b>	<b>(25,752,328)</b>	<b>(849,456)</b>
<b>Net increase / (decrease) in Cash &amp; Cash equivalents (A + B + C)</b>	<b>2,117,670</b>	<b>(6,046,742)</b>
Cash and Cash equivalents at the beginning of the year (refer note 7(iv))	6,828,141	12,874,883
<b>Cash and cash equivalents as at the end of the year (refer note 7(iv))</b>	<b>8,945,811</b>	<b>6,828,141</b>

**Notes:**

- Figures in parenthesis indicate cash outflow.
- The statement of cash flows has been prepared using the indirect method as set out in Ind-AS 7, "Statement of Cash flows".

The accompanying notes form an integral part of these special purpose Ind AS financial statements.

As per our report of even date  
For S.R. Batliboi & Associates LLP  
Chartered Accountants  
Firm Registration No.: 101049W/E300004

per Sanjay Bachchani  
Partner  
Membership No. 400419



Place: Gurugram  
Date: May 17, 2024

For and on behalf of the Board of Directors of  
NIIT Learning Solutions (Canada) Limited

*(Handwritten signatures of P R Subramanian, Sapnesh Lalla, and Vijay K Thadani)*

P R Subramanian  
Director

Sapnesh Lalla  
Director

Vijay K Thadani  
Director

Place: Atlanta  
Date: May 17, 2024

Place: Gurugram  
Date: May 17, 2024

Place: Gurugram  
Date: May 17, 2024



**NIIT Learning Solutions (Canada) Limited**  
**Special Purpose Statement of Changes in Equity for the year ended March 31, 2024**

(All amounts are in CAD, unless stated otherwise)

**a) Equity share capital (Refer note 10)**  
**For the year ended March 31, 2024**

Particulars	No. of shares	Amount
(Equity share of CAD 1 each issued, subscribed and fully paid up)		
Balance as at April 1, 2022	9,197,260	9,197,260
Issue of share capital during the year	-	-
Balance as at March 31, 2023	9,197,260	9,197,260
Issue of share capital during the year	-	-
Balance as at March 31, 2024	9,197,260	9,197,260

**b) Other equity (Refer note 11)**  
**Reserves & Surplus**

Particulars	Retained Earnings
Balance as at April 1, 2022	9,393,545
Profit for the year	9,348,818
Balance as at March 31, 2023	18,742,363
Profit for the year	9,995,367
Dividend paid to Holding Company	(25,752,328)
Balance as at March 31, 2024	2,985,402

The accompanying notes form an integral part of these special purpose Ind AS financial statements.

As per our report of even date.

For S.R. Batliboi & Associates LLP  
 Chartered Accountants  
 Firm Registration No. 101049W/E300004

per Sanjay Bachchani  
 Partner  
 Membership No. 400419



Place: Gurugram  
 Date: May 17, 2024

For and on behalf of the Board of Directors of  
 NIIT Learning Solutions (Canada) Limited

P R Subramanian  
 Director

Place: Atlanta  
 Date: May 17, 2024

Sapnesh Lalla  
 Director

Place: Gurugram  
 Date: May 17, 2024

Vijay K Thadani  
 Director

Place: Gurugram  
 Date: May 17, 2024



**NIIT Learning Solutions (Canada) Limited**  
**Notes to the Special Purpose Financial Statements for the year ended March 31, 2024**

**1 Corporate Information**

NIIT Learning Solutions (Canada) Ltd, Canada (the Company) is domiciled and incorporated under the laws of province of British Columbia, Canada on March 10, 2016 and a wholly owned subsidiary of NIIT Ireland Limited, a leading global talent management Company is in the learning business providing services to customers in Canada. The registered place of business of the Company is : 1200, Waterfront Center, 200, Burrard Street, Vancouver BC V6C3L6, Canada.

These special purpose financial statements were approved for issue by the board of directors on May 17, 2024.

**2 Material Accounting Policies**

This note provides a list of the material accounting policies adopted in the preparation of these special purpose Ind AS financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

**2.1 Basis of preparation**

**(i) Compliance with Ind AS**

These special purpose Ind AS financial statements has been prepared in accordance with Indian Accounting Standards ('Ind AS') notified under section 133 of the companies Act, 2013 (the Act) read together with the Companies (Indian Accounting Standards) Rules as amended from time to time. These special purpose Ind AS financial statements have been prepared by the management solely for its internal use in preparing their consolidated financial statements of its ultimate parent company.

All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such services rendered, the company has considered an operating cycle of 12 months.

**(ii) Historical cost convention**

These special purpose Ind AS financial statements have been prepared on a historical cost basis, except for the following:

- Financial assets and liabilities are measured at fair value or amortised cost.

**2.2 Foreign currency translation**

Foreign currency transactions and balances

**(i) Initial recognition**

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

**(ii) Conversion**

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items, which are measured in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

**(iii) Exchange differences**

The resultant translation adjustment is charged to the Statement of Profit and Loss.

Foreign currency assets/ liabilities covered by forward contracts are stated at the forward contract rate and differences between the forward rate and the exchange rate at the inception of the forward contract are recognised to the Statement of Profit and Loss over the life of the respective contracts.

**2.3 Revenue recognition**

Revenue is measured on transaction price of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade allowances, rebates, discounts and taxes.

When two or more revenue generating activities or deliverables are provided under a single arrangement, each deliverable that is considered to be a separate deliverable is accounted separately. Where the contracts include multiple performance obligations, the transaction price is allocated to each performance obligation based on the standalone selling prices in accordance with the principles given in Ind AS 115. Where the standalone selling prices are not directly observable, these are estimated based on expected cost plus margin or residual method to allocate the total transaction price. In cases of residual method, the standalone selling price is estimated by reference to the total transaction price less the sum of the observable standalone selling prices of other goods or services promised in the contract.



## NIIT Learning Solutions (Canada) Limited

### Notes to the Special Purpose Financial Statements for the year ended March 31, 2024

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.

In respect of fixed price contracts, revenue is recognised based on the technical evaluation of utilization of services as per the proportionate completion method when no significant uncertainty exists regarding the amount of consideration that will be determined from rendering the service. The customer pays the fixed amount based on a payment schedule. If the services rendered by the Company exceed the payment, a contract asset is recognised. If the payment exceed the services rendered, a contract liability is recognised. Revenue from training is recognised over the period of delivery. The foreseeable losses on completion of contract, if any, are provided for. Revenue in respect of sale of courseware is recognised when the significant risks and rewards of ownership in it are transferred to the buyer as per the terms of the contracts.

Estimates of revenues, costs or extent of progress towards completion are revised if circumstances change. Any resulting increase or decrease in estimated revenues or costs are reflected in profit or loss in the period in which the circumstances that give rise to the revision become known to management. Revenue from training services is recognised over the period of the course programs as the case may be. For fixed-price contracts, revenue is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided (percentage of completion method). Revenue from time and material contracts is recognised as the related services are performed.

On certain contracts, where the Company acts as agent, only commission and fees receivable for services rendered are recognised as revenue.

