

Independent Auditor's Report on Ind AS Financial Statements

To the Board of Directors of NIIT Learning Systems Limited

Opinion

We have audited the accompanying Ind AS Financial Statements of NIIT (USA), Inc. ("the Company"), which comprise the Balance sheet as at March 31, 2025, 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 Ind AS financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as the "Ind AS Financial Statements") solely for the purpose of preparation of the consolidated financial statements of NIIT Learning Systems Limited ("Parent Company") for the year ended March 31, 2025 and for submission to the auditor's of the Parent Company, in connection with their audit of such consolidated financial statements pursuant to the requirements of Companies Act, 2013 and Regulation 46 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR") and for submission to ICICI bank in accordance with clause 6.2 of Loan Agreement between the Company, its wholly owned subsidiary St. Charles Consulting Group, LLC and ICICI Bank Limited, dated January 12, 2023.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, 2025, 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 Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Companies Act, 2013 ('Act'). Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the 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 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 Ind AS financial statements.



Responsibility of Management for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the preparation of these 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. 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 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 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 Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 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 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.



S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

- 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 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 Ind AS financial statements, including the disclosures, and whether the 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.

Other Matter – Restriction on Distribution and Use

Our auditor's report is intended solely for the purpose stated in paragraph 1 of this report. Accordingly, it 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 **Yogender Seth**

Partner

Membership Number: 094524

UDIN: 25094524BMNZNZ8299

Place of Signature: Gurugram

Date: May 07, 2025



NIIT (USA), Inc.
Balance Sheet as at March 31, 2025

(All amounts are in USD, unless otherwise stated)

		As at	
	Notes	March 31, 2025	March 31, 2024
ASSETS			
Non-current assets			
Property, plant and equipment	3	415,606	560,279
Goodwill	4	4,534,548	4,534,548
Other intangible assets	4	1,761,777	1,210,000
Right-of-use assets	5(ii)	634,380	888,823
Intangible assets under development	4	-	390,443
Financial assets			
Investments	7 (i)	70,089,632	67,249,028
Loans	7 (ii)	7,850,000	-
Other financial assets	7 (v)	52,947	-
Income tax assets (net)	9	161,881	257,233
Total non-current assets		85,500,771	75,090,354
Current assets			
Financial assets			
Trade receivables	7 (iii)	19,935,060	17,868,041
Cash and cash equivalents	7 (iv)	5,304,120	5,626,278
Loans	7 (ii)	-	6,250,000
Other financial assets	7 (v)	16,631,646	16,030,545
Income tax assets (net)	9	-	1,180,126
Other current assets	10	2,562,436	998,060
Total current assets		44,433,262	47,953,050
TOTAL ASSETS		129,934,033	123,043,404
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	11	10,662,113	10,662,113
Other equity	12	42,634,503	28,083,542
TOTAL EQUITY		53,296,616	38,745,655
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Borrowings	13	16,227,874	18,198,925
Lease liabilities	5(iii)	472,558	758,617
Other financial liabilities	15	13,646,829	18,025,703
Deferred tax liabilities (net)	8	811,639	236,291
Total non-current liabilities		31,158,900	37,219,536
Current liabilities			
Financial liabilities			
Borrowings	13	2,971,113	2,960,253
Lease liabilities	5(iii)	286,061	266,976
Trade payables	14	11,477,331	14,047,849
Other financial liabilities	15	22,077,347	23,994,900
Other current liabilities	16	7,594,554	5,285,335
Provisions	17	562,437	522,900
Income tax liability (net)	9	509,674	-
Total current liabilities		45,478,517	47,078,213
TOTAL LIABILITIES		76,637,417	84,297,749
TOTAL EQUITY AND LIABILITIES		129,934,033	123,043,404

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

As per our report of even date attached.

For S. R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration No.: 101049W/E3000004

per **Yogender Seth**
Partner
Membership No. 094524

Place: Gurugram
Date: May 7, 2025



For and on behalf of the Board of Directors of NIIT (USA) Inc.

Vijay K Thadani
Director

Place: Gurugram
Date: May 7, 2025

Sapnesh Lalla
Director

Place: Gurugram
Date: May 7, 2025

P R Subramanian
Director

Place: Atlanta
Date: May 7, 2025



NIIT (USA), Inc.
Statement of Profit and Loss for the year ended March 31, 2025

(All amounts are in USD, unless otherwise stated)

		Year ended	
	Notes	March 31, 2025	March 31, 2024
INCOME			
Revenue from operations	18	100,260,758	87,730,530
Other income	19	12,483,748	15,238,786
Total income		112,744,506	102,969,316
EXPENSES			
Employee benefit expense	20	37,783,805	38,071,481
Professional & technical outsourcing expenses	2.17	45,535,690	37,108,312
Finance costs	21	2,639,818	3,887,805
Depreciation and amortisation expense	6	618,172	556,144
Other expenses	22	8,755,663	8,051,028
Total expenses		95,333,148	87,674,770
Profit before exceptional items and tax		17,411,358	15,294,546
Exceptional items	23	1,313,022	-
Profit before tax		16,098,336	15,294,546
Tax expense:	24		
-Current tax		972,027	501,249
-Deferred tax charge		575,348	360,054
Total tax expense		1,547,375	861,303
Profit for the year		14,550,961	14,433,243
Other comprehensive income		-	-
Total comprehensive income for the year		14,550,961	14,433,243
Earnings per share attributable to equity shareholders (Face value USD 1 Each)	28		
- Basic		1.36	1.35
- Diluted		1.36	1.35

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

As per our report of even date attached.

For S. R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration No.: 101049W/E300004

For and on behalf of the Board of Directors of NIIT (USA), Inc.

per **Yogender Seth**
Partner
Membership No. 400419



Vijay K Thadani
Director

Place: Gurugram
Date: May 7, 2025

Sapnesh Lalla
Director

Place: Gurugram
Date: May 7, 2025

P R Subramanian
Director

Place: Atlanta
Date: May 7, 2025



NIIT (USA), Inc.
Statement of Changes in Equity for the year ended March 31, 2025

(All amounts are in USD, unless otherwise stated)

i) Equity Share Capital (Refer note 11):

Particulars	No. of Shares	Amount
Equity share of USD 1 each issued, subscribed and fully paid		
Balance as at April 1, 2023	10,662,113	10,662,113
Issue of share capital during the year	-	-
Balance as at March 31, 2024	10,662,113	10,662,113
Issue of share capital during the year	-	-
Balance as at March 31, 2025	10,662,113	10,662,113

ii) Other Equity (Refer note 12):

Particulars	Reserves and Surplus		Total
	Retained Earnings	Capital Reserve	
Balance as at April 1, 2023	14,203,041	(552,742)	13,650,299
Profit for the year	14,433,243	-	14,433,243
Balance as at March 31, 2024	28,636,284	(552,742)	28,083,542
Profit for the year	14,550,961	-	14,550,961
Balance as at March 31, 2025	43,187,245	(552,742)	42,634,503

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

As per our report of even date attached.

For S. R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration No.: 101049W/E300004

For and on behalf of the Board of Directors of NIIT (USA), Inc.

per **Yogender Seth**

Partner

Membership No. 400419



Vijay K Thadani

Director

Sapnesh Lalla

Director

P R Subramanian

Director

Place: Gurugram

Date: May 7, 2025

Place: Gurugram

Date: May 7, 2025

Place: Gurugram

Date: May 7, 2025

Place: Atlanta

Date: May 7, 2025



NIIT (USA), Inc.
Statement of Cash Flows for the year ended March 31, 2025

(All amounts are in USD, unless otherwise stated)

	Year ended	
	March 31, 2025	March 31, 2024
CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before exceptional items and tax	17,411,358	15,294,546
Adjustment to reconcile profit before tax to net cash flows:		
Depreciation and amortisation expense	618,172	556,144
Finance costs	1,491,746	1,485,971
Interest income from deposits with banks and other financial institutions	(207,662)	(166,715)
Interest Income on loan to related party	(480,625)	(347,356)
Loss on disposal of property, plant and equipment	-	2,215
Fair value loss on contingent consideration	1,148,072	2,401,834
Allowance for expected credit loss on trade receivables (net of reversal)	363,050	860,355
Dividend income from subsidiary (Refer note 19)	(7,000,000)	(10,000,000)
Unrealised foreign exchange (gain)/loss (net)	24,523	(16,925)
Operating cash flows before working capital changes	13,368,634	10,070,069
Changes in assets and liabilities		
(Increase)/ Decrease in trade receivables	(2,428,697)	(4,248,970)
(Increase)/ Decrease in other financial assets	(923,526)	(5,081,968)
(Increase)/ Decrease in other assets	(1,564,376)	(334,467)
(Decrease)/ Increase in trade payables	(2,630,545)	235,327
(Decrease)/ Increase in other financial liabilities	(1,083,890)	5,412,343
(Decrease)/ Increase in other liabilities	2,309,219	1,393,699
(Decrease)/Increase in provisions	39,537	(13,801)
Net cash flows from operations before tax	7,086,356	7,432,232
Tax paid	813,125	(756,921)
Net Cash flows from operating activities before exceptional items	7,899,481	6,675,311
Exceptional expenses in relation to strategic initiatives	(1,278,890)	-
Net Cash flows from operating activities (A)	6,620,591	6,675,311
CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of property, plant and equipment (including internally generated intangible assets and capital advances)	(380,390)	(492,377)
Investment in subsidiaries	(1,835,048)	(2,061,917)
Investments in convertible promissory notes	(1,030,000)	-
Payment towards acquisition of subsidiary [Refer note 7 (i)]	(6,309,192)	(9,611,692)
Interest received on deposits with banks and other financial institutions	213,303	172,112
Interest received on loan to related party	480,625	347,356
Dividend received from subsidiary (Refer note 19)	7,000,000	10,000,000
Loan given to related party [Refer note 7 (ii)]	(1,600,000)	(2,000,000)
Encashment of fixed deposits from banks (net)	263,837	2,687,406
Net cash used in investing activities (B)	(3,196,865)	(959,112)
CASH FLOW FROM FINANCING ACTIVITIES:		
Loan taken from affiliates	1,000,000	10,000,000
Loan repayment to bank	(3,000,000)	(3,000,000)
Loan repayment to affiliates	-	(10,000,000)
Payment of lease liabilities	(266,974)	(248,827)
Payment of interest on lease liabilities	(32,737)	(42,124)
Interest paid	(1,446,173)	(1,344,285)
Net cash used in financing activities (C)	(3,745,884)	(4,635,236)
Net (Decrease) / Increase in cash & cash equivalents (A) + (B) + (C)	(322,158)	1,080,963
Cash and cash equivalents as at the beginning of the year (Refer note 1 below)	5,626,278	4,545,315
Cash and cash equivalents as at the end of the year (Refer note 1 below)	5,304,120	5,626,278

Notes: Reconciliation of cash and cash equivalents as per the cash flow statement

	As at	
1. Particulars	March 31, 2025	March 31, 2024
Composition of Cash and cash equivalents included in the statement of cash flows comprise of the following balance sheet amounts:		
Cash and cash equivalents as per the balance sheet [Refer note 7 (iv)]	5,304,120	5,626,278
Cash and cash equivalents as at the end of the year	5,304,120	5,626,278

2. Figures in parenthesis indicate cash outflow.

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

4. For reconciliation of non-cash items refer note 29.

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

As per our report of even date attached.

