

Company No.:199701002652 (418148-D)

NIIT (MALAYSIA) SDN. BHD.
(Incorporated in Malaysia)

**REPORTS &
FINANCIAL STATEMENTS**

31ST MARCH 2025

Company No.:199701002652 (418148-D)

NIIT (MALAYSIA) SDN. BHD.
(Incorporated in Malaysia)

CONTENTS

	Page
Corporate Information	1
Directors' Report	2 - 6
Statement by Directors	7
Statutory Declaration	7
Independent Auditors' Report	8 - 11
Statement of Financial Position	12
Statement of Profit and Loss and Other Comprehensive Income	13
Statement of Changes in Equity	14
Statement of Cash Flows	15
Notes to the Financial Statements	16 - 35

Company No.:199701002652 (418148-D)

NIIT (MALAYSIA) SDN. BHD.
(Incorporated in Malaysia)

CORPORATE INFORMATION

Board of Directors : Sanjay Mal
: Nor Samsiah Binti Abdullah Din
: Kamal Nain Dhuper
: Perunkolam Ramakrishnan Subramaniam

Company Secretary : Ong Wai Leng
(MAICSA 7065544)

: Choo Sook Fun
(LS 0009607)

Registered Office : Unit 30-01, Level 30,
Tower A Vertical Business Suite,
Avenue 3,
Bangsar South No. 8, Jalan Kerinchi,
59200 Kuala Lumpur.

Auditors : Lloyds Earle Panicker & Tan (AF 0604)
Suite 1.00, Level 11B,
Akademi Etiqa,
23, Jalan Melaka,
50100 Kuala Lumpur.

Principal Bankers : Citibank Berhad
Malayan Banking Berhad

Legal Form : Private company limited by shares,
incorporated under the Companies Act,
2016

Company No. : 199701002652 (418148-D)

NIIT (MALAYSIA) SDN. BHD.
(Incorporated in Malaysia)

DIRECTORS' REPORT

The Directors take pleasure in submitting their Report together with the Audited Financial Statements of the Company for the financial year ended 31st March 2025.

Principal Activities

The company is principally engaged in the provision of management services in education and training. There have been no significant changes in the nature of its activities during the financial year.

Holding Company

The Company is wholly owned by NIIT Learning Systems Limited, a company incorporated in India.

Financial Results

	RM
Profit for the year after taxation	<u>23,549</u>

In the opinion of the Directors, the results of the Company's operations for the financial year ended 31st March 2025 have not been substantially affected by any item, transaction or event of a material and unusual nature.

Dividends

During the financial year, the Company issued a Single Tier Interim dividend of RM 0.36 per ordinary share equivalent to RM 1,994,760 in respect of financial year ending 31st March 2025.

Reserves and Provisions

There were no material transfers to or from reserves or provisions during the financial year.

Company No. : 199701002652 (418148-D)

NIIT (MALAYSIA) SDN. BHD.
(Incorporated in Malaysia)

DIRECTORS' REPORT (Cont'd)

Issue of Shares and Debentures

The Company did not issue any new shares or debentures during the financial year.

Share Options

During the financial year, no options were granted to any person to take up unissued shares in the Company. As at 31st March 2025, there were no outstanding options on the unissued shares in the Company.

Directors

The names of the directors of the Company who held office since the date of the last report and at the date of this report are:-

Sanjay Mal
Nor Samsiah Binti Abdullah Din
Kamal Nain Dhuper
Perunkolam Ramakrishnan Subramaniam

Directors' Interest

According to the register of directors' shareholding, none of the directors in office at the end of the financial year held any shares in the Company and the holding company.

Directors' Benefits

During and at the end of the financial year, no arrangements subsisted to which the Company is a party, with the object or objects of enabling directors of the Company to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

Since the end of the previous financial year, none of the Directors of the Company have received or become entitled to receive a benefit by reason of a contract made by the Company or a related corporation with a Director or with a firm of which he is a member, or with a company in which he has a substantial interest.

Directors' Remuneration

Details of emoluments paid to directors of the Company during and at the end of the financial year are as stated in Note 14 to the financial statements.

NIIT (MALAYSIA) SDN. BHD.
(Incorporated in Malaysia)

DIRECTORS' REPORT (Cont'd)

Indemnities to Directors, Officers or Auditors

No indemnities have been given or insurance premiums paid, during or since the end of the financial year for any person who is or has been the director, officer or auditor of the Company.

Auditors' Remuneration

The total amount paid to or receivable by the auditors as remuneration for their services as auditors for the financial year under review, inclusive of all fees, percentages or other payments or consideration given by or from the Company is as disclosed in Note 14 to the financial statements.

Bad and Doubtful Debts

Before the financial statements were made out, the directors took reasonable steps to ascertain that action has been taken in relation to the writing off of and the making of provision for doubtful debts, and have satisfied themselves that all known bad debts have been written off and that adequate provision has been made for doubtful debts.

At the date of this report, the directors are not aware of any circumstances which would render the amounts written off for bad debts or the amount of the provision for doubtful debts in the financial statements of the Company inadequate to any substantial extent.

Current Assets

Before the financial statements were made out, the directors took reasonable steps to ensure that any current assets, other than debts, which were unlikely to realise in the ordinary course of business their values as shown in the accounting records of the Company have been written down to an amount which they might be expected to realise.

At the date of this report, the directors are not aware of any circumstances which would render the values attributed to current assets in the financial statements of the Company misleading.

Valuation Methods

At the date of this report, the directors are not aware of any circumstances which have arisen which render adherence to the existing method of valuation of assets or liabilities of the Company misleading or inappropriate.

NIIT (MALAYSIA) SDN. BHD.
(Incorporated in Malaysia)

DIRECTORS' REPORT (Cont'd)

Contingent and Other Liabilities

At the date of this report, there does not exist: -

- a) any charge on the assets of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or
- b) any contingent liability of the Company which has arisen since the end of the financial year.

No contingent or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which, in the opinion of the directors, will or may affect the ability of the Group and of the Company to meet its obligations when they fall due.

Change of Circumstances

At the date of this report, the directors are not aware of any circumstances not otherwise dealt with in this report or the financial statements which would render any amounts stated in the financial statements misleading.