Any third party costs incurred on behalf of the principal that are rechargeable under the contractual arrangement are not included in revenue. Revenue recognized but not billed to customers is classified either as contract assets or unbilled receivables in the consolidated balance sheet. Contract assets primarily relate to unbilled amounts on those contracts utilizing the cost to cost method of revenue recognition and right to consideration is not unconditional. Contract assets are recognized where there is excess of revenue over the billings. Unbilled receivables represent contracts where right to consideration is unconditional (i.e. only the passage of time is required before the payment is due). A contract liability arises when there is excess billing over the revenue recognized.

#### 2.4 Other Income

Other income mainly comprises interest income on bank and other deposits and exchange differences.

#### 2.5 Income Tax

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred taxes are recognised in statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

##### Current income taxes

The current income tax expense includes income taxes payable by the Company. The current tax payable by the Company is income tax payable on worldwide income after taking credit for tax relief available.

Advance taxes and provisions for current income taxes are presented in the balance sheet after off-setting advance tax paid and income tax provision.

##### Deferred income taxes

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.



**NIIT Learning Solutions (Canada) Limited**  
**Notes to the Special Purpose Financial Statements for the year ended March 31, 2024**

**2.6 Leases**

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

**(a) Company as a lessee**

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative standalone price of the lease component and the aggregate standalone price of the non-lease components.

**Right-of-use assets**

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

**Lease liabilities**

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the company changes its assessment to whether it will exercise an extension or a termination option.

Lease liability and Right-of-use assets have been separately presented in the Balance Sheet and Lease payments have been classified as financing cash flows.

**2.7 Trade receivables**

Trade receivables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

**2.8 Property, plant and equipment and Depreciation**

The Company had applied for the one-time transition exemption of considering the carrying cost on the transition date i.e. April 1, 2016 as the deemed cost under Ind AS, regarded thereafter as historical cost

Property, plant & equipments are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs (if capitalization criteria are met) and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Depreciation on property, plant & equipment is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management. The identified components are depreciated over their useful lives, the remaining asset is depreciated over the life of the principal asset. The Company has used the following rates to provide depreciation on its property, plant & equipment:

Description of Assets	Useful life
Plant and Equipment including:	
- Computers, Printers and related Accessories	3 years
- Computer Servers and Networks	5 years
- Air Conditioners	10 years
Office Equipment	5 years
Furniture & Fixtures	7 years
Leasehold Improvements	3-5 years or lease period, whichever is lower



## NIIT Learning Solutions (Canada) Limited

Notes to the Special Purpose Financial Statements for the year ended March 31, 2024

### 2.9 Intangible assets

Intangible Assets are stated at cost, net of accumulated amortisation and accumulated impairment losses, if any.

#### Contents / Softwares / Platform - Internally generated

Expenditure on research activities is recognised as an expense in the period in which it is incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Company are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the development so that it will be available for use;
- management intends to complete the content/products and use or sell it;
- there is an ability to use or sell the content/products;
- it can be demonstrated how the content/products will generate probable future economic benefits;
- adequate technical, financial and other resources to complete the development and to use or sell the content/products are available, and
- the expenditure attributable to the software during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the intangible include employee costs and an appropriate portion of relevant overheads.

Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for use.

#### Amortisation methods and periods

Intangible assets are amortised on a straight line basis over their estimated useful lives which are as follows:

Particulars	Useful Life
Internally Generated (Content and products)	3-5 Years

### 2.10 Investments and other financial assets

#### i) Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income.

#### ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

#### iii) Impairment of financial assets

The Company recognises lifetime expected credit losses (ECL) for trade receivables and contract assets. The expected credit losses on these financial assets are estimated using a provision matrix 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.

For all other financial instruments, the Company recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.



## NIIT Learning Solutions (Canada) Limited

### Notes to the Special Purpose Financial Statements for the year ended March 31, 2024

#### iv) Derecognition of financial assets

A financial asset is derecognised only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

#### 2.11 Employee Benefits

##### Pension fund

The Company makes defined contribution to a government administered pension fund towards its pension plan on behalf of its employees. The Company has no further obligations beyond its monthly contributions and the contribution towards Employee Pension Scheme is charged to Statement of Profit and Loss.

##### Compensated Absences

Liability in respect of compensated absences is provided for both encashable leave and those expected to be availed. Accumulated compensated absences, not exceeding 5 days per calendar year, are carried forward to the next calendar year and can be availed or encashed on separation. The obligation towards the same is measured on the basis of actuarial valuation at the year end.

#### 2.12 Financial liabilities

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The subsequent measurement of financial liabilities depends on their classification, as described below:

##### Financial liabilities at fair value through profit or loss

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. Changes in fair value of such liability are recognized in the statement of profit or loss.

##### Financial liabilities at amortized cost

The Company's financial liabilities at amortized cost are initially recognized at net of transaction costs and includes trade payables, borrowings including bank overdrafts and other payables.

After initial recognition, financial liabilities are subsequently measured at amortized cost using the effective interest rate (EIR) method except for deferred consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. Gains and losses are recognized in the statement of profit and loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

##### Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

#### 2.13 Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.



## NIIT Learning Solutions (Canada) Limited

### Notes to the Special Purpose Financial Statements for the year ended March 31, 2024

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Disclosure of third party claims are made on merits where management foresees possibilities of any outflow of resources.

#### 2.14 Cost Recognition

Costs and expenses are recognised when incurred and have been classified according to their primary nature. The costs of the Company are broadly categorised in Professional & technical outsourcing expenses, employee benefit expenses, depreciation and amortisation, finance cost and other expenses. Professional & technical outsourcing expenses include service and delivery charges including any incidental expenses thereto. Employee costs include employee compensation, allowances paid, contribution to various funds and staff welfare expenses. Other expenses majorly include rental, travelling and conveyance, legal and professional fees, marketing and advertising expenses, management cost recovery by parent company, allowances for expected credit loss and other expenses.

#### 2.15 Earnings Per Share

The earnings considered in ascertaining the Company's Earnings per share ('EPS') comprises the Net Profit after Tax. The number of shares used in computing the Basic EPS is the weighted average number of shares outstanding during the period. The Diluted EPS is calculated on the same basis as Basic EPS, after adjusting for the effects of potential Dilutive Equity Shares unless impact is anti-dilutive.

#### 2.16 Dividends

The dividends are recorded as a liability on the date of declaration by the Company's Board of Directors.

The Company declares and pays dividends in CAD. Companies are required to pay/distribute dividend after deducting applicable taxes.

#### 2.17 Cash and Cash Equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and cash in hand and short-term investments with an original maturity of three months or less that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

#### 2.18 Critical accounting estimates and judgements

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively. Information about significant areas of estimation/uncertainty and judgements in applying accounting policies that have the most significant effect on the financial statements are as follows:

Note 2.8 - measurement of useful life and residual values of property, plant and equipment and intangible assets.

Note 2.10 - fair value measurement of financial instruments.