For S. R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration No.: 101049W/E300004

per Yogender Seth
Partner
Membership No. 400 419

Place: Gurugram
Date: May 7, 2025



For and on behalf of the Board of Directors of NIIT (USA), Inc.

Vijay K Thadani
Director

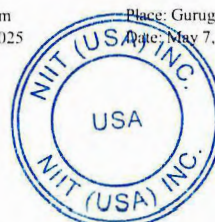
Place: Gurugram
Date: May 7, 2025

Sapnesh Lalla
Director

Place: Gurugram
Date: May 7, 2025

P R Subramanian
Director

Place: Atlanta
Date: May 7, 2025



NIIT (USA), Inc.

Notes to the Financial Statements for the year ended March 31, 2025

1 Corporate Information

NIIT (USA), Inc. (the Company) was incorporated on May 2, 1994 and is a wholly owned subsidiary of NIIT Learning Systems Limited, a leading global talent management Company. The Company is in the learning business providing services to customers in USA. The registered place of business of the Company is : 3, Ravinia Drive, NE , Suite 1930, Atlanta , Georgia 30346.

The financial statements were approved for issue by the board of directors on May 7, 2025.

2 Material Accounting Policies

This note provides a list of the material accounting policies adopted in the preparation of these 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

The Ind AS financial statements ('financial statements') have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013 (as amended from time to time), (Ind AS compliant Schedule III), as applicable to the financial statements.

These Ind AS financial statements are for its internal use in relation to preparation of consolidated financial statements of the parent company and for submission to ICICI bank in accordance with clause 6.2 of Loan Agreement between the Company, its wholly owned subsidiary St. Charles Consulting Group, LLC and ICICI Bank Limited, dated January 12, 2023.

The Company has prepared the financial statements on the basis that it will continue to operate as a going concern. The financial statements provide comparative information in respect of the previous year.

(ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value :

- Certain financial assets and liabilities measured at fair value or amortised cost (refer accounting policy regarding financial instruments),
- Contingent consideration , and

The accounting policies and related notes further described the specific measurements applied for each of the assets and liabilities.

2.2 Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in US dollar (USD), which is the Company's functional and presentation currency.

(ii) Transactions and balances

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

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at period end exchange rates are generally recognised in the Statement of Profit or Loss.

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 "Revenue from Contracts with Customers". 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.

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.



NIIT (USA), Inc.

Notes to the Financial Statements for the year ended March 31, 2025

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.

Revenues in excess of invoicing are treated as contract assets while invoicing in excess of revenues are treated as contract liabilities. The Company classifies amounts due from customer but not billed as unbilled revenue or contract assets depending on whether the Company has an unconditional right to receive the sale consideration. If only the passage of time is required before receipt of consideration is due, then the amounts due are classified as unbilled revenue under other financial assets, otherwise, such amounts are classified as contract assets under other current assets.

2.4 Other Income

Other income mainly comprises interest income on bank and other deposits, common resources cost recovery and exchange differences. Interest income is recognized using effective interest rate method taking into account the amount outstanding and the rate of Interest applicable (refer policy to investment and other financial assets).

Dividend income is recognized when the right to receive payment is established.

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 (USA), Inc.

Notes to the Financial Statements for the year ended March 31, 2025

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.

The Company has elected to not recognize leases with a lease term of 12 months or less in the balance sheet, and lease costs for those short-term leases are recognized on a straight-line basis over the lease term in the statement of profit and loss.

2.7 Business Combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is the aggregate of the consideration transferred measured at fair value at the acquisition date. Acquisition related costs are expensed as incurred. Any contingent consideration to be transferred by the acquirer is recognized at fair value at the acquisition date. Contingent consideration classified as financial liability is measured at fair value with changes in fair value recognized in the statement of profit and loss.

2.8 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.

2.9 Property, plant and equipment

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.

All other items of property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.



NIIT (USA), Inc.**Notes to the Financial Statements for the year ended March 31, 2025****Depreciation methods, estimated useful lives and residual value**

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives as follows:

Description of Assets	Useful life
Plant and Equipment including:	
- Computers, Printers and related Accessories	3 years
- Computer Servers and Networks	5 years
- Electronic Equipments	8 years
- Air Conditioners	10 years
Office Equipment	5 years
Furniture & Fixtures	7 years
Leasehold Improvements	3-5 years or lease period, whichever is lower

Depreciation is provided on a pro-rata basis on the straight-line method over the useful lives of the assets. The depreciation charge for each period is recognised in the Statement of Profit and Loss. The residual values is considered as nil.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other income/ (expenses).

2.10 Intangible assets

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

Computer Software - Acquired

Intangible assets are amortized on a straight line basis over their estimated useful lives. The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed.

Software tools and platforms - Internally generated including intangible under development

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 group 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,
- 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.

Goodwill and Brand

Goodwill and Brand on acquisitions of subsidiaries/business are included in intangible assets. Goodwill and Brand are not amortised but they are tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity/business include the carrying amount of goodwill and brand relating to the entity/business sold.

Amortization methods and periods

Intangible assets (other than goodwill and brand) are amortised on a pro-rata basis on a straight-line method over the estimated useful lives of 3-5 years.



NIIT (USA), Inc.

Notes to the Financial Statements for the year ended March 31, 2025

Impairment testing of goodwill and intangible assets

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or Company's cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or Company's units are identified at the lowest level at which goodwill is monitored for internal management purposes, which in our case are the operating segments.

Other assets including brand are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).

2.11 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. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through 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.

Financial Assets

Subsequent measurement of Financial assets depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its Financial assets:

- **Amortised Cost** : Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost.
- **Fair value through other comprehensive income (FVOCI)**: Assets that are held for collection of the contractual cash flows and for selling the financial assets, where the asset's cash flow represents solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through Other Comprehensive Income (OCI), except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses).
- **Fair value through profit or loss** : Assets that do not meet the criteria for amortised cost or fair value through other comprehensive income (FVOCI) are measured at fair value through profit or loss (FVTPL).

Equity Instrument

Investment in subsidiaries - Investment in subsidiaries are measured at historical cost less impairment loss, if any.

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.



NIIT (USA), Inc.

Notes to the Financial Statements for the year ended March 31, 2025

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.

Investment in subsidiaries is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses.

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.

2.12 Employee Benefits

401 (K) Plan

The Company makes defined contributions on a monthly basis towards retirement benefits of the employees in USA under 401 (K) plan, which is charged to the Statement of Profit & Loss. The plan is described as a defined contribution plan as the Company does not carry any further obligation apart from such contributions.

Superannuation Plan

The Company makes defined contributions on a monthly basis towards retirement benefits of certain employees under the Superannuation plan, which is charged to the Statement of Profit & Loss. The plan is described as a defined contribution plan as the Company does not carry any further obligation apart from such contributions.

Social Security Scheme

The Company makes defined contributions on a monthly basis towards retirement benefits of the employees in Singapore under the Social Security Scheme plan, which is charged to the Statement of Profit & Loss. The plan is described as a defined contribution plan as the Company does not carry any further obligation.

The liabilities for short term employees' benefits have been recognised at undiscounted amount, in accordance with the policy of the Company.

Compensated Absences

Accumulated compensated absences are expected to be availed within 12 months from the end of the year. The obligation towards the same is measured on the basis of actuarial valuation at year end.

Share-based payment

Share based expenses are the fair value charges (as per Black and Scholes Model) recovered by parent company for shares issued to employees of the Company by Parent Company and NIIT Limited, pursuant to the Scheme of Arrangement.



NIIT (USA), Inc.

Notes to the Financial Statements for the year ended March 31, 2025

2.13 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.

2.14 Borrowing Costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2.15 Provisions and Contingent Liabilities

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.

Provisions for onerous contracts are recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established the Company recognizes any impairment loss on the assets associated with that contract.

The Company uses significant judgements to assess contingent liabilities. Contingent liabilities are recognised when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in these financial statements.

2.16 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.



NIIT (USA), Inc.

Notes to the Financial Statements for the year ended March 31, 2025

2.17 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, Share based payment 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.

2.18 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.

2.19 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 2.9 - measurement of useful life and residual values of property, plant and equipment and other intangible assets.

Note 2.11 - fair value measurement of financial instruments.

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

Note 2.10 - significant estimates and judgement involved for impairment assessments of Goodwill and Brand.

Note 2.6, 2.13 and 5 - Determination of lease term and contingent consideration.

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

2.20 Share capital

Equity share capital

Issuance of ordinary shares are recognised as equity share capital in equity. Incremental costs directly attributable to the issuance of new equity shares are recognised as a deduction from equity, net of any tax effects.

2.21 Exceptional items

Exceptional items refer to items of income or expense within the income statement that are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance for the period.

Following items are evaluated for disclosure as exceptional items:

- Business Combination: Impact of one-time accounting policy alignment / unusual write off / impairment of assets arising as a result of business combination, including transaction cost.
- Fair valuation gains on business combination.

In case of other significant item of income or expense, not covered above, the same would be evaluated on a case to case basis for disclosure under exceptional items.



NIIT (USA), Inc.

Notes to the Financial Statements for the year ended March 31, 2025

2.22 Recent accounting pronouncements

New and Amended Standards

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2025, MCA has notified Ind AS 117 - Insurance Contracts and amendments to Ind As 116 – Leases , relating to sale and lease back transactions, applicable from April 1, 2024. The Company has assessed that there is no significant impact on its financial statements.