Items of an Unusual Nature

The results of the operations of the Company for the financial year under review were not, in the opinion of the directors, substantially affected by any item, transaction or event of a material and unusual nature.

There has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the directors, to affect substantially the results of the operations of the Company for the financial year in which this report is made.

Company No. : 199701002652 (418148-D)

NIIT (MALAYSIA) SDN. BHD.
(Incorporated in Malaysia)

DIRECTORS' REPORT (Cont'd)

Auditors

The auditors, Messrs. Lloyds Earle Panicker & Tan, Chartered Accountants, have intimated their willingness to continue in office in accordance with Section 267(4)(a) of the Companies Act, 2016.

Signed on behalf of the Board of Directors in accordance with a resolution of the directors.

**PERUNKOLAM RAMAKRISHNAN
SUBRAMANIAM**
Director

KAMAL NAIN DHUPER
Director

Dated: 07 May 2025

Company No. : 199701002652 (418148-D)

NIIT (MALAYSIA) SDN. BHD.
(Incorporated in Malaysia)

STATEMENT BY DIRECTORS

Pursuant to Section 251(2) of the Companies Act, 2016

We, PERUNKOLAM RAMAKRISHNAN SUBRAMANIAM and KAMAL NAIN DHUPER, being two of the Directors of NIIT (MALAYSIA) SDN. BHD., do hereby state that in the opinion of the Directors, the accompanying financial statements set out in Pages 12 to 35 are drawn up in accordance with Malaysian Financial Reporting Standards (MFRS), International Financial Reporting Standards (IFRS) and provisions of the Companies Act, 2016 so as to give a true and fair view of the financial position of the Company as at 31st March 2025 and of the results and cash flows for the year then ended.

Signed in accordance with a resolution of the Directors,

**PERUNKOLAM RAMAKRISHNAN
SUBRAMANIAM**
Director

KAMAL NAIN DHUPER
Director

Dated: 07 May 2025

STATUTORY DECLARATION

Pursuant to Section 251(1) of the Companies Act, 2016

I, PERUNKOLAM RAMAKRISHNAN SUBRAMANIAM, the Director primarily responsible for the accounting records and financial management of NIIT (MALAYSIA) SDN. BHD., do solemnly and sincerely declare that the Financial Statements set out in Pages 12 to 35 are, to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Notaries Act 1952, Republic of India.

Subscribed and solemnly declared by the)
abovenamed PERUNKOLAM)
RAMAKRISHNAN SUBRAMANIAM)
(PASSPORT NO: 543006427))
)
in)
)
on 07 May 2025)

.....
**PERUNKOLAM RAMAKRISHNAN
SUBRAMANIAM**

Before me,

Company No. : 199701002652 (418148-D)

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
NIIT (MALAYSIA) SDN. BHD.**
(Incorporated in Malaysia)

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of NIIT (MALAYSIA) SDN. BHD., which comprise the statement of financial position as at 31st March 2025, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies, as set out in pages 12 to 35.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 31st March 2025, and of its financial performance and cash flows for the year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act, 2016 in Malaysia.

Basis for Opinion

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence and Other Ethical Responsibilities

We are independent of the Company in accordance with the By-Laws (*on Professional Ethics, Conduct and Practice*) of the Malaysian Institute of Accountants ("By-Laws") and the International Ethics Standard Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

Information Other than the Financial Statements and Auditors' Report Thereon

The Directors of the Company are responsible for the other information. The other information comprises the Directors' Report but does not include the financial statements of the Company and our auditors' report thereon.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
NIIT (MALAYSIA) SDN. BHD.**
(Incorporated in Malaysia)

Information Other than the Financial Statements and Auditors' Report Thereon (Cont'd)

Our opinion on the financial statements of the Company does not cover the Directors' Report and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements of the Company, our responsibility is to read the Directors' Report and, in doing so, consider whether the Directors' Report is materially inconsistent with the financial statements of the company or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of the Directors' Report, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Statements

The Directors of the Company are responsible for the preparation of the financial statements, which shall give a true and fair view in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act, 2016 in Malaysia. The Directors are also responsible for such internal control as the Directors determine is necessary to enable the preparation of financial statements of the Company that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements of the Company, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' Responsibilities for the Audit of the Financial Statements

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

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
NIIT (MALAYSIA) SDN. BHD.**

(Incorporated in Malaysia)

Auditors' Responsibilities for the Audit of the Financial Statements (Cont'd)

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

- Identify and assess the risks of material misstatement of the financial statements of the Company, 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 the internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Company 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 auditors' report. However, future events or conditions may cause the company to cease to continue as going concern.
- Evaluate the overall presentation, structure and content of the financial statements of the Company, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
NIIT (MALAYSIA) SDN. BHD.**
(Incorporated in Malaysia)

Auditors' Responsibilities for the Audit of the Financial Statements (Cont'd)

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

Report on Other Legal and Regulatory Requirements

In accordance with the requirements of the Companies Act, 2016 in Malaysia, we also report that in our opinion, the accounting and other records and the registers required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

Other Matters

This report is made solely to the members of the Company, as a body, in accordance with Section 266 of the Companies Act, 2016 and for no other purpose. We do not assume responsibility to any other person for the content of this report.

LLOYDS EARLE PANICKER & TAN
A.F.0604
CHARTERED ACCOUNTANTS

DATUK K. K. PANICKER
00761/03/2027 (J)
CHARTERED ACCOUNTANTS

Date : 07 May 2025

Kuala Lumpur

NIIT (MALAYSIA) SDN. BHD.
(Incorporated in Malaysia)

**STATEMENT OF FINANCIAL POSITION
AS AT 31ST MARCH 2025**

	Note	2025 RM	2024 RM
Non-Current Assets			
Property, plant and equipment	7	2,896	6,594
Total Non-Current Assets		2,896	6,594
Current Assets			
Trade receivables	8	334,202	569,093
Non-trade receivables		57,860	36,669
Amount due from related companies	9	4,946,472	4,349,469
Cash and bank balances		777,945	4,273,089
Total Current Assets		6,116,479	9,228,320
Total Assets		6,119,375	9,234,914
Equity			
Share capital	10	5,541,000	5,541,000
Retained earnings	11	271,873	2,243,084
Total Equity		5,812,873	7,784,084
Current Liabilities			
Trade payables		4,080	44,828
Non-trade payables		237,106	704,255
Amount due to related companies	12	32,531	665,867
Current tax liability		32,785	35,880
Total Current Liabilities		306,502	1,450,830
Total Liabilities		306,502	1,450,830
Total Equity and Liabilities		6,119,375	9,234,914

The notes on pages 16 to 35 form an integral part of these financial statements.