Note 2.5 - judgement required to determine probability of recognition of deferred tax assets.

There are no assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year.

#### 2.19 Standards notified but not yet effective

There are no standards that are notified and not yet effective as on date.



NIIT Learning Solutions (Canada) Limited

Notes to the Special Purpose Financial Statements for the year ended March 31, 2024

(All amounts are in CAD, unless stated otherwise)

3 Property, Plant and equipment

Particulars	Plant & Equipments	Leasehold Improvements	Furniture & Fixtures	Office Equipments	Total
<b>Gross Carrying Amount</b>					
As at April 1, 2022	166,953	32,243	45,597	2,487	247,280
Additions	15,326	-	-	-	15,326
Disposals	124,613	32,243	45,597	2,487	204,940
As at March 31, 2023 (A)	57,666	-	-	-	57,666
<b>Accumulated Depreciation</b>					
As at April 1, 2022	155,134	32,243	32,516	2,404	222,297
Depreciation charge during the year	10,695	-	3,969	83	14,747
Disposals	122,661	32,243	36,485	2,487	193,876
As at March 31, 2023 (B)	43,168	-	-	-	43,168
Net Carrying Amount (A-B)	14,498	-	-	-	14,498
<b>Gross Carrying Amount</b>					
As at April 1, 2023	57,666	-	-	-	57,666
Additions	3,200	-	-	-	3,200
Disposals	39,438	-	-	-	39,438
As at March 31, 2024 (C)	21,428	-	-	-	21,428
<b>Accumulated Depreciation</b>					
As at April 1, 2023	43,168	-	-	-	43,168
Depreciation charge during the year	6,169	-	-	-	6,169
Disposals	39,438	-	-	-	39,438
As at March 31, 2024 (D)	9,899	-	-	-	9,899
Net Carrying Amount (C-D)	11,529	-	-	-	11,529

4 Intangible Assets\*

Particulars	Internally Generated Contents / Softwares / Platform	Total Intangibles Assets
<b>Gross Carrying Amount</b>		
As at April 1, 2022	18,458,448	18,458,448
Additions	954,958	954,958
As at March 31, 2023 (A)	19,413,406	19,413,406
<b>Accumulated Amortisation</b>		
As at April 1, 2022	8,786,378	8,786,378
Amortisation charge for the year	4,455,711	4,455,711
As at March 31, 2023 (B)	13,242,089	13,242,089
Net Carrying Amount (A-B)	6,171,317	6,171,317
<b>Gross Carrying Amount</b>		
As at April 1, 2023	19,413,406	19,413,406
Additions	-	-
As at March 31, 2024 (C)	19,413,406	19,413,406
<b>Accumulated Amortisation</b>		
As at April 1, 2023	13,242,089	13,242,089
Amortisation charge for the year	3,576,664	3,576,664
As at March 31, 2024 (D)	16,818,753	16,818,753
Net Carrying Amount (C-D)	2,594,653	2,594,653

\*Intangible assets include development costs for Content development and Platform development.

4.1 Intangible Assets under Development

During the previous year, the Company internally developed course modules in the name of - Realtor Success Platform Services (RSP). This product would offer to fill an industry gap around continued education of Realtors post RECO completion and provide a platform to the brokerages to manage all their training and compliance needs. The costs incurred during the previous year towards the development are as follows:

Description	As at	
	March 31, 2024	March 31, 2023
Opening Intangible assets under development	-	-
Add:-Expenditure during the year	-	-
Professional and technical outsourcing expenses	-	953,029
Other Expenses	-	1,929
Less:-Intangible assets capitalised during the year	-	954,958
Closing Intangible assets under development	-	-



**NIIT Learning Solutions (Canada) Limited**

Notes to the Special Purpose Financial Statements for the year ended March 31, 2024

(All amounts are in CAD, unless stated otherwise)

**5 Leases**

5(i) Aggregate amounts during the year for short term leases in respect of equipment's, and premises for office and amounts to CAD 14,400 (Previous year CAD 33,933) (refer note 20).

5(ii) The following are the carrying amount of right-of-use assets recognised and movement during the year and previous year :-

Particulars	Total
As at April 1, 2022	28,957
Additions	-
Depreciation	(28,957)
<b>As at March 31, 2023</b>	-
As at April 1, 2023	-
Additions	-
Depreciation	-
<b>As at March 31, 2024</b>	-

The following are the carrying amount of Lease liabilities and movement during the year and previous year :-

Particulars	Total
As at April 1, 2022	32,591
Additions	-
Accretion of interest (refer note 19)	429
Payments (Including Interest of CAD 429)	(33,020)
<b>As at March 31, 2023</b>	-
As at April 1, 2023	-
Additions	-
Accretion of interest	-
Payments	-
<b>As at March 31, 2024</b>	-

The following are the amounts recognised in the statement of profit or loss:

Particulars	Year ended	
	March 31, 2024	March 31, 2023
Depreciation expense on right-of-use assets	-	28,957
Interest expense on lease liabilities	-	429
<b>Total</b>	-	<b>29,386</b>

**6 Depreciation And Amortization Expenses**

Depreciation on Property, Plant and Equipment (refer note 3)

Amortization on intangible assets (refer note 4)

Depreciation on right-of-use assets (refer note 5(ii))

	Year ended	
	March 31, 2024	March 31, 2023
Depreciation on Property, Plant and Equipment (refer note 3)	6,169	14,747
Amortization on intangible assets (refer note 4)	3,576,664	4,455,711
Depreciation on right-of-use assets (refer note 5(ii))	-	28,957
<b>Total</b>	<b>3,582,833</b>	<b>4,499,415</b>



NIIT Learning Solutions (Canada) Limited

Notes to the Special Purpose Financial Statements for the year ended March 31, 2024

(All amounts are in CAD, unless stated otherwise)

7 Financial Assets	As at			
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
	Non Current		Current	
7 (i) Loans				
Loans to related parties*				
Unsecured, considered good (refer note 28)	-	-	-	13,527,000
	-	-	-	13,527,000

\*The Principal amount of loan CAD 13,670,000 was facilitated to NIIT (USA), Inc. to meet its cashflow requirement at the interest rate of 5.82% per annum. The borrower paid the entire outstanding loan together with the accrued interest on October 27, 2023.

7 (ii) Other Financial Assets	As at			
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
	Non Current		Current	
i) Security Deposits				
Unsecured, considered good	275	9,772	-	-
ii) Contract assets				
Unsecured, considered good				
-Unbilled Revenue (refer note 16.1) **	-	-	2,205,027	4,981,942
iii) Interest Receivable				
Interest Accrued on bank deposits	-	-	21,958	-
iv) Other Receivables*	-	-	403,982	384,664
<b>Total</b>	<b>275</b>	<b>9,772</b>	<b>2,630,967</b>	<b>5,366,606</b>

\*Includes receivables relating to strategic sourcing amounting to CAD 403,963 (Previous year CAD 377,242).