Standards notified but not yet effective

On May 7, 2025, MCA notifies the amendments to Ind AS 21 - Effects of Changes in Foreign Exchange Rates. These amendments aim to provide clearer guidance on assessing currency exchangeability and estimating exchange rates when currencies are not readily exchangeable. The amendments are effective for annual periods beginning on or after April 1, 2025. The Company is currently assessing the probable impact of these amendments on its financial statements.



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NIIT (USA), Inc.

Notes to the Financial Statements for the year ended March 31, 2025

(All amounts are in USD, unless otherwise stated)

3 Property, Plant and Equipment *

Particulars	Plant & equipment	Leasehold improvements	Furniture & fixtures	Office equipment	Total property, plant and equipment
Year ended March 31, 2024					
Gross carrying amount					
Opening gross carrying amount	446,091	432,714	295,040	31,744	1,205,589
Additions	97,463	-	3,970	500	101,933
Disposals	131,128	-	-	500	131,628
Closing gross carrying amount (A)	412,426	432,714	299,010	31,744	1,175,894
Accumulated depreciation					
Opening accumulated depreciation	300,767	106,119	33,371	4,349	444,606
Depreciation charge during the year	106,835	144,704	42,441	6,442	300,422
Disposals	129,320	-	-	93	129,413
Closing accumulated depreciation (B)	278,282	250,823	75,812	10,698	615,615
Net carrying amount (A-B)	134,144	181,891	223,198	21,046	560,279
Year ended March 31, 2025					
Gross carrying amount					
Opening gross carrying amount	412,426	432,714	299,010	31,744	1,175,894
Additions	119,959	-	-	-	119,959
Disposals	-	-	-	-	-
Closing Gross Carrying Amount (C)	532,385	432,714	299,010	31,744	1,295,853
Accumulated depreciation					
Opening accumulated depreciation	278,282	250,823	75,812	10,698	615,615
Depreciation charge during the year	70,912	144,704	42,716	6,300	264,632
Disposals	-	-	-	-	-
Closing accumulated depreciation (D)	349,194	395,527	118,528	16,998	880,247
Net carrying amount (C-D)	183,191	37,187	180,482	14,746	415,606

* Pledged as a collateral in respect to loan taken from ICICI bank during the year 2022-23 (Refer note 13).

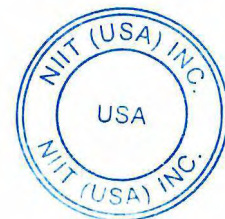
4 Other Intangible Assets, Goodwill and Intangible assets under development*

Particulars	Internally generated intangibles assets (footnote (i))	Software acquired	Brand	Total intangibles assets other than goodwill and intangible assets under development	Goodwill	Intangible assets under development [Refer note 4(b)]	Total
Year ended March 31, 2024							
Gross carrying amount							
Opening gross carrying amount	2,167,681	1,044,654	1,210,000	4,422,335	4,534,548	-	8,956,883
Additions	-	-	-	-	-	390,443	390,443
Disposals	-	-	-	-	-	-	-
Closing gross carrying amount (A)	2,167,681	1,044,654	1,210,000	4,422,335	4,534,548	390,443	9,347,326
Accumulated amortisation							
Opening accumulated depreciation	2,167,681	1,043,376	-	3,211,057	-	-	3,211,057
Amortisation charge for the year	-	1,278	-	1,278	-	-	1,278
Disposals	-	-	-	-	-	-	-
Closing accumulated amortisation (B)	2,167,681	1,044,654	-	3,212,335	-	-	3,212,335
Net carrying amount (A-B)	-	-	1,210,000	1,210,000	4,534,548	390,443	6,134,991
Year ended March 31, 2025							
Gross carrying amount							
Opening gross carrying amount	2,167,681	1,044,654	1,210,000	4,422,335	4,534,548	390,443	9,347,326
Additions	650,874	-	-	650,874	-	260,431	911,305
Disposals	-	-	-	-	-	-	-
Transfer	-	-	-	-	-	(650,874)	(650,874)
Closing Gross Carrying Amount (C)	2,818,555	1,044,654	1,210,000	5,073,209	4,534,548	-	9,607,757
Accumulated amortisation							
Opening accumulated amortisation	2,167,681	1,044,654	-	3,212,335	-	-	3,212,335
Amortisation charge for the year	99,097	-	-	99,097	-	-	99,097
Disposals	-	-	-	-	-	-	-
Closing accumulated amortisation (D)	2,266,778	1,044,654	-	3,311,432	-	-	3,311,432
Net carrying amount (C-D)	551,777	-	1,210,000	1,761,777	4,534,548	-	6,296,325

* Pledged as a collateral in respect to loan taken from ICICI bank during the year 2022-23 (Refer note 13).

Footnote :

(i) Includes software tools, platforms, contents and courseware. Refer Note 4(b) for cost incurred during the year on internally generated intangible assets.



NIIT (USA), Inc.**Notes to the Financial Statements for the year ended March 31, 2025**

(All amounts are in USD, unless otherwise stated)

4(a) Impairment testing of goodwill and other intangible assets having indefinite useful lives

For impairment testing, goodwill is allocated to a Cash Generating Unit (CGU) representing the lowest level within the Company at which goodwill is monitored for internal management purposes, and which is not higher than the Company's operating segment. Goodwill is tested for impairment at least annually in accordance with the Company's procedure for determining the recoverable value of each CGU.

The following table sets out the carrying amount of goodwill & brand (having indefinite useful lives) allocated to CGUs:

Particulars	Life Sciences Practice		Total
	Goodwill	Brand	
As at March 31, 2025	4,534,548	1,210,000	5,744,548
As at March 31, 2024	4,534,548	1,210,000	5,744,548

The recoverable amount of the CGU is determined on the basis of discounted cash flows (DCF). The DCF of the CGU is determined based on estimation of the cash flows, the Company is expected to generate based on board approved budget and projections of next five years approved by the senior management including terminal value.

Life Sciences Practice

The recoverable amount of the Life Science Practice CGU has been determined based on a value in use calculation using cash flow projections approved by senior management. Based on which, it was concluded that the recoverable amount exceeds the carrying value. As a result of this analysis, the Company has not recognised any impairment charge against goodwill and brand in the statement of profit and loss for the year ended March 31, 2025.

Key Assumptions used in calculations of impairment testing:

- i) Discount rates - Discount rates represent the current market assessment of the risks specific to each CGU, taking into consideration the time value of money and individual risks of the underlying assets that have not been incorporated in the cash flow estimates. The discount rate calculation is based on the specific circumstances of the Company and its operating segments and is derived from its weighted average cost of capital (WACC). The WACC takes into account both debt and equity. The cost of equity is derived from the expected return on investment by the Company's investors. The cost of debt is based on the interest-bearing borrowings the Company is obliged to service. Segment-specific risk is incorporated by applying individual beta factors. The beta factors are evaluated annually based on publicly available market data.

Assumptions of discount rates used in impairment testing is as under:

CGU Unit	March 31, 2025	March 31, 2024
Life Sciences Practice	7.96%	7.31%

A rise in the pre-tax discount rate by 5% in the respective CGUs would not result in any impairment of assets as there is sufficient headroom.

- ii) Growth rate estimates – Rates are based on published industry research. Management recognises that the possibility of new entrants can have a significant impact on growth rate assumptions. The effect of new entrants is not expected to have an adverse impact on the forecasts.

Assumptions of growth rates used in impairment testing is as under:

CGU Unit	March 31, 2025	March 31, 2024
Life Sciences Practice	3%	4%

A reduction by 5% in the long-term growth rate in the respective CGUs would not result in any impairment.

4(b) Intangible Assets under Development

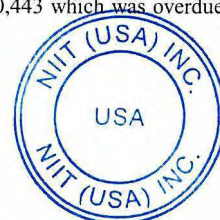
The Company is internally developing new software tools and platforms. The investments would further expand the business of the Company in existing and new markets, enhance capabilities of its products and software and offer more technology based learning products/ solutions to the customers in future. The Company is confident of its ability to generate future economic benefits out of the above mentioned assets. The costs incurred towards the development are as follows:

Description	As at	
	March 31, 2025	March 31, 2024
Opening Intangible assets under development	390,443	-
Add:-Expenditure during the Year		
Employee Benefits Expense (Refer note 20)	-	95,410
Professional and technical outsourcing expenses	-	295,033
Less:-Intangible assets capitalised during the year	(390,443)	-
Closing Intangible assets under development	-	390,443

Ageing of projects as at:

Project in progress	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
March 31, 2025	-	-	-	-	-
March 31, 2024	390,443	-	-	-	390,443

There is one project pertaining to development of software tools and platforms amounting to USD 390,443 which was overdue or has exceeded its cost compared to its original plan as at March 31, 2024.



NIIT (USA), Inc.

Notes to the Financial Statements for the year ended March 31, 2025

(All amounts are in USD, unless otherwise stated)

5 Leases

5(i) The following are the amounts recognised in the statement of profit and loss for short term leases:

Aggregate amounts during the year for short term leases in respect of premises for office amounting to USD 153,030 (Previous year USD 136,319) (Refer note 22).

5(ii) Right-of-use assets

The following are the carrying amount of right-of-use assets recognised and movement during the year :-

Particulars	Building
As at April 1, 2023	1,143,267
Additions	-
Deletion	-
Depreciation	(254,444)
As at April 1, 2024	888,823
Additions	-
Deletion	-
Depreciation	(254,443)
As at March 31, 2025	634,380

5(iii) Lease liabilities (Refer note 25)

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

Particulars	Building
As at April 1, 2023	1,274,420
Additions	-
Deletion	-
Accretion of interest (Refer note 21)	42,124
Payments (Including Interest of USD 42,124)	(290,951)
As at April 1, 2024	1,025,593
Additions	-
Deletion	-
Accretion of interest (Refer note 21)	32,737
Payments (Including Interest of USD 32,737)	(299,711)
As at March 31, 2025	758,619

The following is the break-up of current and non-current lease liabilities:

Particulars	As at	
	March 31, 2025	March 31, 2024
Current Lease liabilities	286,061	266,976
Non Current Lease liabilities	472,558	758,617
Total	758,619	1,025,593

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

Particulars	Year ended	
	March 31, 2025	March 31, 2024
Depreciation expense of right-of-use assets	254,443	254,444
Interest expense on lease liabilities	32,737	42,124
Total	287,180	296,568

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

Particulars	March 31, 2025	March 31, 2024
Less than one year	308,723	299,713
One to Two years	317,985	308,723
More than Two years	168,700	486,685
Total Amount	795,408	1,095,121

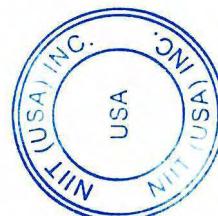
6 Reconciliation of depreciation and amortisation charged to statement of Profit and Loss

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, 2025	March 31, 2024
Depreciation on property, plant and equipment (Refer note 3)	264,632	300,422
Amortization on intangible assets (Refer note 4)	99,097	1,278
Depreciation on right-of-use assets [Refer note 5(ii)]	254,443	254,444
	618,172	556,144



NIIT (USA), Inc.
Notes to the Financial Statements for the year ended March 31, 2025

(All amounts are in USD, unless otherwise stated)

7 Financial assets
7 (i) Investments (Refer note 25) ##
Valued at cost [Unquoted]
Investments in equity instruments in subsidiaries

3,630 (March 31, 2024: 3,630) shares of USD 1 each fully paid-up in Eagle Training Spain, S.L.