NIIT (MALAYSIA) SDN. BHD.
(Incorporated in Malaysia)

**STATEMENT OF PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31ST MARCH 2025**

	Note	2025 RM	2024 RM
Revenue	13	1,878,278	2,830,592
Direct cost		(1,483,908)	(2,283,345)
Gross profit		<u>394,370</u>	<u>547,247</u>
Administration expenses		(602,826)	(432,491)
Operating (loss)/profit		<u>(208,456)</u>	<u>114,756</u>
Other income		277,517	387,581
Profit before taxation	14	<u>69,061</u>	<u>502,337</u>
Taxation	15	(45,512)	(81,644)
Net profit after taxation		<u><u>23,549</u></u>	<u><u>420,693</u></u>

The notes on pages 16 to 35 form an integral part of these financial statements.

NIIT (MALAYSIA) SDN. BHD.
(Incorporated in Malaysia)

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31ST MARCH 2025**

	Share Capital RM	Retained Profits RM	Total RM
As at 1 April 2023	5,541,000	1,822,391	7,363,391
Total comprehensive income for the year	-	420,693	420,693
As at 31 March 2024	5,541,000	2,243,084	7,784,084
Total comprehensive income for the year	-	23,549	23,549
Dividend paid		(1,994,760)	(1,994,760)
As at 31 March 2025	5,541,000	271,873	5,812,873

The notes on pages 16 to 35 form an integral part of these financial statements.

NIIT (MALAYSIA) SDN. BHD.
(Incorporated in Malaysia)

**STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31ST MARCH 2025**

	2025 RM	2024 RM
Cash Flows From Operating Activities		
Net profit before taxation	69,061	502,337
Adjustments for :-		
Interest charged to related companies	(189,632)	(179,340)
Unrealised loss on foreign exchange	258,858	(205,557)
Depreciation of property, plant and equipment	3,698	3,698
Operating profit before working capital changes	141,985	121,138
Changes in receivables	213,700	48,996
Changes in payables	(507,897)	385,733
Changes in amount owing by related companies	(855,861)	(973,946)
Changes in amount owing to related companies	(633,336)	483,994
Cash (used in)/generated from operations	(1,641,409)	65,915
Tax paid	(48,607)	(50,730)
Net cash (used in)/generated from operating activities	(1,690,016)	15,185
Cash Flows From Investing Activities		
Dividend paid	(1,994,760)	-
Interest income from related company	189,632	179,340
Net cash (used in)/generated from investing activities	(1,805,128)	179,340
Net increase in cash and cash equivalents	(3,495,144)	194,525
Cash and cash equivalents brought forward	4,273,089	4,078,564
Cash and cash equivalents carried forward	777,945	4,273,089
Cash and cash equivalent comprise the following:		
Cash at bank	777,945	4,273,089

The notes on pages 16 to 35 form an integral part of these financial statements.

NIIT (MALAYSIA) SDN. BHD.
(Incorporated in Malaysia)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2025**

1. Corporate Information

The Company is a private limited liability company, incorporated and domiciled in Malaysia.

The registered office of the Company is located at Unit 30-01, Level 30, Tower A Vertical Business Suite, Avenue 3, Bangsar South No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.

The principal place of business of the Company is located at Unit 29-01, Level 29, Tower A Vertical Business Suite, Avenue 3, Bangsar South No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.

The Company is principally engaged in the provision of learning and knowledge solutions to individuals, enterprises and various institutions. There have been no significant changes in the nature of its activities during the financial year.

The financial statements are presented in Ringgit Malaysia ("RM"), which is the Company's functional currency.

2. Compliance With Financial Reporting Standards and the Companies Act, 2016

The financial statements have been prepared in compliance with the Malaysian Financial Reporting Standards ("MFRS") issued by the Malaysian Accounting Standards Board ("MASB"), the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and the provisions of the Companies Act, 2016.

3. Basis of Preparation

a. Statement of Compliance

The financial statements have been prepared under the historical cost convention except as disclosed in summary of material accounting policies.

The new and amended standard and interpretation that have been issued by the Malaysian Accounting Standards Board ("MASB") which became effective during the year

- Amendments to MFRS 7 Financial Instruments : Disclosures - Supplier Finance Arrangements
- Amendments to MFRS 16 Leases - Lease Liability in a Sale and Leaseback
- Amendments to MFRS 101 Presentation of Financial Statements - Non-current Liabilities with Covenants
- Amendments to MFRS 107 Statement of Cash Flows - Supplier Finance Arrangements

Adoption of the above standards and interpretation did not have any effect on the financial performance of the Company for the financial year ended 31st March 2025.

NIIT (MALAYSIA) SDN. BHD.
(Incorporated in Malaysia)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2025 (CONT'D)**

3. Basis of Preparation (Cont'd)

b. New and amended standards issued but not yet effective

New and amended standards issued but not yet effective up to the date of issuance of these financial statements are as follows :-

Description	Effective for annual periods beginning on or after
• Amendments to MFRS 121 Effect of Changes in Foreign Exchange Rates - Lack of Exchangeability	1 January 2026
• MFRS 1 First-time Adoption of Malaysian Financial Reporting Standards - Annual Improvements to MFRS Accounting Standards - Volume 11	1 January 2026
• Amendments to MFRS 7 Financial Instruments: Disclosures - Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
• MFRS 7 Financial Instruments: Disclosures - Annual Improvements to MFRS Accounting Standards - Volume 11	1 January 2026
• Amendments to MFRS 9 Financial Instruments - Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
• MFRS 9 Financial Instruments - Annual Improvements to MFRS Accounting Standards - Volume 11	1 January 2026
• MFRS 10 Consolidated Financial Statements - Annual Improvements to MFRS Accounting Standards - Volume 11	1 January 2026
• MFRS 107 Statement of Cash Flows - Annual Improvements to MFRS Accounting Standards - Volume 11	1 January 2026
• MFRS 18 Presentation and Disclosure in Financial Statements	1 January 2027
• MFRS 19 Subsidiaries without Public Accountability : Disclosures	1 January 2027