\*\*Ageing of unbilled revenue from transaction date as at March 31, 2024#

Particulars	Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Unbilled revenue - Considered Good	2,205,027	-	-	-	-	2,205,027
<b>Total</b>	<b>2,205,027</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,205,027</b>

\*\*Ageing of unbilled revenue from transaction date as at March 31, 2023#

Particulars	Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Unbilled revenue - Considered Good	4,981,942	-	-	-	-	4,981,942
<b>Total</b>	<b>4,981,942</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4,981,942</b>

# There are no disputed unbilled revenues.

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NIIT Learning Solutions (Canada) Limited

Notes to the Special Purpose Financial Statements for the year ended March 31, 2024

(All amounts are in CAD, unless stated otherwise)

7(iii) Trade Receivables

	As at	
	March 31, 2024	March 31, 2023
	Current	
Unsecured, considered good	283,049	295,847
Unsecured, credit impaired	-	-
Unsecured, which has significant increase in credit risk	-	-
Less: Provision for expected credit loss	-	-
Receivables from Related Parties (refer note 28)	3,509,685	1,748,389
	<u>3,792,734</u>	<u>2,044,236</u>

Trade receivables are non-interest bearing and are generally on terms upto 45 days.  
For amount due and terms and conditions of related party receivables (Refer note 28)

Trade receivables Ageing Schedule of trade receivables as at March 31, 2024#

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables - considered good	16,645	3,776,089	-	-	-	-	3,792,734
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Undisputed Trade Receivables – which has significant increase in credit risk	-	-	-	-	-	-	-
Total	16,645	3,776,089	-	-	-	-	3,792,734
Less: Provision for expected credit loss							-
Net Trade Receivables							3,792,734

Trade receivables Ageing Schedule of trade receivables as at March 31, 2023#

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 Months	6 months – 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Receivables - considered good	2,015,663	28,098	475	-	-	-	2,044,236
Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Undisputed Trade Receivables – which has significant increase in credit risk	-	-	-	-	-	-	-
Total	2,015,663	28,098	475	-	-	-	2,044,236
Less: Provision for expected credit loss							-
Net Trade Receivables							2,044,236

# There are no disputed trade receivables.

7(iv) Cash and Cash equivalents

	As at	
	March 31, 2024	March 31, 2023
	Current	
Balance with banks		
-On Current Accounts	1,945,811	6,828,141
-Deposits with original maturity of less than 3 months*	7,000,000	-
	<u>8,945,811</u>	<u>6,828,141</u>

\*Short term Deposits are made with banks for varying periods of up to three months depending on the immediate cash requirements of the Company and to earn interest at the respective short term deposit rates.



NIIT Learning Solutions (Canada) Limited

Notes to the Special Purpose Financial Statements for the year ended March 31, 2024

(All amounts are in CAD, unless stated otherwise)

8 Tax Assets (net)

8(i) Deferred tax assets/ (liabilities)

The balance comprises temporary differences attributable to:  
Tax impact of difference between carrying amount of property, plant & equipment as per financial statements and as per the income tax  
Deferred tax liabilities (net)

As at	
March 31, 2024	March 31, 2023
(612,629)	(184,489)
(612,629)	(184,489)

Movement in deferred tax liabilities

As at April 1, 2022

(charged)/credited:

- to profit or loss

As at March 31, 2023

(charged)/credited:

- to profit or loss

As at March 31, 2024

Property, plant & equipment	Lease assets	Total
(218,578)	963	(217,615)
34,089	(963)	33,126
(184,489)	-	(184,489)
(428,140)	-	(428,140)
(612,629)	-	(612,629)

8(ii) Income tax (liabilities) /assets (net)

Advance Income Tax

Less : Provision for Income Tax

As at	
March 31, 2024	March 31, 2023
Current	
3,279,685	3,497,092
(3,377,235)	(3,454,931)
(97,550)	42,161

9 Other Assets

i) Advances recoverable in cash or in kind  
Unsecured, considered good

ii) Prepaid expenses

Unsecured, considered good

Total

As at			
March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Non Current		Current	
-	-	-	5,215
-	-	-	5,215
9,349	-	48,472	72,292
9,349	-	48,472	72,292
9,349	-	48,472	77,507



NIIT Learning Solutions (Canada) Limited

Notes to the Special Purpose Financial Statements for the year ended March 31, 2024

(All amounts are in CAD, unless stated otherwise)

10 Equity share capital

a) Authorised share capital (Equity share of CAD 1 each)

Particulars	Equity shares	
	No. of shares	Amount
Balance as at April 1, 2022	9,197,260	9,197,260
Addition during the year	-	-
Balance as at March 31, 2023	9,197,260	9,197,260
Addition during the year	-	-
Balance as at March 31, 2024	9,197,260	9,197,260

b) Issued share capital (Equity share of CAD 1 each issued, subscribed and fully paid up)

Particulars	Equity shares	
	No. of shares	Amount
Balance as at April 1, 2022	9,197,260	9,197,260
Issued during the year	-	-
Balance as at March 31, 2023	9,197,260	9,197,260
Issued during the year	-	-
Balance as at March 31, 2024	9,197,260	9,197,260

c) Detail of class of shares held by the Holding Company

Shares in respect of each class in the Company held by	Name of the Company	Class of shares Equity/ Preference	As at			
			March 31, 2024		March 31, 2023	
			No. of shares	Amount	No. of shares	Amount
Holding Company	NIIT (Ireland) Limited	Equity	9,197,260	9,197,260	9,197,260	9,197,260

d) Details of shareholders holding more than 5% shares in the Company

Particulars	As at			
	March 31, 2024		March 31, 2023	
	No. of shares	% of holding	No. of shares	% of holding
NIIT (Ireland) Limited	9,197,260	100%	9,197,260	100%

(e) Details of shares held by promoters

As at March 31, 2024

Particulars	Promoter name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Equity shares of CAD 1 each fully paid	NIIT (Ireland) Limited	9,197,260	-	9,197,260	100%	-
Total		9,197,260	-	9,197,260	100%	-

As at March 31, 2023

Particulars	Promoter name	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% change during the year
Equity shares of CAD 1 each fully paid	NIIT (Ireland) Limited	9,197,260	-	9,197,260	100%	-
Total		9,197,260	-	9,197,260	100%	-

f) Terms/rights attached to equity shares

The Company has one class of equity shares having a par value of CAD 1 per share. Each shareholder is entitled to one vote per share of the Company. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company in proportion to their holding.

11 Other Equity

	As at	
	March 31, 2024	March 31, 2023
Retained Earnings		
Opening Balance		18,742,363
Add Profit for the year	9,995,367	9,348,818
Less: Appropriations		
Dividend paid to Holding Company (refer note 23)	(25,752,328)	-
Closing Balance	2,985,402	18,742,363

Nature and purpose of Reserves

Retained Earnings

Retained earnings are the profit/(loss) that the Company has earned/incurred till date, less any transfers to General reserve, dividends or other distribution paid to shareholders. Retained Earnings include re-measurement loss/(gain) on defined benefit plans, net of taxes that will not be reclassified to statement of profit and loss.