7,850,000 (March 31, 2024: 6,250,000) shares of USD 1 each fully paid-up in Stackroute Learning Inc., USA*

10,000 (March 31, 2024: 10,000) shares of USD 1 each fully paid-up in St. Charles Consulting Group**

516,500 (March 31, 2024: 301,500) shares of BRL 1 each fully paid-up in NIIT BRAZIL LTDA

4,105,469 (March 31, 2024: 3,000) shares of MXN 1 each fully paid-up in NIIT Mexico S.de.R.L de.C.V

Total (A)
Investments in bonds
Carried at Fair Value through statement of profit and loss [Unquoted]

8% Convertible Promissory Notes of Strivr***

Total (B)
Total (A+ B)

As at	
March 31, 2025	March 31, 2024
Non Current	Current
3,630	3,630
7,850,000	6,250,000
60,933,481	60,933,481
96,965	61,748
200,000	169
69,084,076	67,249,028
1,005,556	-
1,005,556	-
70,089,632	67,249,028

*During the year the Company invested in subsidiary Stackroute Learning Inc., USA USD 1,600,000 (FY 2023-24 USD 2,000,000).

**On November 4, 2022, the Company has acquired 100% membership interest for USD 66,489,482 in St. Charles Consulting Group, LLC (St. Charles) via membership interest purchase agreement ("MIPA") approved by the Board of Directors.

Out of total purchase consideration, the Company has paid USD 41,277,688 till March 31, 2025 (previous year : USD 35,159,991) and the balance amount is payable as an earnout over the next two years on the basis of Revenue and EBITDA targets as per the terms of the MIPA.

During the FY 2022-23, the Company had accounted for the investment at fair value of the overall consideration including earnouts at USD 59,393,495 and expenses amounting to USD 1,539,986 directly attributable to the purchase of the St. Charles Consulting Group, LLC had been capitalized as investment by the Company. Other expenses amounting to USD 280,691 in relation to the acquisition had been charged to Statement of Profit and Loss account as an exceptional item.

***During the year, The Company has invested USD 1.00 Million in 8% Convertible Notes of Strivr Labs Inc., USA on March 7, 2025 as a part of its strategic initiatives, having maturity period till December 12, 2026.

Pledged as a collateral in respect to loan taken from ICICI bank during the year 2022-23 (Refer note 13).

7 (ii) Loans (Refer note 25) ##
Loans to related parties*

Unsecured, considered good (Refer note 31)

Total loan carried at amortised cost

*The loan of USD 7,850,000 (Previous year USD 6,250,000) was facilitated to Stackroute Learning Inc. to meet its cashflow requirement at the interest rate of 7.09% (Previous year 7.09%) per annum. During the year, The Company amended the original agreement to extend the term which was going to expire on October 31, 2024. As per the new arrangements the borrower shall pay the entire outstanding loan together with the accrued interest before the expiry of the agreement i.e. October 2, 2029.

Type of Borrower
Related Parties

Stackroute Learning, Inc.

Total

Pledged as a collateral in respect to loan taken from ICICI bank during the year 2022-23 (Refer note 13).

As at			
March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Non Current		Current	
7,850,000	-	-	6,250,000
7,850,000	-	-	6,250,000

Amount of loan in the nature of loan outstanding		Percentage to the total Loans in the nature of loans	
March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
7,850,000	6,250,000	100%	100%
7,850,000	6,250,000	100%	100%

7 (iii) Trade Receivables (Refer note 25) ##

Unsecured, considered good

Unsecured, credit impaired

Unsecured, which has significant increase in credit risk

Less: Allowance for expected credit loss

Receivables from related parties (Refer note 31)

Total

Trade receivables are non-interest bearing and are generally on terms of 30 to 120 days.

For amount due and terms and conditions of related party receivables (Refer note 31).

As at	
March 31, 2025	March 31, 2024
Current	
13,407,130	13,525,131
1,932,132	1,567,736
-	-
(1,932,132)	(1,567,736)
6,527,930	4,342,910
19,935,060	17,868,041

Trade receivables Ageing Schedule as at March 31, 2025*

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	16,494,680	2,212,301	1,217,256	10,823	-	-	19,935,060
Undisputed Trade Receivables – credit impaired	-	364,396	12,262	58,025	790,068	707,381	1,932,132
Undisputed Trade Receivables – which has significant increase in credit risk	-	-	-	-	-	-	-
Total	16,494,680	2,576,697	1,229,518	68,848	790,068	707,381	21,867,192
Less: Allowance for expected credit loss							(1,932,132)
Net Trade Receivables	16,494,680	2,576,697	1,229,518	68,848	790,068	707,381	19,935,060



NIIT (USA), Inc.

Notes to the Financial Statements for the year ended March 31, 2025

(All amounts are in USD, unless otherwise stated)

Trade receivables Ageing Schedule 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	14,706,422	3,116,128	45,491	-	-	-	17,868,041
Undisputed Trade Receivables – credit impaired	-	12,262	58,025	790,068	1,466	705,915	1,567,736
Undisputed Trade Receivables – which has significant increase in credit risk	-	-	-	-	-	-	-
Total	14,706,422	3,128,390	103,516	790,068	1,466	705,915	19,435,777
Less: Allowance for expected credit loss							(1,567,736)
Net Trade Receivables	14,706,422	3,128,390	103,516	790,068	1,466	705,915	17,868,041

* There are no disputed trade receivables.

Pledged as a collateral in respect to loan taken from ICICI bank during the year 2022-23 (Refer note 13).

7 (iv) Cash and Cash Equivalents (Refer note 25) ##

Balance with banks

-On Current Accounts

Total

Pledged as a collateral in respect to loan taken from ICICI bank during the year 2022-23 (Refer note 13).

As at	
March 31, 2025	March 31, 2024
Current	
5,304,120	5,626,278
5,304,120	5,626,278

7 (v) Other financial assets (Refer note 25) ##
a) Security deposits receivable

Unsecured, considered good

Unsecured, credit impaired

Less: Allowance for expected credit loss

b) Unbilled revenue [Refer note 18.1 and 29(B)] #

-Unsecured, considered good

-Unsecured, credit impaired

Less: Allowance for expected credit loss

c) Interest Receivable

Interest Accrued on bank and other deposits

d) Long-term deposits with bank (original maturity of more than 12 months)

With remaining maturity of less than 12 months

e) Other receivables*

Unsecured, considered good

Total

*Includes receivables relating to strategic sourcing amounting to USD 8,677,661 (previous year USD 10,632,281) and receivables from related party amounting to USD 992,416 (previous year USD 609,000) (Refer note 9 and 31).

#Ageing of unbilled revenue from transaction date as at March 31, 2025*

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	6,044,543	-	-	-	-	6,044,543
Undisputed unbilled revenue - credit impaired	-	-	-	-	-	-
Total	6,044,543	-	-	-	-	6,044,543
Less: Allowance for expected credit loss of unbilled revenue						-
Total						6,044,543

#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	3,604,100	-	-	-	-	3,604,100
Undisputed unbilled revenue - credit impaired	-	-	-	-	-	-
Total	3,604,100	-	-	-	-	3,604,100
Less: Allowance for expected credit loss of unbilled revenue						-
Total						3,604,100

*There are no disputed unbilled revenue.

Pledged as a collateral in respect to loan taken from ICICI bank during the year 2022-23 (Refer note 13).



NIIT (USA), Inc.
Notes to the Financial Statements for the year ended March 31, 2025

(All amounts are in USD, unless otherwise stated)

8 Tax Assets (net)
8(i) Deferred tax (liabilities) / assets (net)

The balance comprises temporary differences attributable to:

	As at	
	March 31, 2025	March 31, 2024
Provision for compensated absences	141,509	133,133
Unrealised foreign currency	6,169	(4,311)
Carried forward losses	638,150	638,150
Allowance for expected credit loss on trade receivable	304,724	215,922
Difference between carrying value of right-of-use assets and lease liabilities as per Ind AS 116 in the financial statements and as per the Income Tax	31,258	34,822
Total deferred tax asset (A)	1,121,810	1,017,716
Deferred tax liabilities		
Less: Tax impact of difference between carrying amount of property, plant and equipments and intangible assets in the financial statements and as per Income tax	1,933,449	1,254,007
Total deferred tax liabilities (B)	1,933,449	1,254,007
Deferred tax (liabilities) / assets (net) (A-B)	(811,639)	(236,291)

Deferred Tax Asset on carry forward losses has been recognised to the extent of availability of probable future taxable income to set off the losses.

Movement in deferred tax asset

Particulars	Property, plant & equipment and intangibles assets	Employee benefit	Allowance for expected credit loss	Unrealised foreign currency	Carried forward losses	Right-of-use assets net of lease liabilities	Total
As at April 1, 2023	(681,480)	122,595	-	11,486	638,150	33,012	123,763
(charged)/credited:							
- to profit or loss	(572,527)	10,538	215,922	(15,797)	-	1,810	(360,054)
As at March 31, 2024	(1,254,007)	133,133	215,922	(4,311)	638,150	34,822	(236,291)
(charged)/credited:							
- to profit or loss	(679,442)	8,376	88,802	10,480	-	(3,564)	(575,348)
As at March 31, 2025	(1,933,449)	141,509	304,724	6,169	638,150	31,258	(811,639)

9 Income Tax Assets (net)

	As at			
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
	Non Current		Current	
Advance income tax*	161,881	257,233	272,841	1,998,307
Less : Provision for income tax	-	-	(782,515)	(818,181)
	161,881	257,233	(509,674)	1,180,126

* As per taxation laws applicable in United states of America ("USA"), the tax liability is assessed and computed at fiscal consolidated level i.e. the tax liability is discharged by the Company on behalf of its subsidiaries named as St. Charles Consulting Group LLC (StC) and Stackroute Learning Inc. (based out of USA) and payment is made to the tax authorities. Accordingly, the Income tax liability is recovered from its subsidiaries by the Company. Income tax liability recoverable from StC amounting to USD 971,912 (previous year USD 604,579) [Refer note 7 (v)].