NIIT (MALAYSIA) SDN. BHD.
(Incorporated in Malaysia)

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2025 (CONT'D)

3. Basis of Preparation (Cont'd)

b. New and amended standards issued but not yet effective

	Effective for annual periods beginning on or after
Description	
<ul style="list-style-type: none">Amendments to MFRS 10 Consolidated Financial Statements - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred
<ul style="list-style-type: none">Amendments to MFRS 128 Investments in Associates and Joint Ventures - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	Deferred

In the opinion of the Directors, the above standards will not have material impact on the financial statements in future years.

NIIT (MALAYSIA) SDN. BHD.
(Incorporated in Malaysia)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2025 (CONT'D)**

4. Material Accounting Policies

a. Property, plant and equipment

Operating tangible assets that are used for more than one accounting period in the production and supply of goods and services, for administrative purposes or for rental to others are recognised as property, plant and equipment when the Company obtains control of the asset. These include assets constructed or acquired for environmental protection purposes and investment property measured on the cost model. The assets, including major spares, stand-by equipment and servicing equipment, are classified into appropriate classes based on their nature. Any subsequent replacement of a significant component in an existing asset is capitalised as a new component in the asset and the old component is derecognised.

All property, plant and equipment are initially measured at cost. For a purchased asset, cost comprises purchase price plus all directly attributable costs incurred in bringing the asset to its present location and condition for management's intended use.

All property, plant and equipment are subsequently measured at cost less accumulated depreciation and accumulated impairment losses.

All other property, plant and equipment are depreciated by allocating the depreciable amount of significant component or of an item over the remaining useful life. The depreciation methods used and the useful lives of the respective classes of property, plant and equipment are as follows:

The principal annual rates for computers are 33%.

At the end of each reporting period, the residual values, useful lives and depreciation methods for the property, plant and equipment are reviewed for reasonableness. Any changes in estimate of an item is adjusted prospectively over its remaining useful life, commencing in the current period.

NIIT (MALAYSIA) SDN. BHD.
(Incorporated in Malaysia)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2025 (CONT'D)**

4. Material Accounting Policies (Cont'd)

b. Current and non-current classification

Assets and liabilities are classified into current and non-current as follows :

Assets

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be realised within 12 months after the reporting period; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period.

Current assets include the current portion of non-current financial assets. All other assets (including deferred tax assets) are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting period; or
- the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include the current portion of non-current financial liabilities. All other liabilities (including deferred tax liabilities) are classified as non-current.

Operating cycle

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of operations and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle being a period of 12 months for the purpose of classification of assets and liabilities as current and non-current.

NIIT (MALAYSIA) SDN. BHD.
(Incorporated in Malaysia)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2025 (CONT'D)**

4. Material Accounting Policies (Cont'd)

c. Share capital and distribution

(i) Share capital

Ordinary shares issued that carry no put option and no mandatory contractual obligation: (i) to deliver cash or another financial asset; or (ii) to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the Company, are classified as equity instruments.

When ordinary shares and other equity instruments are issued in a private placement or in a rights issue to existing shareholders, they are recorded at the issue price. For ordinary shares and other equity instruments issued in exchange for non-monetary assets, they are measured by reference to the fair values of the assets received.

When ordinary shares and other equity instruments are issued as consideration transferred in a business combination or as settlement of an existing financial liability, they are measured at fair value at the date of the exchange transaction.

Transaction costs of an equity transaction are accounted for as a deduction from equity, net of any related income tax effect.

(ii) Distribution

Distributions to holders of an equity instrument are recognised as equity transactions and are debited directly in equity, net of any related income tax effect.

A dividend declared is recognised as a liability only after it has been appropriately authorised, which is the date when the Board of Directors declares an interim dividend, or in the case of a proposed final dividend, the date the shareholders of the Company approve the proposed final dividend in an annual general meeting of shareholders. For a distribution of non-cash assets to owners, including a distribution in specie, the Company measures the dividend payable at the fair value of the assets to distributed. At the end of each reporting period and at the date of settlement, the Company reviews and adjusts the carrying amount of the dividend payable to reflect changes in the fair value of the assets to be distributed, with any changes recognised in equity as adjustments to the amount of the distribution. Upon settlement, the difference between the carrying amount of the dividend payable and the carrying amount of the assets distributed is recognised as a gain or loss in profit or loss.

NIIT (MALAYSIA) SDN. BHD.
(Incorporated in Malaysia)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2025 (CONT'D)**

4. Material Accounting Policies (Cont'd)

d. Financial instrument

(i) Initial recognition and measurement

The Company recognises a financial asset or a financial liability (including derivative instruments) in the statement of financial position when, and only when, it becomes a party to the contractual provisions of the instrument.

On initial recognition, all financial assets and financial liabilities are measured at fair value, which is generally the transaction price, plus transaction costs if the financial asset or financial liability is not measured at fair value through profit or loss. For instruments measured at fair value through profit or loss, transaction costs are expensed to profit or loss when incurred.

(ii) Derecognition of financial instrument

For derecognition purposes, the Company first determines whether a financial asset or a financial liability should be derecognised in its entirety as a single item or derecognised part-by-part of a single item or a group of similar items.

A financial asset is derecognised when, and only when, the contractual rights to receive the cash flows from the financial assets expire, or when the Company transfers the contractual rights to receive cash flows of the financial asset, including circumstances when the Company acts only as a collecting agent of the transferee, and retains no significant risks and rewards of ownership of the financial asset or no continuing involvement in the control of the financial asset transferred.

A financial liability is derecognised when, and only when, it is legally extinguished, which is either when the obligation specified in the contract is discharged, cancelled or expires. A substantial modification of the terms of an existing financial liability is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability.