**NIIT Learning Solutions (Canada) Limited**

Notes to the Special Purpose Financial Statements for the year ended March 31, 2024

(All amounts are in CAD, unless stated otherwise)

**12 Trade Payables**

Trade Payables  
Trade payables to related parties (refer note 28)

As at	
March 31, 2024	March 31, 2023
Current	
1,133,355	1,483,789
1,606,530	1,860,756
<b>2,739,885</b>	<b>3,344,545</b>

Trade payables are non-interest bearing and are normally settled on 45 days term.  
For amount due and terms and conditions of related party payables (Refer note 28).

**Ageing of trade payables as at March 31, 2024#**

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Payables	2,183,763	11,192	-	-	-	2,194,955
<b>Total</b>	<b>2,183,763</b>	<b>11,192</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,194,955</b>
Add: Unbilled dues						544,930
<b>Total Trade Payables</b>						<b>2,739,885</b>

**Ageing of trade payables as at March 31, 2023#**

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade Payables	579,462	1,841,750	-	-	-	2,421,212
<b>Total</b>	<b>579,462</b>	<b>1,841,750</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,421,212</b>
Add: Unbilled dues						923,333
<b>Total Trade Payables</b>						<b>3,344,545</b>

# There are no disputed trade payables.

**13 Other Financial Liabilities**

Payable to employees  
Other Payables\*

\*Payables relates to strategic sourcing.

As at	
March 31, 2024	March 31, 2023
Current	
116,486	80,735
444,038	393,308
<b>560,524</b>	<b>474,043</b>

**14 Other Liabilities**

Contract liabilities (refer note 16.1)  
Deferred Revenue  
Advances from Customers  
Statutory Dues\*

\*Statutory Dues primarily consists Goods and Services Tax (GST)/Harmonized Sales Tax (HST).

As at	
March 31, 2024	March 31, 2023
Current	
52,276	24,171
1,612,461	1,723,106
91,158	313,352
<b>1,755,895</b>	<b>2,060,629</b>

**15 Provisions**

Provision for Compensated Absences

As at	
March 31, 2024	March 31, 2023
Current	
84,645	77,909
<b>84,645</b>	<b>77,909</b>



**NIIT Learning Solutions (Canada) Limited**

Notes to the Special Purpose Financial Statements for the year ended March 31, 2024

(All amounts are in CAD, unless stated otherwise)

**16 Revenue from Operations**

Sale of service (refer note 16.1)

Year ended	
March 31, 2024	March 31, 2023
32,501,606	33,448,638
<b>32,501,606</b>	<b>33,448,638</b>

**16.1 Disclosure under Ind AS - 115 (Revenue from contracts with customers)**

**a. Disaggregated revenue information**

**Type of Services**

Sale of Services (refer note 16)

**Total**

**Timing of Revenue Recognition**

Services transferred over time

**Total**

Year ended	
March 31, 2024	March 31, 2023
32,501,606	33,448,638
<b>32,501,606</b>	<b>33,448,638</b>

**b. Contract Balances**

Trade Receivables (refer note 7(iii))

Contract Assets (refer note 7 (ii))

Contract Liabilities (refer note 14)

3,792,734	2,044,236
2,205,027	4,981,942
(1,664,737)	(1,747,277)
<b>4,333,024</b>	<b>5,278,901</b>

There is no difference between revenue recognised in Statement of Profit and Loss and contracted price.

Revenue for ongoing services at the reporting date yet to be invoiced is recorded as unbilled revenue.

Trade receivables are non-interest bearing and are generally on terms of 0- 45 days.

A receivables is right to consideration that is unconditional upon passage of time.

Contract assets includes unbilled revenue.

Contract liabilities includes deferred revenue and advance from customers.

A contract liability arises when there is excess billing over the revenue recognized and advances received from customers as per Contractual terms.

**c. Reconciliation of revenue recognised in the statement of profit and loss with the revenue as per contracted prices**

Revenue as per contracted prices

Year ended	
March 31, 2024	March 31, 2023
32,501,606	33,448,638
<b>32,501,606</b>	<b>33,448,638</b>

**d. Performance obligation and remaining performance obligation**

The remaining performance obligation disclosure provides the aggregate amount of the transaction price yet to be recognized as at the end of the reporting period and an explanation as to when the Company expects to recognize these amounts in revenue. As on March 31, 2024, there were no remaining performance obligation as the same is satisfied upon delivery of services.

**17 Other Income**

Interest income

-Deposits with banks & other financial institutions

-Interest income on loan to related party (refer note 28)

-Interest on income tax refund

Gain on foreign currency translation and transaction (net)

Unwinding of interest on security deposit

Reversal of allowance for doubtful advances

Other non-operating income

Year ended	
March 31, 2024	March 31, 2023
311,053	29,627
454,893	325,617
1,214	-
258,679	-
-	251
-	-
-	23,128
<b>1,025,839</b>	<b>378,623</b>

**18 Employee Benefits Expenses**

Salaries, wages and bonus

Contribution to pension plan and employment insurance fund (Refer note 18.1)

Staff Welfare Expenses

Year ended	
March 31, 2024	March 31, 2023
5,122,282	4,569,944
279,344	259,455
11,302	4,813
<b>5,412,928</b>	<b>4,834,212</b>



## NIIT Learning Solutions (Canada) Limited

Notes to the Special Purpose Financial Statements for the year ended March 31, 2024

(All amounts are in CAD, unless stated otherwise)

### 18.1 Employee Benefit

#### Defined contribution plans

The Company makes contribution towards employees pension scheme to the defined contribution plans for eligible employees.

The Company has charged the following costs in the statement of profit and loss:

Particulars	Year ended	
	March 31, 2024	March 31, 2023
Employers' contribution to employees pension scheme	279,344	259,455
<b>Total</b>	<b>279,344</b>	<b>259,455</b>

### 19 Finance Costs

	Year ended	
	March 31, 2024	March 31, 2023
Interest on borrowings	-	6,397
Interest on lease liabilities [refer note 5(ii)]	-	429
Other borrowing costs	-	11,603
<b>Total</b>	<b>-</b>	<b>18,429</b>

### 20 Other Expenses\*

	Year ended	
	March 31, 2024	March 31, 2023
Royalties (refer note 28)	1,143,162	1,191,758
Rent [refer note 5(i)]	14,400	33,933
Rates and taxes	36,924	46,076
Communication costs	31,107	26,939
Legal and professional (refer note 20.1)	106,560	101,526
Mangement cost recovery by ultimate holding company (refer note 28)	791,880	933,637
Travelling and conveyance	123,095	60,595
Insurance	73,075	60,274
Repairs and maintenance		
-Plant and Machinery	1,824	2,893
Loss on disposal of property, plant & equipment	-	11,064
Loss on foreign currency translation and transaction (net)	-	286,220
Bank charges	84,112	70,422
Marketing and advertising expenses	591,185	514,073
Software Subscription	21,536	-
Sundry expenses	14,708	14,570
<b>Total</b>	<b>3,033,568</b>	<b>3,353,980</b>