10 Other Assets*
(i) Advances recoverable in cash or in kind
 Unsecured, considered good

	As at	
	March 31, 2025	March 31, 2024
	Current	
	103,696	92,608
	103,696	92,608

(ii) Prepaid expenses

Unsecured, considered good

	440,941	415,656
	440,941	415,656

(iii) Balances with Government Authorities (net)

	-	2,139
	-	2,139

(iv) Contract assets [refer note 18.1 and 29(B)]

	2,017,799	487,657
	2,017,799	487,657

Total

	2,562,436	998,060
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* Pledged as a collateral in respect to loan taken from ICICI bank during the year 2022-23 (Refer note 13).



NIIT (USA), Inc.

Notes to the Financial Statements for the year ended March 31, 2025

(All amounts are in USD, unless otherwise stated)

11 EQUITY SHARE CAPITAL
i) Authorised Equity share capital

Particulars	Equity shares of USD 1 each	
	Number	Amount
As at April 1, 2023	25,000,000	25,000,000
Addition during the year	-	-
As at March 31, 2024	25,000,000	25,000,000
Addition during the year	-	-
As at March 31, 2025	25,000,000	25,000,000

ii) Issued Equity share capital

Particulars	Equity shares of USD 1 each	
	Number	Amount
As at April 1, 2023	10,662,113	10,662,113
Issued during the year	-	-
As at March 31, 2024	10,662,113	10,662,113
Issued during the year	-	-
As at March 31, 2025	10,662,113	10,662,113

iii) 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	March 31, 2025	March 31, 2024
			No. of shares	No. of shares
Holding Company	NIIT Learning Systems Limited	Equity	10,662,113	10,662,113

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

Name of shareholder*	Equity Shares			
	March 31, 2025		March 31, 2024	
	No. of shares	% of holding	No. of shares	% of holding
NIIT Learning Systems Limited	10,662,113	100%	10,662,113	100%
Total	10,662,113	100%	10,662,113	100%

(v) Details of shares held by promoters
As at March 31, 2025

Particulars	Name of Promoter	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 USD 1 each fully paid	NIIT Learning Systems Limited	10,662,113	-	10,662,113	100%	-
Total		10,662,113	-	10,662,113	100%	-

As at March 31, 2024

Particulars	Name of Promoter	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 USD 1 each fully paid	NIIT Learning Systems Limited	10,662,113	-	10,662,113	100%	-
Total		10,662,113	-	10,662,113	100%	-

vi) Terms/rights attached to equity shares

The Company has one class of equity shares having a par value of USD 1 per share. Each shareholder is entitled to one vote per share held. In the event of liquidation of the Company, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

12 Other Equity
Retained Earnings [Refer footnote (i)]

	As at	
	March 31, 2025	March 31, 2024
Opening Balance	28,636,284	14,203,041
Add: Profit for the year	14,550,961	14,433,243
Closing Balance	43,187,245	28,636,284

Capital Reserve [Refer footnote (ii)]

Opening balance	(552,742)	(552,742)
Addition during the year	-	-
Closing Balance	(552,742)	(552,742)

Total

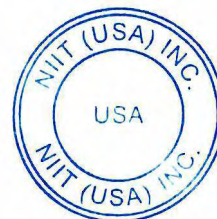
42,634,503	28,083,542
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Nature and purpose of Reserves
(i) Retained Earnings

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.

(ii) Capital Reserve

Capital reserve represents the reserve created on Business Combinations of Eagle international Institute Inc. USA (merged with the Company w.e.f. July 01, 2021).



NIIT (USA), Inc.
Notes to the Financial Statements for the year ended March 31, 2025

(All amounts are in USD, unless otherwise stated)

13 Financial Liabilities (Refer Note 25)

	As at			
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Borrowings	Non Current		Current	
i) Secured Borrowings				
Term Loans from Banks [Refer footnote (a)]	5,227,874	8,198,925	2,971,113	2,960,253
ii) Unsecured Borrowings				
Inter Corporate Borrowings [Refer footnote (b & c) & note 31]	11,000,000	10,000,000	-	-
Total	16,227,874	18,198,925	2,971,113	2,960,253

Footnotes:

(a) During the FY 2022-23, the Company has availed Term loan for USD 15.00 Million from ICICI Bank Limited (New York Branch) for the purpose of acquisition of St. Charles Consulting Group. The said loan is secured by way of first & exclusive charge over all the assets (including brands, patents, intangibles, investments) of the Company and St. Charles Consulting Group (both present and future). The current outstanding as on March 31, 2025 for Term Loan is USD 8.25 Million (Previous year : USD 11.25 Million) net of processing fees in relation to the borrowings. The loan is fully repayable in twenty equal quarterly installments of USD 750,000 each as per the agreement.

Interest

The revolving and Term Loan facility availed shall bear interest at a rate per annum equal at sum of (a) 3-month SOFR plus (b) the Margin.

The average effective interest rate of term loan is 7.18% p.a (Previous year 7.51% p.a).

Maturity Date

The maturity date of the term loan is December 31, 2027.

(b) During the FY 2023-24, the Company has taken unsecured inter corporate borrowings of USD 10 Mn from NIIT (Ireland) Limited.

Interest

The said loan bear interest rate at 6.23% p.a and is payable annually.

Maturity Date

The maturity date of the term loan is March 04, 2027.

(c) During the current year, the Company has taken unsecured Inter Corporate Borrowings of USD 1 Mn from NIIT Malaysia Sdn. Bhd, Malaysia.

Interest

The said loan bear interest rate at 5.54% p.a and is payable annually.

Maturity Date

The maturity date of the term loan is November 26, 2027.

Details of credit facility

During the year, ICICI Bank Limited (New York Branch) has sanctioned the uncommitted revolving credit facility of USD 10 Million. The said credit facility is unsecured in nature for working capital and general corporate purpose. The current outstanding as on March 31, 2025 for uncommitted facility USD Nil.

Terms of Repayment

Principal amount outstanding is repayable at the earlier of (i) at the end of the term and (ii) demand by the bank.

The Company has not defaulted in any of the debt covenants prescribed in the terms of bank loan. There are no defaults as on reporting date in repayment of principal and interest.

	As at	
	March 31, 2025	March 31, 2024
Trade Payables	Current	
Trade Payables	1,738,909	1,996,972
Trade payables to related parties (Refer note 31)	9,738,422	12,050,877
Total	11,477,331	14,047,849

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 31).

Aging of Trade payables as on March 31, 2025*

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	8,743,946	538,426	-	-	-	9,282,372
Total	8,743,946	538,426	-	-	-	9,282,372
Add: Accruals						2,194,959
Total Trade Payables						11,477,331

Aging of Trade payables as on 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	9,857,422	2,174,950	-	-	-	12,032,372
Total	9,857,422	2,174,950	-	-	-	12,032,372
Add: Accruals						2,015,477
Total Trade Payables						14,047,849

* There are no disputed trade payables.



NIIT (USA), Inc.
Notes to the Financial Statements for the year ended March 31, 2025

(All amounts are in USD, unless otherwise stated)

15 Other Financial Liabilities (Refer note 25)	As at			
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
	Non Current		Current	
Interest accrued but not due on borrowings	-	-	1,416	52,833
Payable to employees*	-	-	2,683,233	2,262,252
Contingent consideration payable** [Refer note 27 (c)]	13,646,829	18,025,703	9,628,066	10,410,312
Other payables***	-	-	9,764,632	11,269,503
Total	13,646,829	18,025,703	22,077,347	23,994,900

*It include payables to related party amounting to USD 3,270 (previous year USD 4,682) (Refer note 31).

**Includes contingent consideration payable in respect to acquisition of St.Charles Consulting Group, LLC [Refer note 7 (i)]. Contingent consideration is assessed on estimated performance of St. Charles Consulting Group LLC, based on certain thresholds of Revenue and EBITDA as per the contract terms.

***Payables relates to strategic sourcing.

16 Other Liabilities	As at	
	March 31, 2025	March 31, 2024
	Current	
Contract liabilities (Refer note 18.1)		
Deferred revenue	7,200,431	5,179,587
Advances from customers	43,668	4,198
Statutory dues*	350,455	101,550
Total	7,594,554	5,285,335

*Statutory dues mainly includes withholding tax, sales tax, Goods and Services Tax (GST), 401(K) and superannuation liability etc.

17 Provisions	As at	
	March 31, 2025	March 31, 2024
	Current	
Provision for compensated absences	562,437	522,900
Total	562,437	522,900



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NHT (USA), Inc.
Notes to the Financial Statements for the year ended March 31, 2025

(All amounts are in USD, unless otherwise stated)

18 Revenue from operations

	Year ended	
	March 31, 2025	March 31, 2024
Sale of Services (Refer note 18.1)	100,260,758	87,730,530
Total	100,260,758	87,730,530

18.1 Disclosure under Ind AS - 115 (Revenue from contracts with customers)
a. Disaggregated revenue information
Type of Services

Sale of Services

Total
Timing of Revenue Recognition

Services transferred over time

Total

	Year ended	
	March 31, 2025	March 31, 2024
	100,260,758	87,730,530
	100,260,758	87,730,530
	100,260,758	87,730,530
	100,260,758	87,730,530

b. Contract Balances

Trade Receivables [Refer note 7 (iii)]

Unbilled Revenue [Refer note 7 (v) (b)]

Contract Assets [Refer note 10 (iv)]

Contract Liabilities (Refer note 16)

19,935,060	17,868,041
6,044,543	3,604,100
2,017,799	487,657
7,244,099	5,183,785

Trade receivables are non-interest bearing and are generally on terms of 30 to 120 days. A sum of USD 363,050 (Previous year USD 860,355) is recognised as allowance for expected credit loss (net of reversal) on trade receivables during the year.

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.

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

During the year ended March 31, 2025, the Company recognized revenue of USD 4,623,026 arising from opening contract liability (deferred revenue).

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

The Company classifies amounts due from customer but not billed as unbilled revenue or contract assets depending on whether the Company has an unconditional right to receive the sale consideration.