(iii) Subsequent measurement of financial assets

For the purpose of subsequent measurement, the Company classifies financial assets into two categories namely (i) financial assets at fair value through profit or loss; and (ii) financial assets at amortised cost.

NIIT (MALAYSIA) SDN. BHD.
(Incorporated in Malaysia)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2025 (CONT'D)**

4. Material Accounting Policies (Cont'd)

d. Financial instrument (Cont'd)

(iii) Subsequent measurement of financial assets (Cont'd)

After initial recognition, the Company measures investments in quoted preference shares, quoted ordinary shares and derivatives that are assets at their fair values by reference to the active market prices, if observable, or otherwise by a valuation technique, without any deduction for transaction costs it may incur on sale or other disposal.

Investments in debt instruments, whether quoted or unquoted, are subsequently measured at amortised cost using the effective interest method. Investments in unquoted equity instruments and whose fair value cannot be reliably measured are measured at cost.

Other than financial assets measured at fair value through profit or loss, all other financial assets are subject to review for impairment in accordance with Note 4d(vii).

(iv) Subsequent measurement of financial liabilities

After initial recognition, the Company measures all financial liabilities are measured at amortised cost using the effective interest method, except for derivatives instruments that are liabilities and financial guarantee contracts, which are measured at fair value.

(v) Fair value measurement of financial instruments

The fair value of a financial asset or a financial liability is determined by reference to the quoted market price in an active market, and in the absence of an observable market price, by a valuation technique using reasonable and supportable assumptions.

(vi) Recognition of gains and losses

Fair value changes of financial assets and financial liabilities classified as at fair value through profit or loss are recognised in profit or loss as they arise.

For financial assets and financial liabilities carried at amortised cost, a gain or loss is recognised in profit or loss only when the financial assets or liability is derecognised or impaired, and through amortization of the instrument.

NIIT (MALAYSIA) SDN. BHD.
(Incorporated in Malaysia)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2025 (CONT'D)**

4. Material Accounting Policies (Cont'd)

d. Financial instrument (Cont'd)

(vii) Impairment and uncollectibility of financial assets

At the end of each reporting year, the Company examines whether there is any objective evidence that a financial asset or a group of financial assets is impaired. Evidences of trigger loss events include: (i) significant difficulty of the issuer or obligor; (ii) a breach of contract, such as a default or delinquency in interest or principal payments; (iii) granting exceptional concession to a customer; (iv) it is probable that a customer will enter bankruptcy or other reorganization; (v) the disappearance of an active market for that financial asset because of financial difficulties; or (vi) any observable market data indicating that there may be a measurable decrease in the estimated future cash flows from a group of financial assets.

For a non-current loan and receivable carried at amortised cost, the revised estimated cash flows are discounted at the original effective interest rate. Any impairment loss is recognised in profit or loss and a corresponding amount is recorded in a loss allowance account. Any subsequent reversal of impairment loss of the financial asset is reversed in profit or loss with a corresponding adjustment to the loss allowance account, subject to the limit that the reversal should not result in the revised carrying amount of the financial asset exceeding the amount that would have been determined had no impairment loss been recognised previously.

For short-term trade and other receivables, where the effect of discounting is immaterial, impairment loss is tested for each individually significant receivable wherever there is any indication of impairment. Individually significant receivables for which no impairment loss is recognised are grouped together with all other receivables by classes based on credit risk characteristics and aged according to their past due year. A collective allowance is estimated for a class group based on the Company's experience of loss ratio in each class, taking into consideration current market conditions.

For an unquoted equity investment measured at cost less impairment, the impairment is the difference between the asset's carrying amount and the best estimate (which will necessarily be an approximation) of the amount (which might be zero) that the Company expects to receive for the assets if it were sold at the reporting date. The Company may estimate the recoverable amount using an adjusted net asset value approach.

NIIT (MALAYSIA) SDN. BHD.
(Incorporated in Malaysia)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2025 (CONT'D)**

4. Material Accounting Policies (Cont'd)

e. Related parties

Related parties refer to the following:

- (i) Member companies within the NIIT Learning Systems Limited, other than the Company's holding company and subsidiary companies; and
- (ii) persons connected to the directors and/or shareholders of the Company, and companies in which the directors and/or shareholders or persons connected to the said directors and/or shareholders have substantial equity interest

Related party disclosures have been disclosed pursuant to MFRS 124 (Related Party Disclosures)

f. Cash and cash equivalents

For the purpose of the statements of cash flows, cash and cash equivalents comprise cash on hand, bank balances and deposits and other short-term, highly liquid investments with a maturity of three months or less, that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value. Cash and cash equivalents are presented net of bank overdrafts.

g. Foreign currency transactions and balances

Transactions denominated in foreign currencies are translated and recorded at the rates of exchange prevailing at the respective dates of transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the end of the period (i.e. the closing rates).

Non-monetary items carried at revalued amounts or at fair values that are denominated in foreign currencies are retranslated at the rates prevailing at the dates the fair values were determined. Non-monetary items that are measured at their historical cost amounts continue to be translated at their respective historical rates and are not retranslated.

All exchange differences arising on settled transactions and on unsettled monetary items are recognised in profit or loss in the period except for: (i) loans and advances that form part of the net investment in a foreign operation; and (ii) transactions entered into in order to hedge foreign currency risks of net investments in foreign operations.

NIIT (MALAYSIA) SDN. BHD.
(Incorporated in Malaysia)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2025 (CONT'D)**

4. Material Accounting Policies (Cont'd)

h. Income tax

(i) Current tax

A current tax for current and prior periods, to the extent unpaid, is recognised as a current tax liability. If the amount already paid in respect of current and prior periods exceeds the amount due for those periods, the excess is recognised as a current tax asset. A current tax liability (asset) is measured at the amount the equity expects to pay (recover) using tax rates and laws that have been enacted or substantially enacted by the reporting date.

(ii) Deferred tax liability

A deferred tax liability is recognised for all taxable temporary differences, except to the extent that the deferred tax liability arises from: (a) the initial recognition of goodwill; or (b) the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit (or tax loss). The exceptions for initial recognition differences include items of property, plant and equipment that do not qualify for capital allowances and acquired intangible assets that are not deductible for tax purposes.