\*Net of CAD Nil (Previous year CAD 1,929) capitalized in Intangible asset under development (refer note 4.1)

### 20.1 Payment To Auditors (excluding taxes)

(Included in legal and professional fees)

Audit fee

Reimbursement of expenses

	Year ended	
	March 31, 2024	March 31, 2023
Audit fee	6,593	6,117
Reimbursement of expenses	508	428
<b>Total</b>	<b>7,101</b>	<b>6,545</b>



## NIIT Learning Solutions (Canada) Limited

Notes to the Special Purpose Financial Statements for the year ended March 31, 2024

(All amounts are in CAD, unless stated otherwise)

### 21 Commitments and Contingent Liabilities

A new performance bank guarantee of CAD 3,000,000 ( Previous year Nil) has now been issued by NIIT Canada in terms of Registration Education Services renewal Agreement dated October 16, 2023 between NIIT Learning Solutions (Canada) Limited, Real Estate Council of Ontario, Registrar appointed under the Real Estate and Business Brokers Act, 2002 and Humber College Institute of Technology & Advanced Learning.

### 22 Earnings Per Share

Particular	Year ended	
	March 31, 2024	March 31, 2023
Profit attributable to equity shareholders (CAD) - (A)	9,995,367	9,348,818
Weighted average number of equity shares outstanding during the year (Nos.) - (B)	9,197,260	9,197,260
Nominal value of equity shares (CAD)	1	1
Basic earnings per share (CAD) - (A/B)	1.09	1.02
Diluted earnings per share (CAD) - (A/B)	1.09	1.02

### 23 Dividend

Declared and paid during the year:	Year ended	
	March 31, 2024	March 31, 2023
Cash dividends on equity shares declared and paid :		
First Interim dividend for the year (2023-24) CAD 0.55 per share	5,058,493	-
Second Interim dividend for the year (2023-24) CAD 0.65 per share	5,978,219	-
Third dividend for the year (2023-24) CAD 1.60 per share	14,715,616	-
<b>Total</b>	<b>25,752,328</b>	<b>-</b>

### 24 Segmental Reporting

The Company is engaged in providing Education & Training Services for the corporate sector in a single geography. Based on "Management Approach", as defined in Ind AS 108 – Operating Segment, The Chief Executive Officer (CEO) & Chief Financial Officer (CFO) of NIIT Learning Solutions (Canada) Limited are considered as the Chief Operating Decision Maker (CODM) evaluates the performance and allocates resources based on the analysis of performance of the Company as a whole. Its operations are, therefore, considered to constitute a single segment in the context of Ind AS 108 – Operating Segment.



## NIIT Learning Solutions (Canada) Limited

Notes to the Special Purpose Financial Statements for the year ended March 31, 2024

(All amounts are in CAD, unless stated otherwise)

	Year ended	
	March 31, 2024	March 31, 2023
<b>25 Income Tax Expense</b>		
(a) Income tax expense		
Current tax		
Current tax on profits of the year	3,377,235	3,454,931
Tax adjustment for earlier years	(252,797)	(2,922)
<b>Total current tax expense (A)</b>	<b>3,124,438</b>	<b>3,452,009</b>
Deferred tax		
Deferred tax charge / (credit)	428,140	(33,126)
<b>Total deferred tax expense (B)</b>	<b>428,140</b>	<b>(33,126)</b>
<b>Income tax expense (A+B)</b>	<b>3,552,578</b>	<b>3,418,883</b>

(b) Reconciliation of tax expense and the accounting profit multiplied by Canada tax rate:

Profit before tax	13,547,945	12,767,701
Income tax at the Canada tax rate @ 26.5%	3,590,205	3,383,441

Tax effect of amounts which are not deductible (taxable) in calculating taxable income:

Unrecognized Timing Difference	253,064	18,948
Permanent Difference on non deductible expenses	(37,895)	18,948
Tax Adjustment for earlier years	(252,797)	(2,922)
Others	-	469
<b>Total</b>	<b>3,552,578</b>	<b>3,418,883</b>



# NIIT Learning Solutions (Canada) Limited

Notes to the Special Purpose Financial Statements for the year ended March 31, 2024

(All amounts in CAD, unless specified otherwise)

## 26 Financial risk management

The Company's principal financial liabilities comprise of promissory note, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. The Company's principal financial assets include loans, trade and other receivables, and cash and short-term deposits that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management is supported by a financial risk committee 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. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

### (i) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, investments measured at FVTPL and derivative financial instruments.

#### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. There are no significant borrowings on the financial statements. Hence, there is no significant concentration of interest rate risk.

#### Foreign currency risk

The Company operates internationally and is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the Company's functional currency (CAD). The Company evaluates its exchange rate exposure arising from these transactions and enters into foreign exchange forward contracts to hedge forecasted cash flows denominated in foreign currency and mitigate such exposure.

The Company's exposure to foreign currency risk at the end of the reporting period expressed in CAD, are as follows:

Financial Assets	March 31, 2024	March 31, 2023
Receivables		
EUR	-	9,636
USD	4,186	-
<b>Net exposure to foreign currency risk (assets)</b>	<b>4,186</b>	<b>9,636</b>
<b>Financial Liabilities</b>	<b>March 31, 2024</b>	<b>March 31, 2023</b>
Payables		
USD	875,893	1,106,668
GBP	45,522	37,738
EUR	2,523	7,379
Others	-	29
<b>Net exposure to foreign currency risk (liabilities)</b>	<b>923,938</b>	<b>1,151,814</b>

#### Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

Particulars	Impact on Profit and Loss for the year ended March 31, 2024		Impact on Profit and Loss for the year ended March 31, 2023	
	Gain / (Loss) on appreciation	Gain / (Loss) on Depreciation	Gain / (Loss) on appreciation	Gain / (Loss) on Depreciation
1% appreciation / depreciation in CAD against following foreign currencies *:				
USD	(8,717)	8,717	(11,067)	11,067
GBP	(455)	455	(377)	377
EUR	(25)	25	22	(22)
Others	-	-	(0)	0
	<b>(9,197)</b>	<b>9,197</b>	<b>(11,422)</b>	<b>11,422</b>

\* Holding all other variables constant

GBP: Great Britain Pound sterling, USD: United States Dollar, EUR: Euro.



**NIIT Learning Solutions (Canada) Limited**

Notes to the Special Purpose Financial Statements for the year ended March 31, 2024

(All amounts in CAD, unless specified otherwise)

**ii) Credit risk**

Credit risk refers to the risk of default on its obligation by the counter party resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to CAD 3,792,734 and CAD 2,044,236 as of March 31, 2024 and March 31, 2023, respectively and unbilled revenue amounting to CAD 2,205,027 and CAD 4,981,942 as of March 31, 2024 and March 31, 2023, respectively. Trade receivables and unbilled revenue are typically unsecured and are derived from revenue earned through affiliates and other corporate customers. The Company has used the expected credit loss model to assess the impairment loss or gain on trade receivables and unbilled revenue, and has provided it wherever appropriate.