If only the passage of time is required before receipt of consideration is due, then the amounts due are classified as unbilled revenue under other financial assets, otherwise, such amounts are classified as contract assets under other current assets.

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, 2025	March 31, 2024
	100,260,758	87,730,530
	100,260,758	87,730,530

d. The table below presents disaggregated revenues from operations by geography:
Particulars

Americas

Asia Pacific

Europe

Rest of the World

	Year ended	
	March 31, 2025	March 31, 2024
	92,350,550	80,198,904
	3,192,070	2,095,393
	3,454,748	4,681,475
	1,263,390	754,758
	100,260,758	87,730,530

e. 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. Applying the practical expedient as given in Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures for contracts where the revenue recognized corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time-and-material and unit of work-based contracts. Remaining performance obligation estimates are subject to change and are affected by several factors, including terminations, changes in the scope of contracts, periodic revalidations, adjustment for revenue that has not materialized and adjustments for currency fluctuations.

19 Other Income
Interest income

Deposits with banks and other financial institutions

Interest income on loan to related party (Refer note 31)

Interest on income tax refund

Total (A)
Other non-operating income

Recoveries for sales, marketing and other support services

Dividend income from subsidiary (Refer note 31)

Others

Total (B)
Total (A+B)

	Year ended	
	March 31, 2025	March 31, 2024
	207,662	166,715
	480,625	347,356
	-	38,481
	688,287	552,552
	4,791,129	4,677,608
	7,000,000	10,000,000
	4,332	8,626
	11,795,461	14,686,234
	12,483,748	15,238,786



NIIT (USA), Inc.**Notes to the Financial Statements for the year ended March 31, 2025**

(All amounts are in USD, unless otherwise stated)

20 Employee benefit expenses*

	Year ended	
	March 31, 2025	March 31, 2024
Salaries, wages and bonus	35,543,802	36,274,701
Contribution to employees pension scheme (401K) and other funds (Refer note 20.1)	965,516	934,200
Share based payment**(Refer note 31)	936,114	741,674
Staff welfare expense	338,373	120,906
Total	37,783,805	38,071,481

*Net of USD Nil (Previous year 95,410) capitalized in intangible asset under development [Refer note 4(b)].

**Shares based payment are charged by the Holding Company.

20.1 Employee Benefit**Defined contribution plans**

The Company makes contribution towards employees pension scheme (401K) 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, 2025	March 31, 2024
Employers' contribution to social security schemes	52,352	38,661
Employers' contribution to superannuation fund	94,124	73,515
Employers' contribution to employees pension scheme(401K)	819,040	822,024
Total	965,516	934,200

Contribution towards employees pension scheme (401K) to the defined contribution plans includes following cost for key management personnel (Refer note 31):

	Year ended	
	March 31, 2025	March 31, 2024
Employers' contribution to employees pension scheme(401K)	54,279	52,936
Total	54,279	52,936



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NIIT (USA), Inc.**Notes to the Financial Statements for the year ended March 31, 2025**

(All amounts are in USD, unless otherwise stated)

21 Finance costs

	Year ended	
	March 31, 2025	March 31, 2024
Interest on borrowings- Term loan	694,853	940,961
Interest on borrowings- Related Party (Refer note 31)	654,419	380,934
Interest on lease liabilities [Refer note 5(iii)]	32,737	42,124
Fair value loss on contingent consideration (Refer note 15)	1,148,072	2,401,834
Fair value loss on strategic investment	24,444	-
Other borrowing costs	85,293	121,952
Total	2,639,818	3,887,805

22 Other expenses

	Year ended	
	March 31, 2025	March 31, 2024
Rent [Refer note 5(i)]	153,030	136,319
Royalties (Refer note 31)	1,000,501	438,722
Rates and taxes	191,039	13,858
Power and fuel	12,981	11,027
Communication costs	201,288	201,804
Legal and professional (Refer note 22.1)	632,436	589,344
Management cost recovery by Holding Company (Refer note 31)	2,152,244	1,879,514
Travelling and conveyance	1,153,941	1,046,543
Allowance for expected credit loss on trade receivable (net of reversal) (Refer note 26)	363,050	860,355
Insurance	195,689	176,112
Repairs and maintenance		
- Plant and machinery	26,848	19,804
- Others	-	8,443
Consumables	4,180	29,486
Loss on disposal of property, plant and equipment	-	2,215
Loss on foreign currency translation and transaction (Net)	205,606	326,667
Marketing and advertising expenses	1,730,707	1,480,433
Bank charges	196,011	161,977
Subscription and membership fee	5,227	313,852
Software subscription	526,148	348,553
Sundry expenses	4,737	6,000
Total	8,755,663	8,051,028

22.1 Details of payments to auditors (excluding taxes)

	Year ended	
	March 31, 2025	March 31, 2024
Audit fee	10,803	10,803
Reimbursement of expenses	832	832
Total	11,635	11,635

23 Exceptional Items

	Year ended	
	March 31, 2025	March 31, 2024
Legal and professional cost towards strategic initiatives	1,313,022	-
Total	1,313,022	-



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NIIT (USA), Inc.

Notes to the Financial Statements for the year ended March 31, 2025

24 Income Tax Expense

(All amounts are in USD, unless otherwise stated)

(a) Income tax expense

Current tax

Current tax on profits of the year
Adjustments for tax relating to earlier years
Foreign tax credit written off
Total current tax expense [A]

Year ended	
March 31, 2025	March 31, 2024
657,265	782,082
87,242	(695,746)
227,520	414,913
972,027	501,249
575,348	360,054
575,348	360,054
1,547,375	861,303

Deferred tax

Deferred tax charge
Total deferred tax expense [B]
Income tax expense [A+B]

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

Particulars

Profit before tax

Tax at the US tax rate @ 21%

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

- Tax impact of permanent difference on account of dividend income
- Tax impact of permanent difference on account of fair value loss on contingent consideration
- Tax impact of permanent difference - Others
- Impact of state tax
- Foreign tax credit written off
- Adjustments for tax relating to earlier years
- Unrecognized deferred tax asset on losses of subsidiaries
- Impact of state tax on timing differences
- Others

Total

Year ended	
March 31, 2025	March 31, 2024
16,098,336	15,294,546
3,380,651	3,211,855
(1,470,000)	(2,100,000)
241,095	504,385
4,967	8,619
286,896	480,479
227,520	414,913
87,242	(695,746)
(1,299,427)	(1,024,931)
95,129	63,073
(6,698)	(1,344)
1,547,375	861,303



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NIIT (USA), Inc.

Notes to the Financial Statements for the year ended March 31, 2025

(All amounts are in USD, unless otherwise stated)

25 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. The mutual funds are valued using the closing net asset value.

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) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- The use of quoted market prices for similar instruments.
- The fair value of forward foreign exchange contracts is determined using Mark to Market Valuation by the respective bank at the balance sheet date.
- The fair value of the remaining financial instruments is determined using discounted cash flow analysis.

Financial instruments by category

	As at			
	March 31, 2025		March 31, 2024	
	FVTPL	Amortised cost	FVTPL	Amortised cost
Financial assets				
Trade receivables [refer note 7 (iii)]	-	19,935,060	-	17,868,041
Cash and bank balances [refer note 7 (iv)]	-	5,304,120	-	5,626,278
Investments in promissory notes [refer note 7 (i)]	1,005,556	-	-	-
Other financial assets [refer note 7 (v)]	-	16,684,593	-	16,030,545
Loans to related parties [refer note 7 (ii)]	-	7,850,000	-	6,250,000
Total financial assets	1,005,556	49,773,773	-	45,774,864
Financial liabilities				
Borrowings (refer note 13)	-	19,198,987	-	21,159,178
Trade payables (refer note 14)	-	11,477,331	-	14,047,849
Contingent Consideration (refer note 15) #	23,274,895	-	28,436,015	-
Other financial liabilities (refer note 15)	-	12,449,281	-	13,584,588
Lease liabilities [refer note 5(iii)]	-	758,619	-	1,025,593
Total financial liabilities	23,274,895	43,884,218	28,436,015	49,817,208

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis

	As at			
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
	Level 2	Level 2	Level 3	Level 3
Financial assets and liabilities at fair value through profit and loss				
Financial assets				
Investments in promissory notes [refer note 7 (i)]	1,005,556	-	-	-
Total	1,005,556	-	-	-
Financial liabilities				
Contingent Consideration (refer note 15) #	-	-	23,274,895	28,436,015
Total	-	-	23,274,895	28,436,015

The management has assessed that fair value of all other financial assets and liabilities including cash and cash equivalents, bank balances other than cash and cash equivalents, investments, trade receivables, other financial assets, trade payables, lease liabilities and other financial liabilities, approximate their carrying amounts largely due to short-term maturities of these instruments.

Contingent consideration is calculated on the basis of discounted cash flow method technique.

Inputs used in the valuation models

(a) Financial liability for future contingent consideration:

- (i) Revenue inputs - Based on past performance and management's expectations for the future.
- (ii) EBITDA margin - Based on past performance and management's expectations for the future.
- (iii) WACC - Reflect specific risks relating to the relevant geography in which they operate.

Significant unobservable input to valuation are as follows:

- a) EBITDA margin in the range of 25% to 26%
- b) WACC - March 31, 2025 : 7.96% and March 31, 2024 : 7.31%.

Management has performed a sensitivity analysis on the key unobservable inputs used in the valuation of the contingent consideration as at March 31, 2025. 1% change in the revenue, EBITDA margin or WACC assumptions would not result in a significant change in the fair value of the contingent consideration liability.



NIIT (USA), Inc.
Notes to the Financial Statements for the year ended March 31, 2025

(All amounts are in USD, unless otherwise stated)

26 Financial Risk Management

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, 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. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. 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) 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 (net) amounting to USD 19,935,060 and USD 17,868,041 as of March 31, 2025 and March 31, 2024 respectively and unbilled revenue (net) amounting to USD 6,044,543 and USD 3,604,100 as of March 31, 2025 and March 31, 2024 respectively.

Trade receivables and unbilled revenue are typically unsecured and are derived from revenue earned through 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.