(iii) Deferred tax asset

The exceptions for the initial recognition differences include non-taxable government grants received and reinvestment allowances and investment tax allowances on qualifying property, plant and equipment. However, for deductible temporary differences related to investments in subsidiaries and branches, a deferred tax asset is recognised to the extent, and only to the extent that, it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

A deferred tax asset is recognised for the carry-forward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilised.

NIIT (MALAYSIA) SDN. BHD.
(Incorporated in Malaysia)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2025 (CONT'D)**

4. Material Accounting Policies (Cont'd)

h. Income tax (Cont'd)

(iii) Deferred tax asset (Cont'd)

Deferred taxes are measured using tax rates (and tax laws) that have been enacted or substantially enacted by the end of the reporting period. The measurement of deferred taxes reflects the tax consequences that would follow from the manner in which an entity expects, at the end of the reporting period, to recover or settle the carrying amount of its assets or liabilities. For an investment property measured at fair value, if the owner-entity does not have a business model to hold the property solely for rental income, the deferred tax liability on the fair value gain is measured based on the presumption that the property is recovered through sale at the end of the reporting period.

At the end of each reporting period, the carrying amount of a deferred tax asset is reviewed, and is reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of a part or all of that deferred tax asset to be utilised. Any such reduction will be reversed to the extent that it becomes probable that sufficient taxable profit will be available.

(iv) Income statement recognition

A current or deferred tax is recognised as income or expense in profit or loss for the period, except to the extent that the tax arises from items recognised outside profit or loss. For an income or expense item recognised in other comprehensive income, the current or deferred tax expense or tax income is recognised in other comprehensive income. For items recognised directly in equity, the related tax effect is also recognised directly in equity. Deferred tax assets and liabilities arising from a business combination, including tax effects of any fair value adjustment, are recognised as part of the net assets acquired.

i. Revenue recognition

(i) Sales of service

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

NIIT (MALAYSIA) SDN. BHD.
(Incorporated in Malaysia)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2025 (CONT'D)**

4. Material Accounting Policies (Cont'd)

i. **Revenue recognition (Cont'd)**

(i) **Sales of service (Cont'd)**

Services are provided under time and material contracts and fixed price contracts. Revenue from providing services is recognised over a period of time in the accounting period in which services are rendered. The revenue from time and material contracts is recognised at the amount to which the Company has right to invoice.

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

Vendor management or learning administration fee from pass through transactions is only recognised as revenue.

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.

(ii) **Interest income**

Interest income mainly comprises of interest income on loan provided to related parties.

NIIT (MALAYSIA) SDN. BHD.
(Incorporated in Malaysia)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2025 (CONT'D)**

4. Material Accounting Policies (Cont'd)

j. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic resources will be required to settle the obligation and the amount of the obligation can be estimated reliably.

If the effect of the time value of money is material, provisions that are determined based on the expected future cash flows to settle the obligation are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provisions due to passage of time is recognised as finance costs.

Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed.

k. Employee benefits

Wages, salaries, paid annual leave and sick leave, bonuses, and non-monetary benefits are accrued in the period in which the associated services are rendered by employees of the Company.

The Company's contributions to defined contribution plans are charged to the income statement in the period to which they relate. Once the contributions have been paid, the Company has no further payment obligations.

Liability in respect of compensated absences is provided for any unused leave balance encashable at the rate of salary on the last working day.

l. Fair value measurement

For assets, liabilities and equity instruments whether financial or non-financial items that require fair value measurement disclosure, the Company establishes a fair value measurement hierarchy that gives the highest priority to quoted prices (unadjusted) in active markets for identical assets, liabilities or equity instruments and the lowest priority to unobservable inputs.

NIIT (MALAYSIA) SDN. BHD.
(Incorporated in Malaysia)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2025 (CONT'D)**

4. Material Accounting Policies (Cont'd)

I. Fair value measurement (Cont'd)

A fair value measurement of an item is estimated using a quoted price in an active market if that price is observable. The active market is the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market for the asset or liability; and for which the Company can enter into a transaction for the asset or liability at the price in that market at the measurement date.

In the absence of an active market price, the fair value of an item is estimated by an established valuation technique using inputs from the marketplace that are observable for substantially the full term of the asset or liability.

In the absence of both market price and observable inputs, a fair value measurement of an item is estimated by an established valuation technique using unobservable inputs, including internally developed assumptions that are reasonable and supportable.

5. Financial Risk Management Policies

The Company's financial risk management policy seeks to ensure that adequate financial resources are available for the development of the Company's business whilst managing its risks. The Company operates within clearly defined guidelines that are approved by the Board and the Company's policy is not to engage in speculative transactions.

The main areas of financial risks faced by the Company and the policy in respect of the major areas of treasury activity are set out as follows:

(i) Liquidity and cash flow risks

Liquidity risk arises mainly from general funding and business activities. The Company practises prudent risk management by maintaining sufficient cash balances and the availability of funding for its operation.

(ii) Interest rate risk

The Company is not exposed to interest rate risk as defined under MFRS 7 since neither the carrying amounts nor the future cash flows will fluctuate because of a change in market interest rates.

NIIT (MALAYSIA) SDN. BHD.
(Incorporated in Malaysia)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2025 (CONT'D)**

5. Financial Risk Management Policies (Cont'd)

(iii) Foreign currency risk

The Company is exposed to foreign currency risk on transactions and balances that are denominated in currencies other than the respective functional currencies.

Foreign currency risk is monitored closely on an ongoing basis to ensure that the net exposure is at an acceptable level.

(iv) Credit risk

The Company's exposure to credit risk arises mainly from trade, financing, and other receivables. The Company manages its exposure to credit risk by the application of credit approvals, credit limits and monitoring procedures on an ongoing basis.

(v) Market risk

The Company's principal exposure to market risk arises mainly from the changes in equity prices. Equity investments classified as current assets are available for sale and the Company manages disposal of its investment to optimise returns on realisation.

6. Critical Judgement and Estimation Uncertainty

The preparation of the financial statements in conformity with Malaysian Financial Reporting Standards requires management to make 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 in the period in which the estimates are revised and in the future periods affected.