There was no provision for expected credit loss created by the Company for the year ended March 31, 2024.

**iii) Liquidity risk**

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations.

**Maturities of financial liabilities**

The amount disclosed in the below table represent the contractual undiscounted cash flows:

Contractual maturities of financial liabilities	Less than 1 year	1-2 Years	2-5 Years	Total
<b>March 31, 2024</b>				
Trade payables	2,739,885	-	-	2,739,885
Other financial liabilities	560,524	-	-	560,524
<b>Total</b>	<b>3,300,409</b>	-	-	<b>3,300,409</b>
<b>March 31, 2023</b>				
Trade payables	3,344,545	-	-	3,344,545
Other financial liabilities	474,043	-	-	474,043
<b>Total</b>	<b>3,818,588</b>	-	-	<b>3,818,588</b>



## NIIT Learning Solutions (Canada) Limited

Notes to the Special Purpose Financial Statements for the year ended March 31, 2024

(All amounts in CAD, unless specified otherwise)

### 27 Fair value measurements

#### (i) Fair value hierarchy

To provide indication about the reliability of the inputs in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard explained below:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price.

Level 2: The fair value of financial instruments that are not traded in an active market (for example foreign exchange forward contracts) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

#### (ii) Fair value of financial assets and liabilities measured at amortised cost:

##### Financial instruments by category and hierarchy of measurement

	As at	
	March 31, 2024	March 31, 2023
	<b>Amortised cost</b>	
<b>Financial assets</b>		
Trade receivables	3,792,734	2,044,236
Cash and Cash Equivalents	8,945,811	6,828,141
Other Financial Assets	2,631,242	5,376,378
<b>Total financial assets</b>	<b>15,369,787</b>	<b>14,248,755</b>
<b>Financial liabilities</b>		
Trade payables	2,739,885	3,344,545
Other financial Liabilities	560,524	474,043
<b>Total financial liabilities</b>	<b>3,300,409</b>	<b>3,818,588</b>

As of March 31, 2024 and March 31, 2023, the fair value of cash and bank balances, trade receivables, other financial assets and liabilities, trade payables approximate their carrying amount largely due to the nature of these instruments.



## NIIT Learning Solutions (Canada) Limited

Notes to the Special Purpose Financial Statements for the year ended March 31, 2024

### 28 Related Party Transactions :

#### A. Related party relationship where control exists:

Holding Company - NIIT Ireland Limited

Ultimate Holding Company - NIIT Learning Systems Limited, India (w.e.f. April 01, 2022)

#### B. Fellow Subsidiaries \*

1. NIIT USA Inc, USA
2. NIIT Limited, UK
3. NIIT Malaysia Sdn. Bhd, Malaysia
4. NIIT West Africa Limited
5. Stackroute Learning Inc. (subsidiary of entity at serial no. 1)
6. ST. Charles Consulting Group LLC (w.e.f. November 04, 2022) (subsidiary of entity at serial no. 1)
7. NIIT Mexico, S. DE R.L. DE C.V. (w.e.f. February 23, 2023) (subsidiary of entity at serial no. 1)
8. NIIT Brazil LTDA (w.e.f. March 23, 2023) (subsidiary of entity at serial no. 1)
9. Eagle Training Spain, S.L.U (subsidiary of entity at serial no. 1)

\* Became subsidiaries of NIIT Learning Systems Limited, pursuant to the Composite Scheme of Arrangement between NIIT Limited and NIIT Learning Systems Limited as approved by Hon'ble Company Law Tribunal vide its Order dated May 19, 2023 and effective on May 24, 2023, with an appointed date April 1, 2022.

#### C. Key Management Personnel

1. Mr. Vijay K Thadani (Director)
2. Mr. Sapnesh Kumar Lalla (Director)
3. Mr. Abhas Kumar (Director)
4. Mr. P R Subramanian (Director)
5. Mr. Sailesh Kumar Lalla (Director)
6. Mr. Devenderjit Chadha (Director)

#### D. Entities in which Key Management Personnel of the Ultimate Holding Company and NIIT Limited are same (refer note 31)

1. NIIT Limited, India (Ultimate Holding Company till March 31, 2022)
2. NIIT Institute of Finance Banking and Insurance Training Limited
3. NIIT Yuva Jyoti Limited (Liquidated on February 25, 2022)
4. NIIT Institute of Process Excellence Limited (Liquidated on August 11, 2023)
5. NIIT GC Limited, Mauritius
6. PT NIIT Indonesia, Indonesia (under liquidation)
7. NIIT China (Shanghai) Limited, Shanghai (subsidiary of entity at serial no. 5)
8. Chengmai NIIT Information Technology Company Limited, China (Closed w.e.f. August 18, 2022, subsidiary of entity at serial no. 7)
9. Chongqing NIIT Business Consulting Co. Limited, China (subsidiary of entity at serial no. 7)
10. NingXia NIIT Education Technology Company Limited, China (Closed w.e.f. December 6, 2022, subsidiary of entity at serial no. 7)
11. Guizhou NIIT Information Technology Consulting Co., Limited, China (under process of closing, subsidiary of entity at serial no. 7)
12. NIIT (Guizhou) Education Technology Co., Limited, China (subsidiary of entity at serial no. 7)
13. RPS Consulting Private Limited (w.e.f. October 01, 2021)

#### E. Terms and conditions

Transactions with related parties during the year were based on terms that would be available to third parties. All other transactions were made on normal commercial terms and conditions and at market rates.

All outstanding balances are unsecured and are repayable in cash.



## NIIT Learning Solutions (Canada) Limited

Notes to the Special Purpose Financial Statements for the year ended March 31, 2024

(All amounts in CAD, unless specified otherwise)

### F. Detail of transactions with related parties carried out in ordinary course of business.

Particulars	Year ended	
	March 31, 2024	March 31, 2023
<b>Purchase of Services</b>		
- NIIT (USA), Inc.	2,910,616	3,163,094
- NIIT Limited UK	142,005	124,245
- NIIT Learning Systems Limited	1,292,303	2,133,646
- NIIT (Ireland) Limited	10,502	3,645
- RPS Consulting Private Limited	-	62,712
<b>Sale of Services</b>		
- NIIT (USA), Inc.	3,820,923	3,076,130
- NIIT Limited UK	41,201	55,393
- NIIT (Ireland) Limited	408,482	415,117
- NIIT Learning Systems Limited	427,319	81,265
- Stackroute Learning Inc.	-	5,773
<b>Dividend Paid</b>		
- NIIT (Ireland) Limited	25,752,328	-
<b>Loan (received back) / given</b>		
- NIIT (USA), Inc.	(13,820,000)	13,670,000
<b>Interest received on Loan</b>		
- NIIT (USA), Inc.	454,893	325,617
<b>Management cost Recovery</b>		
- NIIT Learning Systems Limited	791,880	933,637
<b>Recovery of Expenses by- Royalties</b>		
- NIIT Learning Systems Limited	1,143,162	1,191,758
<b>Recovery of Expenses by- Employee</b>		
- NIIT Learning Systems Limited	152	12,687
<b>Recovery of Expenses by- Others</b>		
- NIIT (USA), Inc.	986,422	478,874
- NIIT Limited UK	104,538	28,530
- NIIT Learning Systems Limited	2,828	11,955
<b>Recovery of Expenses from- Others</b>		
- NIIT (USA), Inc.	768	5,750
- NIIT Limited UK	60	-
- NIIT (Ireland) Limited	13,150	-
<b>Other Borrowing Cost</b>		
- NIIT Learning Systems Limited	-	9,932
<b>Other Income</b>		
- NIIT (USA), Inc.	-	15,650
- NIIT Limited UK	-	2,111
- NIIT Learning Systems Limited	-	2,765
- NIIT (Ireland) Limited	-	2,602