The following table gives the movement in allowance for expected credit loss for the year ended March 31, 2025:

Particulars	Trade receivables
Loss allowance on April 1, 2023	707,381
Add: Allowance for expected credit loss	860,355
Loss allowance on March 31, 2024	1,567,736
Add: Allowance for expected credit loss	363,050
Loss allowance on March 31, 2025	1,930,786

ii) Liquidity risk

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company has outstanding borrowings as term loans. The term loans are secured by a charge on the book debts and movable & immovable assets of the Company. However, the Company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

(a) Maturities of financial liabilities

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

Contractual maturities of financial liabilities

Particulars	Less than 1 year	Between 1 and 2 years	More than 2 years	Total
March 31, 2025				
Borrowings	3,000,000	13,000,000	3,250,000	19,250,000
Trade payables	11,477,331	-	-	11,477,331
Contingent consideration	10,200,000	15,608,303	-	25,808,303
Other financial liabilities	12,449,281	-	-	12,449,281
Lease liabilities	308,723	317,985	168,700	795,408
Total	37,435,335	28,926,288	3,418,700	69,780,323
March 31, 2024				
Borrowings	3,000,000	3,000,000	15,250,000	21,250,000
Trade payables	14,047,849	-	-	14,047,849
Contingent consideration	10,968,193	9,676,286	11,506,977	32,151,456
Other financial liabilities	13,584,588	-	-	13,584,588
Lease liabilities	299,713	308,723	486,685	1,095,121
Total	41,900,343	12,985,009	27,243,662	82,129,014



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NIIT (USA), Inc.
Notes to the Financial Statements for the year ended March 31, 2025

(All amounts are in USD, unless otherwise stated)

iii) 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.

(a) 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.

(b) 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 arising from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (USD). 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 USD, are as follows:

Financial assets	March 31, 2025	March 31, 2024
Trade Receivables		
AUD	236,829	265,167
BRL	11,602	-
CAD	164,646	21,241
CHF	86,792	170,397
EUR	303,785	300,666
SGD	15,379	51,025
GBP	4,506	1,710
MXN	40,628	242,953
Others	13,576	14,240
	877,743	1,067,399
Bank		
AUD	231,630	950,566
SGD	256,811	525,716
	488,441	1,476,282
Net exposure to foreign currency risk (assets)	1,366,184	2,543,681
Financial Liabilities	March 31, 2025	March 31, 2024
Trade Payables		
AUD	90,096	285,820
CAD	988,821	2,422,260
EUR	354,560	375,952
SGD	29,831	39,147
GBP	642,552	4,478,903
MYR	4,346	174,042
Others	15,896	13,497
Net exposure to foreign currency risk (liabilities)	2,126,102	7,789,621

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, 2025		Impact on Profit and Loss for the year ended March 31, 2024	
	Gain / (Loss) on appreciation	Gain / (Loss) on Depreciation	Gain / (Loss) on appreciation	Gain / (Loss) on Depreciation
1% appreciation / depreciation in USD against following foreign currencies *:				
AUD	3,784	(3,784)	9,299	(9,299)
BRL	116	(116)	-	-
CAD	(8,242)	8,242	(24,010)	24,010
CHF	868	(868)	1,704	(1,704)
EUR	(508)	508	(753)	753
SGD	2,424	(2,424)	5,376	(5,376)
GBP	(6,380)	6,380	(44,772)	44,772
MXN	406	(406)	2,430	(2,430)
MYR	(43)	43	(1,740)	1,740
Others	(23)	23	7	(7)
	(7,598)	7,598	(52,459)	52,459

* Holding all other variables constant

GBP: Great Britain Pound sterling, BRL: Brazilian Real equals, EUR: Euro, AUD: Australian Dollar, CAD: Canadian Dollar, SGD: Singapore Dollar, CHF: Swiss franc, MXN: Mexican Peso, MYR: Malaysian Ringgit.



NIIT (USA), Inc.
Notes to the Financial Statements for the year ended March 31, 2025

(All amounts are in USD, unless otherwise stated)

27 Commitments, Contingent Liabilities and Significant Judgements

	As at	
	March 31, 2025	March 31, 2024
a) Claims against the Company not acknowledged as debts:		
Tax Matters	-	151,742
Total contingent liabilities	-	151,742

b) Commitments

During the year, the Company has issued need based financial support letter to its wholly owned Subsidiary (Stackroute Learning Inc, USA).

c) Significant Judgements

The obligation to pay contingent consideration to the promoters of the St. Charles has been recorded as financial liability at fair value. This financial liability has been measured at the date of acquisition initially as per Membership interest purchase agreement. This liability was fair valued through statement of profit and loss as at the year end (refer note 15).

Contingent Consideration Payable	Amount
Contingent Consideration Payable as on April 01, 2023	35,645,873
Contingent Consideration paid to promoters and others	(9,611,692)
Fair Value Loss on contingent consideration charged as finance cost in statement of profit and loss	2,401,834
Contingent Consideration Payable as on March 31, 2024	28,436,015
Contingent Consideration paid to promoters and others	(6,309,192)
Fair Value Loss on contingent consideration charged as finance cost in statement of profit and loss	1,148,072
Contingent Consideration Payable as on March 31, 2025	23,274,895

28 Earnings Per Share

Particular	Year ended	
	March 31, 2025	March 31, 2024
Profit attributable to equity shareholders (USD) - (A)	14,550,961	14,433,243
Weighted average number of equity shares outstanding during the year (Nos.) - (B)	10,662,113	10,662,113
Nominal value of equity shares (USD)	1	1
Basic earnings per share (USD) (A/B)	1.36	1.35
Diluted earnings per share (USD) (A/B)	1.36	1.35

29 Non- Cash Transactions and Reclassification
(A) Non- Cash Transactions

Reconciliation of liabilities arising from investing and financing activities

Particulars	As at March 31, 2024	Cash Flows (net)	Non cash changes	As at March 31, 2025
Borrowings (including current maturities and interest on borrowing)	11,212,011	(4,446,173)	1,434,565	8,200,403
Contingent Consideration	28,436,015	(6,309,192)	1,148,072	23,274,895
Lease Liabilities	1,025,593	(299,711)	32,737	758,619

Particulars	As at March 31, 2023	Cash Flows (net)	Non cash changes	As at March 31, 2024
Borrowings (including current maturities and interest on borrowing)	14,112,449	(4,344,285)	1,443,847	11,212,011
Contingent Consideration	35,645,873	(9,611,692)	2,401,834	28,436,015
Lease Liabilities	1,274,420	(290,951)	42,124	1,025,593

(B) Reclassification

During the year, the Company has reassessed the presentation of unbilled revenue to ensure disclosures in accordance with the requirements of Ind AS 115 "Revenue from Contracts with Customers". As a result, as at March 31, 2025, the Company has presented contract assets under other current assets and has also reclassified the corresponding balances as at March 31, 2024, to be in line with the current year presentation. Accordingly, contract assets amounting to USD 487,657 which were included in unbilled revenue and presented under other financial assets in previous year have been separately disclosed under Other Current Assets.

30 Segment Information

The Company is engaged in providing Education & Training Services in a single segment. Chief Financial Officer of the Company are considered as Chief Operating Decision Makers (CODM) who evaluate the performance and allocate resources based on the analysis of performance of the Company as a whole. Its operations are, therefore considered to constitute a single segment in the context of Ind AS 108 - 'Operating Segments'.



NIIT (USA), Inc.

Notes to the Financial Statements for the year ended March 31, 2025

31 Related Party Transactions :

A. Related party relationship where control exists:

Holding Company - NIIT Learning Systems Limited, India

Subsidiaries

1. Stackroute Learning Inc.
2. ST. Charles Consulting Group LLC
3. NIIT Mexico, S. DE R.L. DE C.V.
4. NIIT Brazil LTDA
5. Eagle Training Spain, S.L.U

B. Fellow subsidiaries *

1. NIIT Limited, UK
2. NIIT Malaysia Sdn. Bhd, Malaysia
3. NIIT (Ireland) Limited
4. NIIT West Africa Limited
5. NIIT Learning Solutions (Canada) Limited (subsidiary of entity at serial no. 3)

* 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. Entities in which Key Management Personnel of the Holding Company are interested

1. NIIT Limited, India (Holding Company till March 31, 2022)
2. NIIT Institute of Finance Banking and Insurance Training Limited (subsidiary of entity at serial no. 1)
3. NIIT Institute of Process Excellence Limited (Liquidated on August 11, 2023) (subsidiary of entity at serial no. 1)
4. NIIT GC Limited, Mauritius (subsidiary of entity at serial no. 1)
5. PT NIIT Indonesia, Indonesia (under liquidation) (subsidiary of entity at serial no. 1)
6. NIIT China (Shanghai) Limited, Shanghai (subsidiary of entity at serial no. 4)
7. Chongqing NIIT Business Consulting Co. Limited, China (subsidiary of entity at serial no. 6)
8. Guizhou NIIT Information Technology Consulting Co., Limited, China (under process of closing, subsidiary of entity at serial no. 6)
9. NIIT (Guizhou) Education Technology Co., Limited, China (subsidiary of entity at serial no. 6)
10. RPS Consulting Private Limited (subsidiary of entity at serial no. 1)

D. Other related parties with whom Company has transacted

a) Key management personnel:

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

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.



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NIIT (USA), Inc.**Notes to the Financial Statements for the year ended March 31, 2025**

(All amounts are in USD, unless otherwise stated)

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

Particulars	Year ended	
	March 31, 2025	March 31, 2024
Purchase of services		
- NIIT Limited UK	2,799,042	3,843,187
- NIIT Malaysia Sdn. Bhd, Malaysia	210,368	390,351
- NIIT (Ireland) Limited	1,319,160	1,198,183
- NIIT Learning Solutions (Canada) Limited	4,047,036	2,815,170
- NIIT Learning Systems Limited, India	24,796,628	18,835,765
- NIIT China (Shanghai) Limited, Shanghai	636,636	263,421
- Eagle Training Spain, S.L.U	1,439,109	1,250,544
- RPS Consulting Private Limited, India	221,124	177,573
- Stackroute Learning Inc.	35,774	34,414
- St.Charles Consulting Group	425,891	89,989
- NIIT Brazil LTDA	-	84
Sale of services		
- NIIT Limited UK	919,381	686,266
- NIIT Limited, India	11,835	40,028
- NIIT Malaysia Sdn. Bhd, Malaysia	-	19,015
- NIIT (Ireland) Limited	1,516,185	2,965,261
- NIIT Learning Solutions (Canada) Limited	911,267	799,619
- NIIT Learning Systems Limited, India	3,095,715	1,967,083
- Stackroute Learning Inc.	146,589	218,521
- NIIT Mexico, S. DE R.L. DE C.V.	-	17,078
- NIIT China (Shanghai) Limited, Shanghai	189,100	-
- St.Charles Consulting Group	41,535	-
Dividend income		
- St.Charles Consulting Group	7,000,000	10,000,000
Royalty expenses		
- NIIT Learning Systems Limited	1,000,501	438,722
Share based payment expense		
- NIIT Learning Systems Limited	936,114	741,674
Loan taken / (repaid)		
- NIIT (Ireland) Limited	-	10,000,000
- NIIT Learning Solutions (Canada) Limited	-	(10,000,000)
- NIIT Malaysia Sdn. Bhd, Malaysia	1,000,000	-
Interest paid on loan taken		
- NIIT (Ireland) Limited	623,000	46,085
- NIIT Learning Solutions (Canada) Limited	-	334,849
- NIIT Malaysia Sdn. Bhd, Malaysia	31,419	-