In particular, information about significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are described below:

NIIT (MALAYSIA) SDN. BHD.
(Incorporated in Malaysia)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2025 (CONT'D)**

6. Critical Judgement and Estimation Uncertainty (Cont'd)

(i) Loss allowances of financial assets

The Company recognises impairment losses for loans and receivables using the incurred loss model. Individually significant loans and receivables are tested for impairment separately by estimating the cash flows expected to be recoverable. All others are grouped into credit risk classes and tested for impairment collectively, using the Company's past experiences of loss statistics, ageing of past due amounts and current economic trends. The actual eventual losses may be different from the allowance made and this may affect the Company's financial position and results.

(ii) Depreciation of property, plant and equipment

The cost of an item of property, plant and equipment is depreciated on the straight-line method or another systematic method that reflects the consumption of the economic benefits of the asset over its useful life. Estimates are applied in the selection of the depreciation method, the useful lives and the residual values. The actual consumption of the economic benefits of the property, plant and equipment may differ from the estimates applied and this may lead to a gain or loss on an eventual disposal of an item of property, plant and equipment.

(iii) Measurement of income taxes

Significant judgement is required in determining the Company's provision for current and deferred taxes because the ultimate tax liability for the Company as a whole is uncertain. When the final outcome of the taxes payable is determined with the tax authorities in each jurisdiction, the amounts might be different from the initial estimates of the taxes payable. Such differences may impact the current and deferred taxes in the period when such determination is made. The Company will adjust for the differences as over- or under-provision of current or deferred taxes in the current period in which those differences arise.

NIIT (MALAYSIA) SDN. BHD.
(Incorporated in Malaysia)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2025 (CONT'D)**

7. Property, plant and equipment

	Computers RM
<u>Gross Carrying Amount</u>	
As at 1st April 2024	31,990
Addition	-
As at 31st March 2025	<u>31,990</u>
<u>Accumulated depreciation</u>	
As at 1st April 2024	25,396
Amortisation	3,698
As at 31st March 2025	<u>29,094</u>
Net book values as at 1st April 2024	<u>6,594</u>
Net book values as at 31st March 2025	<u>2,896</u>

8. Trade Receivables

	2025 RM	2024 RM
Trade receivables	2,479,283	2,714,174
Less		
Allowance for doubtful debts	<u>(2,145,081)</u>	<u>(2,145,081)</u>
	<u>334,202</u>	<u>569,093</u>

9. Amount Owing By Related Companies

The amount owing by related companies is made up as follows : -

	2025 RM	2024 RM
Interest bearing	4,434,400	3,319,420
Non - interest bearing	<u>512,072</u>	<u>1,030,049</u>
	<u>4,946,472</u>	<u>4,349,469</u>

The amount owing by related companies is unsecured. Interest charged on the interest bearing loan is 5.5% per annum on RM 4,434,000 (USD 1,000,000) provided to NIIT(USA),Inc. [2024:RM 3,319,420 (EURO 650,000) provided to NIIT (Ireland) Limited].

NIIT (MALAYSIA) SDN. BHD.
(Incorporated in Malaysia)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2025 (CONT'D)**

10. Share Capital

	2025 RM	2024 RM
Issued and Fully paid 5,541,000 ordinary shares	<u>5,541,000</u>	<u>5,541,000</u>

11. Retained Profits

The retained profits of the Company are available for distributions by way of cash dividends or dividends in specie. Under the single-tier system of taxation, dividends payable to shareholders are deemed net of income taxes. There are no potential income tax consequences that would result from the payment of dividends to shareholders.

12. Amount Due to Related Companies

The amount due to related companies is unsecured, trade in nature and interest free.

13. Revenue

Revenue represents income from training services rendered and administration fee from strategic training services provided.

14. Profits Before Taxation

	2025 RM	2024 RM
Profits for the year is arrived at after charging :-		
Auditors' remuneration	18,000	18,000
Depreciation of property, plant and machinery	3,698	3,698
Directors' fee	<u>10,000</u>	<u>10,000</u>
And crediting :-		
Realised gain in foreign exchange	87,885	2,684
Interest charged to a related company	189,632	179,340
Unrealised (loss)/gain in foreign exchange	<u>(258,858)</u>	<u>205,557</u>

NIIT (MALAYSIA) SDN. BHD.
(Incorporated in Malaysia)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2025 (CONT'D)**

15. Taxation

	2025 RM	2024 RM
Taxation during the financial year	(45,512)	(43,041)
Under provision of prior year tax	-	(38,603)
Tax expenses	(45,512)	(81,644)

The reconciliation of the tax expense and the product of accounting profits multiplied by the applicable income tax rate is as follows :-

Profit before tax	69,061	502,337
Tax at applicable standard rate of 24%	(16,575)	(120,561)
<u>Tax effects of :</u>		
Income not taxable	(45,512)	39,727
Tax saving on utilisation of unabsorbed capital allowances and business loss	16,575	37,793
Under provision of prior year tax	-	(38,603)
Tax expenses	(45,512)	(81,644)

As at 31st March 2025, the Company has unabsorbed tax losses amounting to RM6,399,236 (2024: RM6,204,617) which are available for set off against future chargeable income.

16. Related Party Transactions

During the financial year, the Company had the following related party transactions :-

	2025 RM	2024 RM
Sales of services to related company	(1,432,969)	(2,155,751)
Interest charged to related company	(189,632)	(179,340)
Purchases of services from related company	54,062	245,265
Management fee charged	46,413	69,412
Royalty charged	18,783	14,153
Loan given	(4,497,280)	-
Loan returned back	3,135,766	-
Dividend paid	1,994,760	-
Recovery of expenses to related company	(1,225,258)	(1,796,550)
Recovery of expenses from related company	258,672	954,622

17. Date of Authorisation for Issue of the Financial Statements

The financial statements were authorised for issue by the Board of Directors on 07 May 2025.