**NIIT Learning Solutions (Canada) Limited**

Notes to the Special Purpose Financial Statements for the year ended March 31, 2024

(All amounts in CAD, unless specified otherwise)

G. Details of outstanding balances with related parties Particulars	As at	
	March 31, 2024	March 31, 2023
<b>Trade and other receivables</b>		
- NIIT (USA), Inc.	3,286,544	1,601,201
- NIIT Limited UK	5,884	34,434
- NIIT Learning Systems Limited	118,427	36,138
- NIIT (Ireland) Limited	98,830	76,616
<b>Total</b>	<b>3,509,685</b>	<b>1,748,389</b>
<b>Trade and other payables</b>		
- RPS Consulting Private Limited	-	62,712
- NIIT Limited, India	-	333,253
- NIIT (USA), Inc.	774,446	839,475
- NIIT Limited UK	47,528	42,980
- NIIT Learning Systems Limited	782,037	579,452
- NIIT (Ireland) Limited	2,519	2,884
<b>Total</b>	<b>1,606,530</b>	<b>1,860,756</b>
<b>Loan given</b>		
- NIIT (USA), Inc.	-	13,527,000
<b>Total</b>	<b>-</b>	<b>13,527,000</b>



**NIIT Learning Solutions (Canada) Limited**

**Notes to the Special Purpose Financial Statements for the year ended March 31, 2024**

(All amounts are in CAD, unless stated otherwise)

**29 Capital Management**

The primary objective of the management of the Company’s capital structure is to maintain an efficient mix of debt and equity in order to achieve a low cost of capital, while taking into account the desirability of retaining financial flexibility to pursue business opportunities and adequate access to liquidity to mitigate the effect of unforeseen events on cash flows. To maximise the shareholder value the management also monitors the return on equity.

The Board of directors regularly review the Company’s capital structure in light of the economic conditions, business strategies and future commitments.

For the purpose of the Company’s capital management, capital includes issued share capital and other reserves. Debt includes lease liabilities.

There is no debt therefore debt equity ratio is not calculated as on March 31, 2024.

**Return on equity Ratio**

**Particulars**

	As at	
	March 31, 2024	March 31, 2023
Profit after tax (A)	9,995,367	9,348,818
Opening Shareholders equity	27,939,623	18,590,805
Closing Shareholders equity	12,182,662	27,939,623
<b>Average Shareholder’s Equity (B)</b>	<b>20,061,143</b>	<b>23,265,214</b>
<b>Return on equity Ratio (%) (A/B)</b>	<b>49.8%</b>	<b>40.2%</b>

**30 Additional Regulatory Information**

- (i) There is no immovable property included in Property Plant and Equipment, held by the Company.
- (ii) The Company has not revalued its Property, Plant and Equipment and intangible assets during the year ended March 31, 2024.
- (iii) The Company has not traded or invested in cryptocurrency transactions during the financial year and there is no balance as at year end.
- (iv) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority, as per the available information.

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NIIT Learning Solutions (Canada) Limited

Notes to the Special Purpose Financial Statements for the year ended March 31, 2024

(All amounts are in CAD, unless stated otherwise)

(v) Ratio Analysis and its elements

Particulars	Numerator	Denominator	March 31, 2024	March 31, 2023	% Change	Reasons for variance
Current Ratio	Current Assets	Current Liabilities	2.94	4.68	(37%)	Decrease in current ratio is due to loan recovered in current year has resulted in improvement in ratio.
Debt service coverage ratio	Earnings available for debt service=Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt Service =Borrowings + Lease Liabilities	-	0.97	(100%)	Improvement in ratio as there is no debt as on balance sheet date.
Return on equity Ratio (%)	Net Profits after taxes	Average Shareholder's Equity	49.8%	40.2%	24%	NA
Trade receivables turnover ratio	Total Sales	Closing balance of trade receivables	8.57	16.36	(48%)	Increased in trade receivables has resulted in decreased of this ratio
Trade payables turnover ratio	Total Purchases	Closing balance of trade payables	4.01	3.50	15%	NA
Net capital turnover ratio	Net Sales	Average Working Capital (i.e. Total current assets less Total current liabilities)	2.02	2.16	(6%)	NA
Net profit ratio %	Net profit	Net Sales	30.8%	27.9%	10%	NA
Return on capital employed	Earning before interest and taxes	Capital employed = Tangible Net worth + Lease liabilities + Borrowing	132.8%	58.2%	128%	Increased in operating profit has resulted in improvement of this ratio.
Return on investments Fixed deposits	Income generated from invested funds	Weighted average investments	5.8%	0.0%	100%	Increased on account of return on investments/deposits in current year

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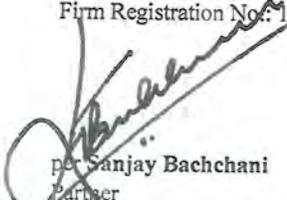


**NIIT Learning Solutions (Canada) Limited**

**Notes to the Special Purpose Financial Statements for the year ended March 31, 2024**

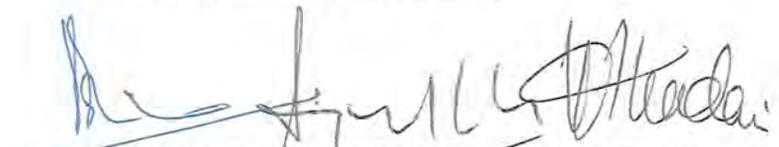
- (vi) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - (b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- (a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- 31 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 ultimate holding company of the entity and NLSL became the ultimate holding company of the entity.

For S.R. Batliboi & Associates LLP  
Chartered Accountants  
Firm Registration No: 101049W/E300004

  
per Sanjay Bachchani  
Partner  
Membership No. 400419



For and on behalf of the Board of Directors of  
NIIT Learning Solutions (Canada) Limited

  
P R Subramanian      Sannesh Lalla      Vijay K Thadani  
Director                      Director                      Director

Place: Gurugram  
Date: May 17, 2024

Place: Atlanta  
Date: May 17, 2024

Place: Gurugram  
Date: May 17, 2024

Place: Gurugram  
Date: May 17, 2024