NIIT (USA), Inc.**Notes to the Financial Statements for the year ended March 31, 2025**

(All amounts are in USD, unless otherwise stated)

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

Particulars	Year ended	
	March 31, 2025	March 31, 2024
Loan given		
- Stackroute Learning Inc.	1,600,000	2,000,000
Interest received on Loan given		
- Stackroute Learning Inc.	480,625	347,356
Issuance of share capital		
- Stackroute Learning Inc.	1,600,000	2,000,000
- NIIT Brazil LTDA	35,217	61,748
- NIIT Mexico, S. DE R.L. DE C.V.	199,831	169
Other income		
- NIIT Limited UK	1,255,390	1,019,907
- NIIT Malaysia Sdn. Bhd, Malaysia	6,088	8,457
- NIIT (Ireland) Limited	891,380	897,072
- NIIT Learning Solutions (Canada) Limited	1,163,218	1,345,485
- NIIT Learning Systems Limited, India	1,465,706	1,405,724
- NIIT Mexico, S. DE R.L. DE C.V.	424	963
- NIIT Brazil LTDA	8,923	-
Recovery of expense from- employee		
- NIIT Limited UK	45,595	30,575
- NIIT Malaysia Sdn. Bhd, Malaysia	119	89
- NIIT (Ireland) Limited	4,094	4,360
- NIIT Learning Solutions (Canada) Limited	605	113
- NIIT Learning Systems Limited, India	-	33,646
- Eagle Training Spain, S.L.U	1,801	4,250
- NIIT Brazil LTDA	1,688	-
- Stackroute Learning Inc.	32,403	12,718
Recovery of expenses from- others		
- NIIT Limited UK	1,586,412	2,228,114
- NIIT Limited, India	18,934	8,307
- NIIT Malaysia Sdn. Bhd, Malaysia	47,442	83,198
- NIIT (Ireland) Limited	263,570	138,296
- NIIT Learning Solutions (Canada) Limited	671,385	733,225
- NIIT Learning Systems Limited, India	696,852	643,844
- NIIT China (Shanghai) Limited, Shanghai	869	8,161
- Eagle Training Spain, S.L.U	24,868	25,260
- Stackroute Learning Inc.	1,862,366	1,270,669
- St.Charles Consulting Group	1,047,473	38,377
- NIIT Brazil LTDA	1,522	26,854
- NIIT Mexico, S. DE R.L. DE C.V.	1,155	8,700



NIIT (USA), Inc.**Notes to the Financial Statements for the year ended March 31, 2025**

(All amounts are in USD, unless otherwise stated)

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

Particulars	Year ended	
	March 31, 2025	March 31, 2024
Recovery of expenses by- employee		
- NIIT Limited UK	-	541
- Stackroute Learning Inc.	9,900	3,348
Recovery of expenses by- others		
- NIIT Limited UK	278,395	445,171
- NIIT Malaysia Sdn. Bhd, Malaysia	-	10,102
- NIIT (Ireland) Limited	15,897	5,935
- NIIT Learning Solutions (Canada) Limited	28,383	580
- NIIT Learning Systems Limited, India	102,930	37,368
- Eagle Training Spain, S.L.U	3,836	37,911
- St.Charles Consulting Group	5,405	25,000
- RPS Consulting Private Limited, India	1,211	-
Management cost recovery		
- NIIT Learning Systems Limited, India	2,152,244	1,879,514

Note: Refer note 27 for Guarantees and commitments as at the year end.

Key management personnel compensation	Year ended	
	March 31, 2025	March 31, 2024
Short-term employee benefits	2,384,520	2,092,415
Post-employment benefits	54,279	52,936
Share based payment	388,082	297,555
Total	2,826,881	2,442,906



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NIIT (USA), Inc.**Notes to the Financial Statements for the year ended March 31, 2025**

(All amounts are in USD, unless otherwise stated)

G. Details of outstanding balances with related parties

Particulars	As at	
	March 31, 2025	March 31, 2024
Trade and other receivables		
- NIIT Limited UK	966,367	925,545
- NIIT Limited, India	-	6,504
- NIIT Malaysia Sdn. Bhd, Malaysia	3,630	43,509
- NIIT (Ireland) Limited	481,790	731,887
- NIIT Learning Solutions (Canada) Limited	877,314	571,884
- NIIT Learning Systems Limited, India	1,474,710	1,277,119
- NIIT China (Shanghai) Limited, Shanghai	59,096	18,966
- Eagle Training Spain, S.L.U	11,620	4,730
- Stackroute Learning Inc.	2,477,830	379,520
- St.Charles Consulting Group	1,046,146	644,987
- NIIT Brazil LTDA	60,705	34,246
- NIIT Mexico, S. DE R.L. DE C.V.	40,634	308,592
- Sailesh Lalla (Travel advance)	20,504	4,421
Total	7,520,346	4,951,910
Trade and other payables		
- NIIT Limited UK	745,511	3,425,632
- NIIT Malaysia Sdn. Bhd, Malaysia	4,374	174,820
- NIIT (Ireland) Limited	341,147	344,804
- NIIT Learning Solutions (Canada) Limited	1,000,478	2,426,784
- NIIT Learning Systems Limited, India	7,282,414	5,348,274
- NIIT China (Shanghai) Limited, Shanghai	109,803	89,767
- Eagle Training Spain, S.L.U	130,676	170,980
- Stackroute Learning Inc.	3,457	5,907
- St.Charles Consulting Group	74,397	38,542
- NIIT Brazil LTDA	-	84
- RPS Consulting Private Limited, India	46,165	25,283
- Sapnesh Lalla	-	1,312
- P R Subramanian	247	605
- Abhas Kumar	-	2,101
- Devenderjit Chadha	3,023	664
Total	9,741,692	12,055,559
Loan given		
- Stackroute Learning Inc.	7,850,000	6,250,000
Loan received		
- NIIT (Ireland) Limited	10,000,000	10,000,000
- NIIT Malaysia Sdn. Bhd, Malaysia	1,000,000	-
Total	11,000,000	10,000,000



NIIT (USA), Inc.**Notes to the Financial Statements for the year ended March 31, 2025**

(All amounts are in USD, unless otherwise stated)

32 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, foreign currency term loan and lease liabilities.

There is no default on the repayment of borrowings (including interest thereon) during the year ended March 31, 2025.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2025 and March 31, 2024.

Debt equity ratio:

Particulars	As at	
	March 31, 2025	March 31, 2024
Borrowings (Refer note 13)	19,198,987	21,159,178
Lease Liabilities [Refer note 5(iii)]	758,619	1,025,593
Total Debt (A)	19,957,606	22,184,771
Equity share capital (Refer note 11)	10,662,113	10,662,113
Other equity (Refer note 12)	42,634,503	28,083,542
Total Equity (B)	53,296,616	38,745,655
Profit after tax (C)	14,550,961	14,433,243
Opening Shareholders equity	38,745,655	24,312,412
Closing Shareholders equity	53,296,616	38,745,655
Average Shareholder's Equity (D)	46,021,136	31,529,034
Debt equity ratio (A/B)	0.37	0.57
Return on equity Ratio (%) (C/D)	31.62%	45.78%

33 Additional Regulatory Information

- (i) There are no immovable properties included in Property Plant and Equipment, whose title deeds are not held in the name of the the
- (ii) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) and intangible assets during the year ended March 31, 2025.
- (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 (USA), Inc.

Notes to the Financial Statements for the year ended March 31, 2025

(v) Ratio Analysis and its elements

Particulars	Numerator	Denominator	As at		% Change	Reasons for variance
			March 31, 2025	March 31, 2024		
Current Ratio	Current Assets	Current Liabilities	0.98	1.02	(4%)	Not applicable
Debt equity ratio	Total Debt = Borrowings + Lease Liabilities	Shareholder's Equity	0.37	0.57	(35%)	Decrease in borrowings has resulted in lower debt equity 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	3.62	1.19	205%	Partial repayment of term loan from Banks has resulted in improvement in debt service coverage ratio.
Return on equity Ratio	Net Profits after taxes	Average Shareholder's Equity	31.62%	45.78%	(31%)	Decrease in average shareholder's equity has resulted in reduction in this ratio.
Trade receivables turnover ratio	Total Sales	Closing balance of trade receivables	5.03	4.91	2%	Not applicable
Trade payables turnover ratio	Total Purchases	Closing balance of trade payables	4.68	3.13	50%	Payment of trade payables in current year resulting in improvement of this ratio.
Net capital turnover ratio	Net Sales	Average Working Capital (i.e. Total current assets less Total current liabilities)	(1,176.65)	(11.18)	(10428%)	Change is mainly due to cash utilization in relation to contingent consideration paid in respect to investment in STC , and fresh loan taken during the year.
Net profit ratio	Net profit	Net Sales	14.51%	16.45%	(12%)	Not applicable
Return on capital employed	Earning before interest and taxes	Capital employed = Tangible Net worth + Lease liabilities + Borrowings	26.27%	30.41%	(14%)	Not applicable
Return on investments Fixed deposits	Income generated from invested funds	Weighted average investments	13.90%	5.25%	165%	Increase in investment in Fixed Deposits has resulted in improvement of this ratio.

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NIIT (USA), Inc.

Notes to the Financial Statements for the year ended March 31, 2025

- (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

For S. R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration No.: 101049W/E300004



per **Yogender Seth**
Partner
Membership No. 400419



Place: Gurugram
Date: May 7, 2025

For and on behalf of the Board of Directors of NIIT (USA), Inc.



Vijay K Thadani
Director

Sapnesh Lalla
Director

P R Subramanian
Director

Place: Gurugram
Date: May 7, 2025

Place: Gurugram
Date: May 7, 2025

Place: Atlanta
Date: May 7, 2025