NIIT (MALAYSIA) SDN. BHD.
(Incorporated in Malaysia)

**DETAILED INCOME STATEMENT
FOR THE YEAR ENDED 31ST MARCH 2025**

	2025	2024
	RM	RM
REVENUE	1,878,278	2,830,592
Less		
COST OF SERVICES		
Sub-contract charges	17,581	47,928
Training management services	1,061,004	1,934,750
Salaries and wages	405,323	300,667
	1,483,908	2,283,345
GROSS PROFIT	394,370	547,247
Add		
OTHER INCOME		
Interest charged to related companies	189,632	179,340
Realised gain on foreign exchange	87,885	2,684
Unrealised gain on foreign exchange	-	205,557
	277,517	387,581
	671,887	934,828
Less		
ADMINISTRATION EXPENSES		
Auditors' remuneration	18,000	18,000
Bank charges	8,364	7,728
Communication charges	5,150	3,917
Depreciation of property, plant and machinery	3,698	3,698
Directors' fee	10,000	10,000
Insurance expenses	533	409
Management fees	46,413	69,412
Penalty	-	669
Printing and stationery	-	2,987
Professional charges	56,720	107,572
Repair and maintenance	177	464
Royalties	18,783	14,153
Tax expense	13,412	-
Travelling expenses	162,035	193,420
Unrealised loss on foreign exchange	258,858	-
Work permit fee	683	62
	602,826	432,491
PROFIT FOR THE YEAR BEFORE TAXATION	69,061	502,337

**CONFIRMATION OF DIRECTOR'S REMUNERATION,
INTERESTS IN CONTRACTS AND SHAREHOLDING**

To: Lloyds Earle Panicker & Tan

From: Name of Director: **Perunkolam Ramakrishnan Subramaniam**
Name of Company: **NIIT (MALAYSIA) SDN. BHD.**

Financial Year End: **31 MARCH 2025**

(A) Director's Remuneration

For the purposes of disclosure in the financial statements of the Company for the financial year as stated above, in accordance with Clause 2(a) and 2(b) of the Fifth Schedule of the Companies Act 2016, I hereby confirm that the total remunerations paid to, or receivable by me in respect of my services to the Company and its subsidiaries during the financial year are as follows:

	Receivable from Company RM	Receivable from subsidiary companies RM	Total RM
1. Fees		-	-
2. Salaries, bonuses, commission, etc		-	-
3. Company's contributions to provident funds, pension funds or other retirement benefit schemes	-	-	-
4. Compensation for loss of office	-	-	-
5. Expense allowances (other than reimbursement of expenses), e.g. travelling, entertainment, etc.	-	-	-
	-	-	-
6. The estimated money value of other benefits received or receivable by the directors otherwise in cash from the Company	-	-	-
7. Other remuneration or emoluments (any other payments made by the Company which indirectly go to the benefit of the director)	-	-	-
	-	-	-
8. Fees receivable by me or by a firm of which I am a member for professional services rendered to the Company and/or its subsidiaries	-	-	-
9. Fees paid to or receivable by third parties in respect of services provided by me to the Company and/or its subsidiaries	-	-	-
10. Fees receivable by me in respect of any indemnity or insurance	-	-	-

(B) Benefits in Contracts

Since the end of the previous financial year, I have not received or become entitled to receive any benefit by reason of a contract made by the Company or a related company with me or a firm of which I am a member or with a company in which I have a substantial financial interest other than as disclosed in connection with Related Party Transactions disclosures made.

(C) Director's Shareholding

For the purposes of disclosure in the financial statements of the Company in accordance with Clause 1(e) of the Fifth Schedule of the Companies Act 2016, I hereby confirm that my shareholding in the Company during the financial year as stated above were as follows:

Class of Shares	Number of shares			
	Balance at beginning of year/date of appointment	Additions	Disposals	Balance at end of year
Direct beneficial interest				
Ordinary shares	-	-	-	-
Indirect beneficial interest				
Ordinary shares	-	-	-	-

Dated:

Director
Perunkolam Ramakrishnan
Subramaniam

**CONFIRMATION OF DIRECTOR'S REMUNERATION,
INTERESTS IN CONTRACTS AND SHAREHOLDING**

To: Lloyds Earle Panicker & Tan

From: Name of Director: **Kamal Nain Dhuper**
Name of Company: **NIIT (MALAYSIA) SDN. BHD.**

Financial Year End: **31 MARCH 2025**

(A) Director's Remuneration

For the purposes of disclosure in the financial statements of the Company for the financial year as stated above, in accordance with Clause 2(a) and 2(b) of the Fifth Schedule of the Companies Act 2016, I hereby confirm that the total remunerations paid to, or receivable by me in respect of my services to the Company and its subsidiaries during the financial year are as follows:

	Receivable from Company RM	Receivable from subsidiary companies RM	Total RM
1. Fees		-	-
2. Salaries, bonuses, commission, etc		-	-
3. Company's contributions to provident funds, pension funds or other retirement benefit schemes	-	-	-
4. Compensation for loss of office	-	-	-
5. Expense allowances (other than reimbursement of expenses), e.g. travelling, entertainment, etc.	-	-	-
	-	-	-
6. The estimated money value of other benefits received or receivable by the directors otherwise in cash from the Company	-	-	-
7. Other remuneration or emoluments (any other payments made by the Company which indirectly go to the benefit of the director)	-	-	-
	-	-	-
8. Fees receivable by me or by a firm of which I am a member for professional services rendered to the Company and/or its subsidiaries	-	-	-
9. Fees paid to or receivable by third parties in respect of services provided by me to the Company and/or its subsidiaries	-	-	-
10. Fees receivable by me in respect of any indemnity or insurance	-	-	-

(B) Benefits in Contracts

Since the end of the previous financial year, I have not received or become entitled to receive any benefit by reason of a contract made by the Company or a related company with me or a firm of which I am a member or with a company in which I have a substantial financial interest other than as disclosed in connection with Related Party Transactions disclosures made.

(C) Director's Shareholding

For the purposes of disclosure in the financial statements of the Company in accordance with Clause 1(e) of the Fifth Schedule of the Companies Act 2016, I hereby confirm that my shareholding in the Company during the financial year as stated above were as follows:

Class of Shares	Number of shares			
	Balance at beginning of year/date of appointment	Additions	Disposals	Balance at end of year
Direct beneficial interest				
Ordinary shares	-	-	-	-
Indirect beneficial interest				
Ordinary shares	-	-		

Dated:

Director
Kamal Nain Dhuper